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#### FOR IMMEDIATE RELEASE

### Calian Reports Record Results for the Fourth Quarter and FY24

(All amounts in release are in Canadian dollars)

OTTAWA, November 26, 2024 – Calian® Group Ltd. (TSX:CGY), a diverse products and services company providing innovative healthcare, communications, learning and cybersecurity solutions, today released its results for the fourth quarter and FY24 ended September 30, 2024.

#### Highlights of Q4-24:

- Revenue up 3% to \$181 million
- Gross margin at 35.3%, up from 31.7% last year
- Adjusted EBITDA<sup>1</sup> of \$23 million (margin of 12.5%) an increase of 11% from the prior year
- Announced collaborations with Microsoft and Walmart Canada

#### **Highlights of record performance in FY24:**

- Revenue up 13% to \$747 million
- Gross margin at 34.0%, up from 31.0% last year
- Adjusted EBITDA<sup>1</sup> at \$86 million, up 30% from last year
- Operating free cash flow<sup>1</sup> of \$58 million, up from \$45 million last year
- Net debt to adjusted EBITDA<sup>1</sup> ratio of 0.4x
- Repurchased 115,248 shares in consideration of \$6 million

Financial Highlights (in millions of \$, except per share & margins)		ee months e September 3	Year ended September 30,			
	2024	2023	%	2024	2023	%
Revenue	181.2	175.9	3 %	746.6	658.6	13 %
Adjusted EBITDA <sup>1</sup>	22.7	20.4	11 %	85.5	66.0	30 %
Adjusted EBITDA % <sup>1</sup>	12.5 %	11.6 %	90bps	11.5 %	10.0 %	150bps
Adjusted Net Profit <sup>1</sup>	11.5	12.7	(10)%	51.7	40.5	28 %
Adjusted EPS Diluted <sup>1</sup>	0.96	1.07	(11)%	4.33	3.45	26 %
Operating Free Cash Flow <sup>1</sup>	16.3	10.7	52 %	58.2	44.8	30 %

<sup>&</sup>lt;sup>1</sup> This is a non-GAAP measure. Please refer to the section "Reconciliation of non-GAAP measures to most comparable IFRS measures" at the end of this press release.

Access the full report on the <u>Calian Financials</u> web page.

Register for the video webcast on Tuesday, November 26, 2024, 8:30 a.m. Eastern Time.

"We capped off FY24 with a record quarter," said Kevin Ford, Calian CEO. "Revenues, gross margin and adjusted EBITDA all hit historical highs for the fourth quarter and the full year. During the year, we completed three strategic acquisitions, signed and acquired contracts valued at \$785 million and expanded our product and service offering in new markets. We finished the year with revenues and adjusted EBITDA up 13% and 30%, respectively, on track with our three-year strategic plan of doubling our Adjusted EBITDA<sup>1</sup> by the end of FY26. With tailwinds in our growth markets, a solid balance sheet and a strong pipeline of acquisitions, we are on track to achieve another record year in FY25," stated Mr. Ford.

#### **FY24 Results**

Revenues increased 13%, from \$659 million to \$747 million. This represents the highest revenue for the Company on record and the 7<sup>th</sup> consecutive year of double-digit growth. Acquisitive growth was 11% and was generated by the acquisitions of Hawaii Pacific Teleport ("HPT"), Decisive Group, the nuclear assets from MDA Ltd and Mabway. Organic growth was 2% and was driven by double-digit growth in the Health segment.

Gross margin reached 34.0% and represents the highest annual gross margin for the Company on record. Adjusted EBITDA<sup>1</sup> reached \$86 million, up 30% from \$66 million last year, driven by the higher margin contribution from acquisitions and increased product revenue. Adjusted EBITDA<sup>1</sup> margin reached 11.5%, up from 10.0% last year, as a result of a favorable revenue mix and increased volume.

Net profit reached \$11 million, or \$0.93 per diluted share, down from \$19 million, or \$1.61 per diluted share last year. This decrease in profitability is primarily due to increased amortization and interest expenses related to acquisitions, partially offset by higher adjusted EBITDA<sup>1</sup>. Adjusted net profit<sup>1</sup> reached \$52 million, or \$4.33 per diluted share, up from \$40 million, or \$3.45 per diluted share last year.

#### **Liquidity and Capital Resources**

"In FY24 we generated \$58 million in operating free cash flow<sup>1</sup>, representing a 68% conversion rate from adjusted EBITDA<sup>1</sup>," said Patrick Houston, Calian CFO. "We used our cash and a portion of our credit facility to invest in our business with the acquisitions of Decisive Group, the nuclear assets from MDA and Mabway, coupled with earn-outs for \$88 million and capital expenditures of \$12 million. We also provided a return to shareholders in the form of dividends of \$13 million and share buybacks of \$6 million. We ended the year with a net debt to adjusted EBITDA<sup>1</sup> ratio of 0.4x, well-positioned to pursue our growth objectives," concluded Mr. Houston.

#### **Normal Course Issuer Bid**

On August 28, 2024, the TSX accepted Calian's Notice of Intention to Make a Normal Course Issuer Bid ("NCIB") to purchase for cancellation up to 995,904 common shares during the 12-month period commencing September 1, 2024 and ending August 31, 2025, representing approximately 10% of the public float of its common shares as at August 16, 2024.

<sup>1</sup> This is a non-GAAP measure. Please refer to the section "Reconciliation of non-GAAP measures to most comparable IFRS measures" at the end of the press release.

On August 30, 2023, the TSX accepted Calian's Notice of Intention to Make a NCIB to purchase for cancellation up to 1,044,012 common shares during the 12-month period commencing September 1, 2023 and ending August 31, 2024, representing approximately 10% of the public float of its common shares as at August 22, 2023.

In the three-month period ended September 30, 2024, the Company repurchased 61,422 shares for cancellation in consideration of \$3 million. For the twelve-month period ended September 30, 2024, the Company repurchased 115,248 shares for cancellation in consideration of \$6 million.

#### **Announced Collaborations with Microsoft and Walmart Canada**

On October 1, 2024, Calian announced it agreed to collaborate with Walmart Canada to expand the retailer's specialty pharmacy capabilities through licensing Calian's custom-built digital health platform Nexi<sup>TM</sup>.

On September 27, 2024, Calian announced a collaboration with Microsoft to offer scalable cloudnative cybersecurity solutions through the adoption of Microsoft Sentinel.

#### **Quarterly Dividend**

On November 25, 2024, Calian declared a quarterly dividend of \$0.28 per share. The dividend is payable December 23, 2024, to shareholders of record as of December 9, 2024. Dividends paid by the Company are considered "eligible dividend" for tax purposes.

#### Guidance

Aligning with industry practice, the Company has decided to change its definition of adjusted EBITDA<sup>1</sup> starting in FY25. The table below reconciles the previously reported definition of adjusted EBITDA<sup>1</sup> for fiscal years 2023 and 2024 to the new definition of adjusted EBITDA<sup>1</sup> that will be used going forward. The new definition of adjusted EBITDA<sup>1</sup> adds back stock based compensation expense as well as one-time integration/M&A costs.

(in thousands of \$)	FY2024	FY2023
Adj. EBITDA (previously reported)	85,535	66,548
Stock based compensation expense	4,373	3,870
Integration/M&A costs	2,251	545
Adj. EBITDA (going forward)	92,159	70,963

The table below presents the FY25 guidance based on the new definition of adjusted EBITDA.

	Guidance for the year ended September 30, 2025  FY24 Results								
(in thousands of \$)	Low	Midpoint	High	F124 Results	Midpoint				
Revenue	800,000	840,000	880,000	746,611	12%				
Adj. EBITDA <sup>1</sup>	96,000	101,000	106,000	92,159	10%				
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<sup>1</sup> This is a non-GAAP measure. Please refer to the section "Reconciliation of non-GAAP measures to most comparable IFRS measures" at the end of the press release.

This guidance includes the full-year contribution from the Decisive Group acquisition, closed on December 1, 2023, the nuclear asset acquisition from MDA Ltd., closed on March 5, 2024 and the Mabway acquisition, closed on May 9, 2024. It does not include any other further acquisitions that may close within the fiscal year. The guidance reflects another record year for the Company and positions it well to achieve its long-term growth targets.

At the midpoint of the range, this guidance reflects revenue and adjusted EBITDA<sup>1</sup> growth of 12% and 10%, respectively, and an adjusted EBITDA<sup>1</sup> margin of 12.0%. It would represent the 8<sup>th</sup> consecutive year of double-digit revenue growth and record revenue and adjusted EBITDA<sup>1</sup> levels.

#### Calian Adopts an Advance Notice By-law and Amends and Restates its Operating By-law

Calian Group Ltd. ("Calian" or the "Company") announces the adoption by its board of directors (the "Board") of an advance notice by-law (the "Advance Notice By-law") and an amended and restated operating by-law (the "Operating By-law").

The Advance Notice By-law establishes procedures for shareholders giving advance notice to the Company of nominations for directors at any meeting of shareholders where directors are being elected in order to facilitate an orderly and efficient meeting process and allow all shareholders a reasonable opportunity to evaluate all proposed nominees and make an informed voting decision. The Advance Notice By-law is similar to the advance notice by-laws adopted by many other Canadian companies.

Under the Advance Notice By-law, shareholders seeking to nominate a candidate for a Board seat are generally required to provide notice to the Company in the event of:

- an annual meeting of the shareholders, not less than 30 days before the date of the meeting, or 40 days before if the Company uses notice-and-access provisions under National Instrument 54-101 -Communication with Beneficial Owners of Securities of a Reporting Issuer for delivery of proxy related materials; or
- 2. a special meeting where directors are being elected, not later than the close of business on the 15th day after the announcement of the meeting.

As the Operating By-law was initially adopted in 2002, it has been amended and restated to align with current laws and governance practices. The amendments include, among other things, to allow the Chief Executive Officer to delegate signing authority, to remove deviations from the Canada Business Corporations Act with respect to conflicts of interest and the inspection of corporate records, to remove the discretion for the board to revise the quorum for a meeting of the directors, to allow the board to appoint from among its members its chair, to reflect the current committees, to remove reference to specific officer duties and powers and to clarify the term of office, to allow for dividends to be paid electronically, to allow the board to call for a shareholder meeting by entirely electronic means only if there is a compelling reason to not hold the meeting in person, to allow the board discretion to accept proxies after the deadline, and to increase the quorum for a meeting of the shareholders to two persons present and holding or representing by proxy at least 25% of the votes attached to all shares entitled to vote at the meeting.

In accordance with the Canada Business Corporations Act, both the Operating By-law and the Advance Notice By-law are currently in effect and the Company will submit them to the shareholders

<sup>1</sup> This is a non-GAAP measure. Please refer to the section "Reconciliation of non-GAAP measures to most comparable IFRS measures" at the end of the press release.

at the next annual meeting. Provided the shareholders confirm the Operating By-law and the Advance Notice By-law at the meeting, each will continue in effect in the form it was confirmed.

The foregoing descriptions are only summaries and copies of the Operating By-law and Advance Notice By-law have been filed under the Company's profile on SEDAR+ at www.sedarplus.ca.

#### About Calian

#### www.calian.com

We keep the world moving forward. Calian® helps people communicate, innovate, learn and lead safe and healthy lives. Every day, our employees live our values of customer commitment, integrity, innovation, respect and teamwork to engineer reliable solutions that solve complex challenges. That's Confidence. Engineered. A stable and growing 40-year company, we are headquartered in Ottawa with offices and projects spanning North American, European and international markets. Visit calian.com to learn about innovative healthcare, communications, learning and cybersecurity solutions.

Product or service names mentioned herein may be the trademarks of their respective owners.

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#### **DISCLAIMER**

Certain information included in this press release is forward-looking and is subject to important risks and uncertainties. The results or events predicted in these statements may differ materially from actual results or events. Such statements are generally accompanied by words such as "intend", "anticipate", "believe", "estimate", "expect" or similar statements. Factors which could cause results or events to differ from current expectations include, among other things: the impact of price competition; scarce number of qualified professionals; the impact of rapid technological and market change; loss of business or credit risk with major customers; technical risks on fixed price projects; general industry and market conditions and growth rates; international growth and global economic conditions, and including currency exchange rate fluctuations; and the impact of consolidations in the business services industry. For additional information with respect to certain of these and other factors, please see the Company's most recent annual report and other reports filed by Calian with the Ontario Securities Commission. Calian disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. No assurance can be given that actual results, performance or achievement expressed in, or implied by, forward-looking statements within this disclosure will occur, or if they do, that any benefits may be derived from them.

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# CALIAN GROUP LTD. AUDITED ANNUAL CONSOLIDATED STATEMENTS OF FINANCIAL POSITION As at September 30, 2024 and 2023

(Canadian dollars in thousands, except per share data)

		ptember 30, 2024	September 30, 2023		
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	\$	51,788	\$ 33,734		
Accounts receivable		157,376	173,052		
Work in process		20,437	16,580		
Inventory		23,199	21,983		
Prepaid expenses		23,978	19,040		
Derivative assets		32	15		
Total current assets		276,810	264,54		
NON-CURRENT ASSETS					
Property, plant and equipment		40,962	37,223		
Right of use assets		36,383	34,63		
Prepaid expenses		7,820	10,386		
Deferred tax asset		3,425	96		
Investments		3,875	3,673		
Acquired intangible assets		128,253	75,160		
Goodwill		210,392	159,13		
Total non-current assets		431,110	321,179		
TOTAL ASSETS	\$	707,920	\$ 585,723		
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Debt facility	\$	_	\$ 37,750		
Accounts payable and accrued liabilities		124,884	105,550		
Provisions		3,075	2,848		
Unearned contract revenue		41,723	32,423		
Lease obligations		5,645	4,949		
Contingent earn-out		39,136	11,26		
Derivative liabilities		92	353		
Total current liabilities		214,555	195,136		
NON-CURRENT LIABILITIES					
Debt facility		89,750	_		
Lease obligations		33,798	32,05		
Unearned contract revenue		14,503	15,592		
Contingent earn-out		2,697	2,53		
Deferred tax liabilities		25,862	12,03		
Total non-current liabilities		166,610	62,21		
TOTAL LIABILITIES		381,165	257,35		
SHAREHOLDERS' EQUITY					
Issued capital		225,747	225,540		
Contributed surplus		6,019	4,856		
Retained earnings		91,268	96,859		
Accumulated other comprehensive income (loss)		3,721	1,11		
TOTAL SHAREHOLDERS' EQUITY		326,755	328,372		
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$	707,920			
Number of common shares issued and outstanding	,	11,802,364	11,812,650		

# CALIAN GROUP LTD. AUDITED ANNUAL CONDENSED CONSOLIDATED STATEMENTS OF NET PROFIT For the three and twelve month periods ended September 30, 2024 and 2023 (Canadian dollars in thousands, except per share data)

	Three months ended			Year ended			
		Septem	iber 3	0,	Septe	mber 3	0,
	2	024	2	2023	2024		2023
Revenue	\$ 1	81,166	\$	175,948	\$ 746,611	\$	658,583
Cost of revenues	1	17,242		120,152	492,597		454,371
Gross profit		63,924		55,796	254,014		204,212
Selling and marketing		13,466		10,545	55,115		45,410
General and administration		24,734		22,034	101,397		81,363
Research and development		3,047		2,836	11,967		11,452
Profit before under noted items		22,677		20,381	85,535		65,987
Depreciation of property, plant and equipment		2,750		2,133	10,048		9,043
Depreciation of right of use assets		1,587		1,352	6,043		4,501
Amortization of acquired intangible assets		7,577		4,460	25,738		14,874
Restructuring expense		368		2,618	1,864		2,618
Other changes in fair value		(202)		(314)	(202)		(314)
Deemed compensation		1,797		403	4,322		550
Changes in fair value related to contingent							
earn-out		2,495		416	8,767		3,858
Profit before interest income and income							
tax expense		6,305		9,313	28,955		30,857
Interest expense		1,988		793	6,635		896
Income tax expense - current		4,623		3,776	15,442		12,919
Income tax expense (recovery) - deferred		262		(375)	(4,302)		(1,843)
NET PROFIT	\$	(568)	\$	5,119	\$ 11,180	\$	18,885
Net profit per share:							
Basic	\$	(0.05)	\$	0.43	\$ 0.95	\$	1.61
Diluted	\$	(0.05)	\$	0.43	\$ 0.93	\$	1.61

# CALIAN GROUP LTD. AUDITED ANNUAL CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS For the three and twelve month periods ended ended September 30, 2024 and 2023 (Canadian dollars in thousands)

	Three months ended September 30,			Year en Septemb	
	2024		2023	2024	2023
CASH FLOWS GENERATED FROM (USED IN) OPERATING ACTIVITIES				2021	2020
Net profit	(568)	\$	5,119	11,180	18,885
Items not affecting cash:					
Interest expense	1,410		634	4,826	365
Changes in fair value related to contingent earn-					
out	2,495		416	8,767	3,858
Lease obligations interest expense	578		159	1,809	531
Income tax expense	4,885		3,401	11,140	11,076
Employee share purchase plan expense	122		130	549	597
Share based compensation expense	562		1,618	3,824	3,273
Depreciation and amortization	11,914		7,945	41,829	28,418
Deemed compensation	1,797		403	4,322	550
Other changes in fair value	(202)		(314)	(202)	(314)
	22,993		19,511	88,044	67,239
Change in non-cash working capital					
Accounts receivable	(9,631)		(8,971)	17,625	1,393
Work in process	(1,123)		6,166	(2,509)	23,285
Prepaid expenses and other	3,007		(3,849)	337	(829)
Inventory	1,002		1,873	2,795	(3,340)
Accounts payable and accrued liabilities	9,133		9,476	(1,064)	(17,947)
Unearned contract revenue	(1,687)		4,918	(6)	928
	23,694		29,124	105,222	70,729
Interest paid	(1,988)		(791)	(6,635)	(895)
Income tax paid	(2,289)		(5,629)	(11,366)	(13,059)
CASH FLOWS GENERATED FROM (USED IN) FINANCING ACTIVITIES	19,417		22,704	87,221	56,775
Issuance of common shares net of costs	618		760	2,786	2,901
Dividends	(3,397)		(3,335)	(13,351)	(13,163)
Draw on debt facility	(4,250)		37,750	52,000	30,250
Payment of lease obligations	(1,318)		(1,261)	(5,289)	(4,382)
Repurchase of common shares	(2,819)		(1,670)	(5,648)	(1,670)
	(11,166)		32,244	30,498	13,936
CASH FLOWS USED IN INVESTING ACTIVITIES					
Investments	_		_	_	(2,689)
Business acquisitions	_		(59,834)	(87,862)	(68,494)
Property, plant and equipment	(2,462)		(2,368)	(11,803)	(8,440)
	(2,462)		(62,202)	(99,665)	(79,623)
NET CASH INFLOW (OUTFLOW)	5,789	\$	(7,254)	18,054	(8,912)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	45,999		40,988	33,734	42,646
CASH AND CASH EQUIVALENTS, END OF PERIOD	51,788	\$	33,734	51,788	33,734

#### Reconciliation of Non-GAAP Measures to Most Comparable IFRS Measures

These non-GAAP measures are mainly derived from the consolidated financial statements, but do not have a standardized meaning prescribed by IFRS; therefore, others using these terms may calculate them differently. The exclusion of certain items from non-GAAP performance measures does not imply that these are necessarily nonrecurring. From time to time, we may exclude additional items if we believe doing so would result in a more transparent and comparable disclosure. Other entities may define the above measures differently than we do. In those cases, it may be difficult to use similarly named non-GAAP measures of other entities to compare performance of those entities to the Company's performance.

Management believes that providing certain non-GAAP performance measures, in addition to IFRS measures, provides users of the Company's financial reports with enhanced understanding of the Company's results and related trends and increases transparency and clarity into the core results of the business. Adjusted EBITDA excludes items that do not reflect, in our opinion, the Company's core performance and helps users of our MD&A to better analyze our results, enabling comparability of our results from one period to another.

#### **Adjusted EBITDA**

	Three mo	nths	ended	Year ended				
	Septer	· 30,	Septer	nber	ber 30,			
	2024		2023	2024		2023		
Net profit	\$ (568)	\$	5,119	\$ 11,180	\$	18,885		
Depreciation of equipment and application								
software	2,750		2,133	10,048		9,043		
Depreciation of right of use asset	1,587		1,352	6,043		4,501		
Amortization of acquired intangible assets	7,577		4,460	25,738		14,874		
Restructuring expense	368		2,618	1,864		2,618		
Other changes in fair value	(202)		(314)	(202)		(314)		
Interest expense	1,988		793	6,635		896		
Changes in fair value related to contingent								
earn-out	2,495		416	8,767		3,858		
Deemed Compensation	1,797		403	4,322		550		
Income tax	4,885		3,401	11,140		11,076		
Adjusted EBITDA	\$ 22,677	\$	20,381	\$ 85,535	\$	65,987		

## Adjusted Net Profit and Adjusted EPS

	Three mo	nth	s ended	Year ended				
	Septer	nbe	er 30,		Septer	nb	er 30,	
	2024		2023		2024		2023	
Net profit	\$ (568)	\$	5,119	\$	11,180	\$	18,885	
Restructuring expense	368		2,618		1,864		2,618	
Other changes in fair value	(202)		(314)		(202)		(314)	
Changes in fair value related to contingent								
earn-out	2,495		416		8,767		3,858	
Deemed Compensation	1,797		403		4,322		550	
Amortization of intangibles	7,577		4,460		25,738		14,874	
Adjusted net profit	11,467		12,702		51,669		40,471	
Weighted average number of common								
shares basic	11,835,037		11,790,964		11,837,520		11,714,887	
Adjusted EPS Basic	0.97		1.08		4.36		3.45	
Adjusted EPS Diluted	\$ 0.96	\$	1.07	\$	4.33	\$	3.45	

### **Operating Free Cash Flow**

	Three months ended			Year ended			
	Septe	mbe	r 30,	Septembe			r 30,
	2024		2023		2024		2023
Cash flows generated from operating activities	\$ 19,417	\$	22,704	\$	87,221	\$	56,775
Property, plant and equipment	(2,462)		(2,368)		(11,803)		(8,440)
Free cash flow	\$ 16,955	\$	20,336	\$	75,418	\$	48,335
Free cash flow	\$ 16,955	\$	20,336	\$	75,418	\$	48,335
Adjustments:							
Change in non-cash working capital	(701)		(9,613)		(17,178)		(3,490)
Operating free cash flow	\$ 16,254	\$	10,723	\$	58,240	\$	44,845
Operating free cash flow per share - basic	1.37		0.91		4.92		3.83
Operating free cash flow per share - diluted	1.35		0.91		4.86		3.81
Operating free cash flow conversion	72 %		53 %		68 %		68 %

#### **Net Debt to Adjusted EBITDA**

	Sep	tember 30,	September 30,
		2024	2023
Cash	\$	51,788	\$ 33,734
Debt facility		89,750	37,750
Net debt (net cash)		37,962	4,016
Trailing twelve month adjusted EBITDA		85,535	65,987
Net debt to adjusted EBITDA		0.4	0.1

Operating free cash flow measures the company's cash profitability after required capital spending when excluding working capital changes. The Company's ability to convert adjusted EBITDA to operating free cash flow is critical for the long term success of its strategic growth. These measurements better align the reporting of our results and improve comparability against our peers. We believe that securities analysts, investors and other interested parties frequently use non-GAAP measures in the evaluation of issuers. Management also uses non-GAAP measures in order to facilitate operating performance comparisons from period to period, prepare annual operating budgets and assess our ability to meet our capital expenditure and working capital requirements. Non-GAAP measures should not be considered a substitute for or be considered in isolation from measures prepared in accordance with IFRS. Investors are encouraged to review our financial statements and disclosures in their entirety and are cautioned not to put undue reliance on non-GAAP measures and view them in conjunction with the most comparable IFRS financial measures. The Company has reconciled adjusted profit to the most comparable IFRS financial measure as shown above.