



# Second Quarter 2023

Management's Discussion and  
Analysis of Results of Operations and  
Financial Condition

---

August 11, 2023



A STAR ALLIANCE MEMBER 

**TABLE OF CONTENTS**

<b>1. SELECTED FINANCIAL METRICS AND STATISTICS.....</b>	<b>1</b>
<b>2. INTRODUCTION AND KEY ASSUMPTIONS .....</b>	<b>3</b>
<b>3. ABOUT AIR CANADA .....</b>	<b>5</b>
<b>4. OVERVIEW .....</b>	<b>6</b>
<b>5. RESULTS OF OPERATIONS .....</b>	<b>8</b>
<b>6. FLEET .....</b>	<b>15</b>
<b>7. FINANCIAL AND CAPITAL MANAGEMENT .....</b>	<b>17</b>
<b>7.1 LIQUIDITY .....</b>	<b>17</b>
<b>7.2 NET DEBT.....</b>	<b>17</b>
<b>7.3 WORKING CAPITAL.....</b>	<b>18</b>
<b>7.4 CASH FLOW MOVEMENTS .....</b>	<b>18</b>
<b>7.5 CAPITAL EXPENDITURES AND RELATED FINANCING ARRANGEMENTS.....</b>	<b>19</b>
<b>7.6 PENSION FUNDING OBLIGATIONS.....</b>	<b>21</b>
<b>7.7 CONTRACTUAL OBLIGATIONS.....</b>	<b>21</b>
<b>7.8 SHARE INFORMATION .....</b>	<b>22</b>
<b>8. QUARTERLY FINANCIAL DATA .....</b>	<b>23</b>
<b>9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT .....</b>	<b>24</b>
<b>10. ACCOUNTING POLICIES .....</b>	<b>24</b>
<b>11. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS .....</b>	<b>24</b>
<b>12. OFF-BALANCE SHEET ARRANGEMENTS .....</b>	<b>24</b>
<b>13. RELATED PARTY TRANSACTIONS .....</b>	<b>24</b>
<b>14. RISK FACTORS.....</b>	<b>24</b>
<b>15. CONTROLS AND PROCEDURES.....</b>	<b>25</b>
<b>16. NON-GAAP FINANCIAL MEASURES.....</b>	<b>25</b>
<b>17. GLOSSARY.....</b>	<b>30</b>

## 1. SELECTED FINANCIAL METRICS AND STATISTICS

The financial and operating highlights for Air Canada for the periods indicated are as follows:

(Canadian dollars in millions, except per share data or where indicated)	Second Quarter			First Six Months		
	2023	2022	\$ Change	2023	2022	\$ Change
<b>Financial Performance Metrics</b>						
Operating revenues	5,427	3,981	1,446	10,314	6,554	3,760
Operating income (loss)	802	(253)	1,055	785	(803)	1,588
Operating margin <sup>(1)</sup> (%)	14.8	(6.4)	21.2 pp <sup>(8)</sup>	7.6	(12.3)	19.9 pp
Adjusted EBITDA <sup>(2)</sup>	1,220	154	1,066	1,631	11	1,620
Adjusted EBITDA margin <sup>(2)</sup> (%)	22.5	3.9	18.6 pp	15.8	0.2	15.6 pp
Income (loss) before income taxes	796	(352)	1,148	773	(1,166)	1,939
Net income (loss)	838	(386)	1,224	842	(1,360)	2,202
Adjusted pre-tax income (loss) <sup>(2)</sup>	656	(447)	1,103	462	(1,187)	1,649
Adjusted net income (loss) <sup>(2)</sup>	664	(455)	1,119	476	(1,202)	1,678
Total liquidity <sup>(3)</sup>	10,551	10,694	(143)	10,551	10,694	(143)
Net cash flows from operating activities	1,490	1,064	426	2,927	1,431	1,496
Free cash flow <sup>(2)</sup>	965	428	537	1,952	519	1,433
Net debt <sup>(2)</sup>	5,330	6,842	(1,512)	5,330	6,842	(1,512)
Diluted earnings (loss) per share	2.34	(1.60)	3.94	2.35	(3.80)	6.15
Adjusted earnings (loss) per share – diluted <sup>(2)</sup>	1.85	(1.12)	2.97	1.33	(3.36)	4.69
<b>Operating Statistics <sup>(4)</sup></b>	<b>2023</b>	<b>2022</b>	<b>% Change</b>	<b>2023</b>	<b>2022</b>	<b>% Change</b>
Revenue passenger miles (RPMs) (millions)	21,617	16,371	32.0	40,195	25,852	55.5
Available seat miles (ASMs) (millions)	24,606	20,331	21.0	46,513	34,628	34.3
Passenger load factor %	87.9%	80.5%	7.3 pp	86.4%	74.7%	11.8 pp
Passenger revenue per RPM (Yield) (cents)	22.7	21.0	7.9	22.4	20.7	8.0
Passenger revenue per ASM (PRASM) (cents)	19.9	16.9	17.7	19.3	15.5	24.9
Operating revenue per ASM (TRASM) (cents)	22.1	19.6	12.7	22.2	18.9	17.2
Operating expense per ASM (CASM) (cents)	18.8	20.8	(9.7)	20.5	21.2	(3.6)
Adjusted CASM (cents) <sup>(2)</sup>	13.3	13.1	1.6	13.9	14.1	(1.7)
Average number of full-time-equivalent (FTE) employees (thousands) <sup>(5)</sup>	35.9	29.5	21.7	35.2	28.4	23.8
Aircraft in operating fleet at period-end	354	342	4	354	342	4
Seats dispatched (thousands)	13,390	11,744	14.0	25,683	20,397	25.9
Aircraft frequencies (thousands)	93.5	86.0	8.8	178.7	151.0	18.3
Average stage length (miles) <sup>(6)</sup>	1,838	1,731	6.1	1,811	1,698	6.7
Fuel cost per litre (cents)	101.1	147.3	(31.4)	114.2	126.1	(9.4)
Fuel litres (thousands)	1,162,714	983,688	18.2	2,229,799	1,744,550	27.8
Revenue passengers carried (thousands) <sup>(7)</sup>	11,287	9,145	23.4	21,256	14,580	45.8

(1) Operating margin is a supplementary financial measure and is defined as operating income (loss) as a percentage of operating revenues.

(2) Adjusted EBITDA (earnings before interest, taxes, depreciation and amortization), adjusted EBITDA margin, adjusted pre-tax income (loss), adjusted net income (loss), free cash flow, net debt, adjusted earnings (loss) per share and adjusted CASM are non-GAAP financial measures, capital management measures, non-GAAP ratios or supplementary financial measures. Such measures are not recognized measures for financial statement presentation under GAAP, do not have standardized meanings, may not be comparable to similar measures presented by other entities and should not be considered a substitute for or superior to GAAP results. Refer to section 16 "Non-GAAP Financial Measures" of this MD&A for descriptions of Air Canada's non-GAAP financial measures and for a quantitative reconciliation of Air Canada's non-GAAP financial measures to the most comparable GAAP measure.

(3) Total liquidity refers to the sum of cash, cash equivalents, short- and long-term investments and the amounts available under Air Canada's credit facilities. Total liquidity, as at June 30, 2023, of \$10,551 million consisted of \$9,556 million in cash, cash equivalents, short- and long-term

investments and \$995 million available under undrawn credit facilities. As at June 30, 2022, total liquidity of \$10,694 million consisted of \$9,722 million in cash and cash equivalents, short- and long-term investments, and \$972 million available under undrawn credit facilities. Cash and cash equivalents also include funds (\$189 million as at June 30, 2023, and \$186 million as at June 30, 2022) held in trust by Air Canada Vacations in accordance with regulatory requirements governing advance sales for tour operators.

- (4) Except for the reference to average number of FTE employees, operating statistics in this table include Jazz operating under the capacity purchase agreement with Air Canada.
- (5) Reflects average FTE employees at Air Canada and its subsidiaries. Excludes FTE employees at Jazz operating under the capacity purchase agreement with Air Canada.
- (6) Average stage length is calculated by dividing the total number of available seat miles by the total number of seats dispatched.
- (7) Revenue passengers are counted on a flight number basis (rather than by journey/itinerary or by leg), which is consistent with the IATA definition of revenue passengers carried.
- (8) "pp" denotes percentage points and refers to a measure of the arithmetic difference between two percentages.

## 2. INTRODUCTION AND KEY ASSUMPTIONS

In this Management's Discussion and Analysis of Results of Operations and Financial Condition (MD&A), the Corporation refers, as the context may require, to Air Canada and/or one or more of Air Canada's subsidiaries, including its wholly owned operating subsidiaries, Aeroplan Inc. (Aeroplan), Touram Limited Partnership, doing business under the brand name Air Canada Vacations® (Air Canada Vacations), and Air Canada Rouge LP, doing business under the brand name Air Canada Rouge® (Air Canada Rouge). This MD&A provides the reader with a review and an analysis, from the perspective of management, of Air Canada's financial results for the second quarter of 2023. This MD&A should be read in conjunction with Air Canada's interim unaudited condensed consolidated financial statements and notes for the second quarter of 2023 dated August 11, 2023, as well as Air Canada's 2022 annual audited consolidated financial statements and notes and Air Canada's 2022 MD&A, each dated February 17, 2023. All financial information has been prepared in accordance with generally accepted accounting principles in Canada (GAAP), as set out in the CPA Canada Handbook – Accounting (CPA Handbook), which incorporates International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB), except for any non-GAAP measures and any financial information specifically denoted otherwise.

Except as otherwise noted, monetary amounts are stated in Canadian dollars. For an explanation of certain terms used in this MD&A, refer to section 17 "Glossary" of this MD&A. Except as otherwise noted or where the context may otherwise require, this MD&A is current as of August 10, 2023.

Forward-looking statements are included in this MD&A. See "Caution Regarding Forward-Looking Information" below for a discussion of risks, uncertainties and assumptions relating to these statements. For a description of risks relating to Air Canada, refer to section 18 "Risk Factors" of Air Canada's 2022 MD&A dated February 17, 2023, and section 14 "Risk Factors" of this MD&A. Air Canada issued a news release, dated August 11, 2023, reporting on its results for the second quarter of 2023. This news release is available on Air Canada's website at [aircanada.com](http://aircanada.com) and on SEDAR's website at [www.sedar.com](http://www.sedar.com). For further information on Air Canada's public disclosures, including Air Canada's Annual Information Form, consult SEDAR at [www.sedar.com](http://www.sedar.com).

### Caution Regarding Forward-Looking Information

Air Canada's public communications may include forward-looking statements within the meaning of applicable securities laws. Forward-looking statements relate to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. These statements may involve, but are not limited to, comments relating to guidance, strategies, expectations, planned operations or future actions. Forward-looking statements are identified using terms and phrases such as "preliminary", "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will", "would", and similar terms and phrases, including references to assumptions.

Forward-looking statements, by their nature, are based on assumptions including those described herein and are subject to important risks and uncertainties. Forward-looking statements cannot be relied upon due to, among other things, changing external events and general uncertainties of the business of Air Canada. Actual results may differ materially from results indicated in forward-looking statements due to a number of factors, including those discussed below.

Factors that may cause results to differ materially from results indicated in forward-looking statements include economic and geopolitical conditions such as the military conflict between Russia and Ukraine, Air Canada's ability to successfully achieve or sustain positive net profitability, industry and market conditions and the demand environment, competition, the remaining effects from the COVID-19 pandemic, Air Canada's dependence on technology, cybersecurity risks, Air Canada's ability to successfully implement appropriate strategic and other important initiatives (including Air Canada's ability to manage operating costs), energy prices, Air Canada's ability to pay its indebtedness and maintain or increase liquidity, interruptions of service, climate change and environmental factors (including weather systems and other natural phenomena and factors arising from anthropogenic sources), Air Canada's dependence on key suppliers (including government agencies and other stakeholders supporting airport and airline operations), Air Canada's dependence on regional and other carriers, Air Canada's ability to attract and retain required personnel, the availability and onboarding of Air Canada's workforce, other epidemic diseases, changes in laws, regulatory developments or proceedings, employee and labour relations and costs, terrorist acts, war, Air Canada's ability to successfully operate its loyalty program, casualty losses, Air Canada's dependence on Star Alliance™ and joint ventures, Air Canada's ability to preserve and grow its brand, pending and future litigation and actions by third parties, currency exchange fluctuations, limitations due to restrictive

covenants, insurance issues and costs, and pension plan obligations, as well as the factors identified in Air Canada's public disclosure file available at [www.sedar.com](http://www.sedar.com) and, in particular, those identified in section 18 "Risk Factors" of Air Canada's 2022 MD&A dated February 17, 2023, and section 14 "Risk Factors" of this MD&A.

Air Canada has and continues to establish targets, make commitments and assess the impact regarding climate change, and related initiatives, plans and proposals that Air Canada and other stakeholders (including government, regulatory and other bodies) are pursuing in relation to climate change and carbon emissions. The achievement of our commitments and targets depends on many factors, including the combined actions and efforts of governments, industry, suppliers and other stakeholders and actors, as well as the development and implementation of new technologies. Air Canada has incurred, and expects to continue to incur, costs to achieve its goal of net-zero carbon emissions and to comply with environmental sustainability legislation and regulation and other standards and accords. The precise nature of future binding or non-binding legislation, regulation, standards and accords, which is receiving increased focus of multiple stakeholders locally and internationally, cannot be predicted with any degree of certainty, nor can their financial, operational or other impact. There can be no assurance of the extent to which any of our climate goals will be achieved or that any future investments that we make in furtherance of achieving our climate goals will produce the expected results or meet increasing stakeholder environmental, social and governance expectations. Moreover, future events could lead Air Canada to prioritize other nearer-term interests over progressing toward our current climate goals based on business strategy, economic, regulatory and social factors, potential pressure from investors, activist groups or other stakeholders. If we are unable to meet or properly report on our progress toward achieving our climate change goals and commitments, we could face adverse publicity and reactions from investors, customers, advocacy groups, or other stakeholders, which could result in reputational harm or other adverse effects to Air Canada.

The forward-looking statements contained or incorporated by reference in this MD&A represent Air Canada's expectations as of the date of this MD&A (or as of the date they are otherwise stated to be made) and are subject to change after such date. However, Air Canada disclaims any intention or obligation to update or revise any forward-looking statements, whether because of new information, future events or otherwise, except as required under applicable securities regulations.

### **Key Assumptions**

Air Canada made assumptions in preparing its updated guidance, including moderate Canadian GDP growth for 2023, that the Canadian dollar will trade, on average, at C\$1.34 per U.S. dollar for the full year 2023 and that the price of jet fuel will average C\$1.08 per litre for the full year 2023.

### **Intellectual Property**

Air Canada owns or has rights to trademarks, service marks or trade names used in connection with the operation of its business. In addition, Air Canada's names, logos and website names and addresses are owned or licensed by Air Canada. Air Canada also owns or has the rights to copyrights that also protect the content of its products and/or services. Solely for convenience, the trademarks, service marks, trade names and copyrights referred to in this MD&A may be listed without the ©, ® and ™ symbols, but Air Canada reserves all rights to assert, to the fullest extent under applicable law, its rights or the rights of the applicable licensors to these trademarks, service marks, trade names and copyrights. This MD&A may also include trademarks, service marks or trade names of other parties. Air Canada's use or display of other parties' trademarks, service marks, trade names or products is not intended to, and does not imply a relationship with, or endorsement or sponsorship of Air Canada by, the trademark, service mark or trade name owners or licensees.

### **Incorporation of Other Information**

No information contained on or accessed via Air Canada's websites (or any other website referred to in this MD&A), and no document referred to in this MD&A, is incorporated into or forms part of this MD&A, except if it is expressly stated in this MD&A to be incorporated into this MD&A.

### 3. ABOUT AIR CANADA

Air Canada is the largest provider of scheduled passenger services in the Canadian market, the Canada-U.S. transborder market, and in the international market to and from Canada. Its mission is to connect Canada and the world.

Air Canada enhances its domestic and transborder network through commercial agreements with regional carriers, including a capacity purchase agreement (CPA) with Jazz Aviation LP (Jazz), a wholly owned subsidiary of Chorus Aviation Inc., operating flights on behalf of Air Canada under the Air Canada Express brand. Regional flying forms an integral part of the airline's international network strategy, providing valuable traffic feed to Air Canada and Air Canada Rouge routes.

Air Canada is a founding member of the Star Alliance™ network. Through the 26-member airline network, Air Canada offers its customers access to a wide global network, as well as reciprocal participation in frequent flyer programs, a seamless travel experience and improved customer service, including the use of airport lounges and other common airport facilities.

Air Canada's Aeroplan program is Canada's premier travel loyalty program. The Aeroplan program allows individuals to enrol as members and accumulate Aeroplan points through travel on Air Canada and select partners, as well as through the purchase of products and services from participating partners and suppliers. Members can redeem Aeroplan points for a variety of travel, merchandise, gift cards, and other rewards provided directly by participating partners, or made available through Aeroplan's suppliers. Aeroplan Elite Status recognizes Air Canada's frequent flyers, as well as Aeroplan's most engaged members, with a range of priority travel services and membership benefits.

Air Canada Cargo, a division of Air Canada, is a global cargo service provider, offering cargo services on passenger flights and on dedicated Boeing 767 freighter aircraft.

Air Canada Vacations is a leading Canadian tour operator, developing, marketing and distributing vacation travel packages in the outbound leisure travel market (Caribbean, Mexico, U.S., Europe, Central and South America, South Pacific, Australia, and Asia) and the inbound leisure travel market to destinations within Canada, and offering cruise packages in North America, Europe, and the Caribbean. Air Canada Rouge is Air Canada's leisure carrier.

## 4. OVERVIEW

Air Canada's vision is predicated on leveraging the solid foundation it has built over the past several years to restore and rebuild toward its global champion ambition, while taking advantage of groundbreaking opportunities, and continuing to execute on Air Canada's unwavering commitment to safety, service excellence, and the customer journey.

Air Canada is evolving its business for the future. "Rise Higher", Air Canada's business imperatives strategy is intended to elevate everything about its business. In pursuing this strategy, Air Canada is working to:

- Fund its future by staying vigilant on costs, seizing on opportunities, and making the right strategic investments.
- Reach new frontiers, by embracing its competitive strengths to grow the business, restoring and expanding its international reach, and continually exploring new opportunities.
- Elevate its customers and support the creation of meaningful customer experiences and human connections by leveraging innovations in technology, loyalty and products.
- Foster a collaborative workplace that respects diverse cultures and languages, while making impactful contributions to society.

### Second Quarter 2023 Financial Summary

In the second quarter of 2023, Air Canada saw continued improvement and strength in its financial results, compared to the second quarter of 2022, when its financial results were impacted by the effects of the COVID-19 pandemic and the travel restrictions that were in place.

Air Canada expanded its summer 2023 schedule compared to the schedule operated in 2022. In the domestic market, Air Canada resumed several seasonal routes, increased frequencies on certain domestic routes and launched one new route. In the transborder market, Air Canada launched routes between Toronto and Montreal to New York JFK airport and between Toronto and Sacramento, restored 13 transborder routes, and increased frequency on over a dozen U.S. routes. For international markets, Air Canada added new European services to Brussels, Amsterdam, Toulouse and Copenhagen. It also resumed key Asia services to Tokyo-Haneda and Osaka, and increased frequencies to various destinations in the Atlantic, Pacific and South America regions.

The following is an overview of Air Canada's results of operations and financial position for the second quarter of 2023 compared to the second quarter of 2022.

- Second quarter operating revenues of \$5,427 million increased \$1,446 million from the same quarter in 2022 driven by a 42% year-over-year increase in passenger revenues. Operated capacity increased 21% from the second quarter of 2022, one percentage lower than the projection provided in Air Canada's May 12, 2023 news release.
- Operating expenses of \$4,625 million increased \$391 million or 9% from the second quarter of 2022. The increase was due primarily to increases in nearly all line items reflecting higher operated capacity and traffic year over year, partially offset by a 31% decrease in jet fuel prices.
- Operating income of \$802 million, with an operating margin of 14.8%, improved from an operating loss of \$253 million in the second quarter of 2022.
- Adjusted EBITDA of \$1,220 million, with an adjusted EBITDA margin of 22.5%, increased \$1,066 million from the second quarter of 2022.
- Net income of \$838 million, increased \$1,224 million from the second quarter of 2022. Diluted earnings per share of \$2.34 compared to a diluted loss per share of \$1.60 in the second quarter of 2022.



- Adjusted net income of \$664 million improved \$1,119 million from the second quarter of 2022. Adjusted earnings per diluted share of \$1.85 compared to an adjusted loss per share of \$1.12 in the second quarter of 2022.
- Adjusted CASM of 13.30 cents increased about 1.6% from the second quarter of 2022. The unit cost was impacted by higher passenger service costs due to higher traffic and higher selling costs, which are largely driven by revenues and by a 24% increase in salaries, wages and benefits expense. Second quarter 2023 CASM of 18.80 cents decreased 9.7% from the second quarter of 2022 mainly due to lower fuel prices and higher capacity year over year.
- Net cash flows from operating activities of \$1,490 million increased \$426 million from the second quarter of 2022.
- Free cash flow of \$965 million increased \$537 million from the second quarter of 2022.
- Net debt-to-adjusted EBITDA ratio was 1.7, as measured at June 30, 2023, an improvement from the ratio of 5.1 as at December 31, 2022 due to growth in adjusted EBITDA and the reduction in net debt.

## 5. RESULTS OF OPERATIONS

The table and discussion below provide and compare results of Air Canada for the periods indicated.

(Canadian dollars in millions, except where indicated)	Second Quarter				First Six Months			
	2023	2022 <sup>(1)</sup> Restated	\$ Change	% Change	2023	2022 <sup>(1)</sup> Restated	\$ Change	% Change
<b>Operating revenues</b>								
Passenger	\$ 4,901	\$ 3,441	1,460	42	\$ 8,989	\$ 5,358	3,631	68
Cargo	227	299	(72)	(24)	465	697	(232)	(33)
Other	299	241	58	24	860	499	361	72
<b>Total operating revenues</b>	<b>5,427</b>	<b>3,981</b>	<b>1,446</b>	<b>36</b>	<b>10,314</b>	<b>6,554</b>	<b>3,760</b>	<b>57</b>
<b>Operating expenses</b>								
Aircraft fuel	1,187	1,450	(263)	(18)	2,562	2,200	362	16
Wages, salaries and benefits	971	781	190	24	1,885	1,518	367	24
Depreciation, amortization and impairment	418	407	11	3	846	814	32	4
Airport and navigation fees	364	299	65	22	676	527	149	28
Sales and distribution costs	264	197	67	34	537	319	218	68
Capacity purchase fees	201	188	13	7	417	355	62	17
Aircraft maintenance	275	209	66	32	536	253	283	112
Ground package costs	126	102	24	24	444	231	213	92
Communications and information technology	128	107	21	20	274	226	48	21
Catering and onboard services	158	101	57	56	286	171	115	67
Other	533	393	140	36	1,066	743	323	43
<b>Total operating expenses</b>	<b>4,625</b>	<b>4,234</b>	<b>391</b>	<b>9</b>	<b>9,529</b>	<b>7,357</b>	<b>2,172</b>	<b>30</b>
<b>Operating income (loss)</b>	<b>802</b>	<b>(253)</b>	<b>1,055</b>		<b>785</b>	<b>(803)</b>	<b>1,588</b>	
<b>Non-operating income (expense)</b>								
Foreign exchange gain (loss)	251	(196)	447		378	(97)	475	
Interest income	106	31	75		189	51	138	
Interest expense	(241)	(216)	(25)		(486)	(425)	(61)	
Interest capitalized	6	2	4		11	5	6	
Financial instruments recorded at fair value	(115)	287	(402)		(77)	114	(191)	
Loss on debt settlement	(2)	-	(2)		(2)	-	(2)	
Other	(11)	(7)	(4)		(25)	(11)	(14)	
<b>Total non-operating expense</b>	<b>(6)</b>	<b>(99)</b>	<b>93</b>		<b>(12)</b>	<b>(363)</b>	<b>351</b>	
<b>Income (loss) before income taxes</b>	<b>796</b>	<b>(352)</b>	<b>1,148</b>		<b>773</b>	<b>(1,166)</b>	<b>1,939</b>	
Income tax recovery (expense)	42	(34)	76		69	(194)	263	
<b>Net income (loss)</b>	<b>\$ 838</b>	<b>\$ (386)</b>	<b>\$ 1,224</b>		<b>\$ 842</b>	<b>\$ (1,360)</b>	<b>\$ 2,202</b>	
<b>Basic earnings (loss) per share</b>	<b>\$ 2.34</b>	<b>\$ (1.08)</b>	<b>\$ 3.42</b>		<b>\$ 2.35</b>	<b>\$ (3.80)</b>	<b>\$ 6.15</b>	
<b>Diluted earnings (loss) per share</b>	<b>\$ 2.34</b>	<b>\$ (1.60)</b>	<b>\$ 3.94</b>		<b>\$ 2.35</b>	<b>\$ (3.80)</b>	<b>\$ 6.15</b>	
<b>Adjusted EBITDA <sup>(2)</sup></b>	<b>\$ 1,220</b>	<b>\$ 154</b>	<b>\$ 1,066</b>		<b>\$ 1,631</b>	<b>\$ 11</b>	<b>\$ 1,620</b>	
<b>Adjusted pre-tax income (loss) <sup>(2)</sup></b>	<b>\$ 656</b>	<b>\$ (447)</b>	<b>\$ 1,103</b>		<b>\$ 462</b>	<b>\$ (1,187)</b>	<b>\$ 1,649</b>	
<b>Adjusted net income (loss) <sup>(2)</sup></b>	<b>\$ 664</b>	<b>\$ (455)</b>	<b>\$ 1,119</b>		<b>\$ 476</b>	<b>\$ (1,202)</b>	<b>\$ 1,678</b>	
<b>Adjusted earnings (loss) per share <sup>(2)</sup></b>	<b>\$ 1.85</b>	<b>\$ (1.12)</b>	<b>\$ 2.97</b>		<b>\$ 1.33</b>	<b>\$ (3.36)</b>	<b>\$ 4.69</b>	

(1) Comparative figures for the second quarter of 2022 have been reclassified to conform to the financial statement presentation adopted for the year ended December 31, 2022. Refer to Note 2 of Air Canada's interim unaudited condensed consolidated financial statements for the second quarter of 2023 and Section 12 "Accounting Policies" of Air Canada's 2022 MD&A for information on the reclassifications on the consolidated statement of operations.

(2) Adjusted EBITDA, adjusted pre-tax income (loss), adjusted net income (loss) and adjusted earnings (loss) per share are non-GAAP financial measures or non-GAAP financial ratios. Refer to section 16 "Non-GAAP Financial Measures" of this MD&A for additional information.

## Passenger Revenues

Passenger revenues in the second quarter of 2023 increased 42% from the second quarter of 2022 with nearly 70% of the year-over-year increase generated by international markets. This was primarily due to continued strong demand for air transportation. Second quarter of 2023 system load factor of about 88% increased over seven percentage points due to traffic growth outpacing capacity growth.

Passenger revenues in the first six months of 2023 increased 68% from the first six months of 2022. On a 34% capacity increase, passenger revenues per available seat miles (PRASM) increased 25% with traffic and yield increasing 56% and 8% respectively. These results reflect a better operating environment (in Canada, certain travel restrictions remained in the first half of 2022) and demand for air transportation services, most notably in international and transborder markets.

Demand for premium products remained strong in the second quarter of 2023 resulting in a 42% year-over-year increase in premium revenues, representing approximately 29% of the total increase in passenger revenues. For the first six months of 2023, premium revenues grew 72% from the same period in 2022, representing about 30% of the total increase in passenger revenues.

The strength in demand for passenger air transportation through the second quarter of 2023, combined with capacity constraints in the global commercial airlines sector, have favoured the pricing environment across all markets where Air Canada operates.

These results stemmed from strength in point-to-point demand (travellers with no connections), demand for premium products (both from business and leisure customers) and customers connecting through our hubs, including in sixth freedom traffic, as well as benefits delivered by partnerships and by the Aeroplan program.

The table below provides passenger revenues by geographic region for the periods indicated.

(Canadian dollars in millions)	Second Quarter				First Six Months			
	2023	2022	\$ Change	% Change	2023	2022	\$ Change	% Change
Canada	\$ 1,282	\$ 1,115	\$ 167	14.9	\$ 2,346	\$ 1,763	\$ 583	33.0
U.S. transborder	1,037	761	276	36.3	2,003	1,186	817	68.9
Atlantic	1,665	1,051	614	58.4	2,589	1,515	1,074	70.8
Pacific	573	226	347	154.0	1,065	324	741	229.2
Other	344	288	56	19.5	986	570	416	73.1
<b>System</b>	<b>\$ 4,901</b>	<b>\$ 3,441</b>	<b>\$ 1,460</b>	<b>42.4</b>	<b>\$ 8,989</b>	<b>\$ 5,358</b>	<b>\$ 3,631</b>	<b>67.8</b>

The tables below provide year-over-year percentage changes in passenger revenues and operating statistics for the periods indicated.

	Second Quarter 2023 versus Second Quarter 2022					
	Passenger Revenue % Change	Capacity (ASMs) % Change	Traffic (RPMs) % Change	Passenger Load Factor pp Change	Yield % Change	PRASM % Change
Canada	14.9	4.6	9.9	4.1	4.6	9.9
U.S. transborder	36.3	20.5	29.7	6.1	5.1	13.1
Atlantic	58.4	18.5	32.2	9.2	19.9	33.6
Pacific	154.0	107.4	143.4	13.7	4.4	22.5
Other	19.5	8.3	10.8	1.9	7.9	10.4
<b>System</b>	<b>42.4</b>	<b>21.0</b>	<b>32.0</b>	<b>7.3</b>	<b>7.9</b>	<b>17.7</b>

	First Six Months of 2023 versus First Six Months of 2022					
	Passenger Revenue % Change	Capacity (ASMs) % Change	Traffic (RPMs) % Change	Passenger Load Factor pp Change	Yield % Change	PRASM % Change
Canada	33.0	13.5	25.3	7.9	6.2	17.2
U.S. transborder	68.9	34.5	59.7	13.3	5.8	25.6
Atlantic	70.8	26.7	44.9	11.0	17.9	34.8
Pacific	229.2	157.9	221.4	18.0	2.4	27.6
Other	73.1	28.5	51.0	12.6	14.7	34.7
<b>System</b>	<b>67.8</b>	<b>34.3</b>	<b>55.5</b>	<b>11.8</b>	<b>8.0</b>	<b>24.9</b>

### Domestic

Domestic passenger revenues increased 15% from the second quarter of 2022 on PRASM and yield gains in nearly all major route groups. Changes in traffic mix also contributed to the increase, with the year-over year growth in premium traffic outpacing economy traffic.

In the first six months of 2023, domestic passenger revenues increased 33% from the same period in 2022 due to continued strong demand for domestic air services. On a 14% capacity increase, load factor increased about 8 percentage points with PRASM and yield gains in all major route groups.

### U.S. transborder

U.S. transborder passenger revenues increased 36% from the second quarter of 2022 on a 21% capacity increase. This was mainly a result of higher demand for transborder services resulting in PRASM and yield gains in almost all major route groups.

In the first six months of 2023, U.S. transborder passenger revenues increased 69% from the same period of 2022. These results reflect a better operating environment due to the removal of all travel restrictions in Canada and the U.S. during the second half of 2022 and the continued strength in demand for transborder services.

### Atlantic

Atlantic passenger revenues increased 58% from the second quarter of 2022 and 71% from the six first months of 2022. This was due to strong demand for transatlantic services resulting, largely from a better operating environment and from the removal of all remaining travel restrictions in Canada in the second half of 2022. The strong demand resulted in year-over-year PRASM and yield gains in all major route groups, despite increased capacity in both the second quarter and in the first six months of 2023. Capacity increased, for both periods, as a result of new and restored transatlantic routes as well as increased frequencies to certain European destinations.

### Pacific

Pacific passenger revenues increased 2.5 times compared to the second quarter of 2022 and over three times compared to the first six months of 2022. The result was due to a better operating environment resulting from the restoration of services to Asia Pacific countries (except for China), especially Japan, following the easing of restrictions in Canada and in these countries.

### Other

Other passenger revenues increased 20% compared to the second quarter of 2022 and 73% compared to the first six months of 2022. This was a result of strong demand for services to the Caribbean and Central and South America, largely due to the removal of all remaining travel restrictions in Canada in the second half of 2022. In January 2022, in response to the emergence and impact of the Omicron variant, Air Canada suspended flights to certain Caribbean destinations from January 24 to April 30, 2022.

The table below provides, by market, Air Canada's revenue passenger miles (RPMs) and available seat miles (ASMs) for the periods indicated.

(millions)	Second Quarter				First Six Months			
	2023		2022		2023		2022	
	RPMs	ASMs	RPMs	ASMs	RPMs	ASMs	RPMs	ASMs
Canada	4,673	5,455	4,252	5,217	8,465	10,061	6,754	8,864
U.S. transborder	3,793	4,436	2,924	3,682	7,536	8,976	4,717	6,674
Atlantic	8,345	9,291	6,314	7,838	13,366	15,193	9,226	11,991
Pacific	2,966	3,202	1,218	1,544	5,747	6,302	1,788	2,444
Other	1,840	2,222	1,663	2,050	5,081	5,981	3,367	4,655
<b>System</b>	<b>21,617</b>	<b>24,606</b>	<b>16,371</b>	<b>20,331</b>	<b>40,195</b>	<b>46,513</b>	<b>25,852</b>	<b>34,628</b>

### **Cargo Revenues**

Cargo revenues in the second quarter of 2023 declined \$72 million or 24% from the second quarter of 2022 on a mix of lower volume and lower yield. The year-over-year decline reflects the impact of temporarily converted passenger aircraft having been returned to passenger operations through the end of the second quarter of 2022. The decline was partially offset by increased freighter operations to Central and South America and to Europe. At the end of the second quarter of 2023, Air Canada Cargo had six Boeing 767 freighters in service compared to two Boeing 767 freighter aircraft in service at the end of the second quarter of 2022.

Cargo revenues in the first six months of 2023 declined \$232 million or 33% from the same period in 2022. The decline was mostly due to the impact of temporarily converted passenger aircraft having been returned to passenger operations through the end of the second quarter of 2022, with the Pacific market having been most impacted. Increased freighter operations to Central and South America and to Europe partially offset the year-over-year decline.

The table below provides cargo revenues by geographic region for the periods indicated.

(Canadian dollars in millions)	Second Quarter				First Six Months			
	2023	2022	\$ Change	% Change	2023	2022	\$ Change	% Change
Canada	\$ 23	\$ 28	\$ (5)	(16.2)	\$ 47	\$ 58	\$ (11)	(18.3)
U.S. transborder	11	10	1	14.5	22	23	(1)	(6.0)
Atlantic	109	146	(37)	(25.0)	228	270	(42)	(15.7)
Pacific	54	79	(25)	(32.2)	103	273	(170)	(62.3)
Other	30	36	(6)	(16.0)	65	73	(8)	(10.0)
<b>System</b>	<b>\$ 227</b>	<b>\$ 299</b>	<b>\$ (72)</b>	<b>(23.7)</b>	<b>\$ 465</b>	<b>\$ 697</b>	<b>\$ (232)</b>	<b>(33.3)</b>

### Other Revenues

Other revenues in the second quarter of 2023 increased \$58 million or 24% from the second quarter of 2022. The increase was due to higher ground package revenues at Air Canada Vacations, higher non-air revenues related to the Aeroplan program, higher onboard purchases and miscellaneous passenger services on increased traffic.

Other revenues in the first six months of 2023 increased \$361 million or 72% from the first six months of 2022. The increase was primarily due to higher volume of ground package revenues at Air Canada Vacations. To a lesser extent, higher non-air revenues related to the Aeroplan program, higher onboard purchases and miscellaneous passenger services on increased traffic also contributed to the increase.

### Operating Expenses

In the second quarter of 2023, on an operated capacity increase of 21%, total operating expenses increased 9% from the second quarter of 2022. The increase was due primarily to increases in nearly all line items reflecting higher operated capacity and traffic year-over-year, including higher salaries, wages and benefits reflecting a 22% year-over-year growth in full-time equivalent employees. The increase was partially offset by an 18% decline in aircraft fuel expense, which was mainly driven by 31% lower jet fuel prices from the same period in 2022.

In the first six months of 2023, on an operated capacity increase of 34%, total operating expenses increased 30% from the same period on 2022 due, primarily, to increases in nearly all line items reflecting higher operated capacity and traffic year-over-year. The increase also reflected a 16% increase in aircraft fuel expense driven by 28% more litres used year-over-year and a favourable maintenance cost adjustment of \$159 million that was recorded in the first quarter of 2022.

The more notable components of the year-over-year change in operating expenses are described below.

#### Aircraft Fuel

Aircraft fuel expense decreased 18% from the second quarter of 2022 reflecting a 31% year-over-year decline in jet fuel prices. The decline was partially offset by 18% more litres of fuel used resulting from higher levels of flying compared to the same quarter in 2022 and by an unfavourable foreign exchange variance.

In the first six months of 2023, aircraft fuel expense increased 16% from the same period in 2022 mainly due to 28% more litres of fuel used on higher levels of flying year-over-year. To a lesser extent, an unfavourable foreign exchange variance contributed to the increase. The 9% decline in jet fuel prices from the first six months of 2022 partially offset the increase.

#### Wages, Salaries and Benefits

Wages, salaries and benefits increased 24% from both the second quarter of 2022 and from the first six months of 2022. The increases were due to increased staffing levels required to support planned operations, which is consistent with the year-over-year capacity increases.

### Sales and Distribution Costs

Sales and distribution costs increased 34% from the second quarter of 2022 and 68% from the first six months of 2022. The increases were driven by increased credit card and payment fees, and commissions and distribution fees, which were in line with the year-over-year increase in passenger revenues for the second quarter and first six months of 2023.

### Aircraft Maintenance

Aircraft maintenance expense increased 32% mainly due to increased maintenance activities due to higher volume of flying year-over-year. To a lesser extent, an unfavourable foreign exchange variance also contributed to the increase.

In the first six months of 2023, aircraft maintenance expense increased 112% from the same period in 2022. The increase was mainly due to a favourable maintenance cost adjustment of \$159 million that was recorded in the first quarter of 2022, which was the result of an amended agreement with a third-party maintenance provider. Increased maintenance activities due to higher volume of flying year-over-year also contributed to the increase.

### Ground Package Costs

Ground package costs increased 24% from the second quarter of 2022 due to a mix of higher rates on ground packages at Air Canada Vacations and higher volume of passengers year-over-year.

In the first six months of 2023, ground package costs increased 92% from the same period in 2022 mainly due to higher volume of ground package revenues at Air Canada Vacations. In January 2022, in response to the emergence of the Omicron variant and the associated short-term decline in demand, Air Canada suspended its flights to certain Caribbean destinations from January 24 to April 30, 2022.

### Other Operating Expenses

Other operating expenses increased 36% from the second quarter of 2022 and 43% from the first six months of 2022. The increases were mainly driven by a higher volume of flying year-over-year.

The following table provides a breakdown of other expenses for the periods indicated.

(Canadian dollars in millions)	Second Quarter				First Six Months			
	2023	2022	\$ Change	% Change	2023	2022	\$ Change	% Change
Terminal handling	\$ 121	\$ 84	\$ 37	44	\$ 233	\$ 156	\$ 77	49
Crew cycle	63	51	12	24	123	90	33	37
Building rent and maintenance	72	53	19	36	141	101	40	40
Miscellaneous fees and services	53	40	13	33	108	89	19	21
Remaining other expenses	224	165	59	36	461	307	154	50
<b>Total other expenses</b>	<b>\$ 533</b>	<b>\$ 393</b>	<b>\$ 140</b>	<b>36</b>	<b>\$ 1,066</b>	<b>\$ 743</b>	<b>\$ 323</b>	<b>43</b>

### **CASM and Adjusted CASM**

In the second quarter of 2023, adjusted CASM of 13.30 cents increased about 1.6% from the second quarter of 2022. The unit cost was impacted by higher passenger service costs due to higher traffic and higher selling costs, which are largely driven by revenues and by a 24% increase in salaries, wages and benefits. CASM of 18.80 cents decreased 9.7% from the second quarter of 2022 driven by lower fuel prices and higher capacity year over year.

In the first six months of 2023, adjusted CASM of 13.87 cents and CASM of 20.49 cents decreased 1.7% and 3.6%, respectively, from the same period in 2022. The adjusted CASM and CASM improvement was primarily due to higher operated capacity and was partially offset by a favourable maintenance cost adjustment of \$159 million that was recorded in the first quarter of 2022 and by higher passenger service costs due to higher traffic and higher selling costs, which are largely driven by revenues.

The following table reconciles CASM to adjusted CASM for the periods indicated.

(Cents per ASM)	Second Quarter				First Six Months			
	2023	2022	¢ Change	% Change	2023	2022	¢ Change	% Change
<b>CASM</b>	¢ 18.80	¢ 20.82	¢ (2.02)	(9.7)	¢ 20.49	¢ 21.24	¢ (0.75)	(3.6)
<b>Remove:</b>								
Aircraft fuel expense, ground package costs, impairment of assets, and freighter costs	(5.50)	(7.73)	2.23	(28.9)	(6.62)	(7.12)	0.50	(7.3)
<b>Adjusted CASM</b>	¢ 13.30	¢ 13.09	¢ 0.21	1.6	¢ 13.87	¢ 14.12	¢ (0.25)	(1.7)

### Non-Operating Expense

In the second quarter of 2023, non-operating expenses totalled \$6 million compared to expenses of \$99 million in the second quarter of 2022. In the first six months of 2023, non-operating expenses totalled \$12 million compared to expenses of \$363 million in the first six months of 2022.

Gains on foreign exchange amounted to \$251 million in the second quarter of 2023 compared to losses of \$196 million in the second quarter of 2022. The June 30, 2023 closing exchange rate was US\$1=\$1.3242 compared to a closing exchange rate of \$1.3516 at March 31, 2023 and US\$=1.3554 on December 31, 2022. Gains on foreign exchange amounted to \$378 million in the first six months of 2023 compared to losses of \$97 million in the same period in 2022.

Interest expense was \$241 million in the second quarter of 2023 compared to \$216 million in the second quarter of 2022 and \$486 million in the first six months of 2023 compared to \$425 million in the first six months of 2022. The increases were primarily due to higher interest rates year-over-year on floating-rate debt and were partially offset by debt repayments since the end of the second quarter of 2022.


Loss on financial instruments recorded at fair value was \$115 million in the second quarter of 2023 compared to gains of \$287 million in the second quarter of 2022. The fluctuation in the fair value of the embedded derivative on Air Canada's Convertible Notes, largely due to the increase in Air Canada's share price during the period, resulted in a loss of \$100 million. The change in fair value related to short-term investments resulted in a loss of \$15 million. Loss on financial instruments recorded at fair value was \$77 million in the first six months of 2023 compared to a gain of \$114 million in the same period in 2022. The fluctuation in the fair value of the embedded derivative on Air Canada's Convertible Notes resulted in a loss of \$76 million in the first six months of 2023.




## 6. FLEET

### Mainline and Air Canada Rouge

The tables below provide the number of aircraft in Air Canada's and Air Canada Rouge's operating fleets as at the dates indicated, as well as the planned operating fleet for the future periods indicated. Refer to the Air Canada Express section below for information on the fleet of aircraft operated by regional carriers under the Air Canada Express brand.


	Actual			Planned			
	Dec. 31, 2022	First Six Months 2023 Fleet Changes	Jun. 30, 2023	Remainder of 2023 Fleet Changes	Dec. 31, 2023	2024 Fleet Changes	Dec. 31, 2024
<b>Wide-body aircraft</b>							
Boeing 777-300ER	18	1	19	-	19	-	19
Boeing 777-200LR	6	-	6	-	6	-	6
Boeing 777 freighter	-	-	-	-	-	2	2
Boeing 787-8	8	-	8	-	8	-	8
Boeing 787-9	29	1	30	1	31	1	32
Boeing 767-300 freighter	5	1	6	1	7	2	9
Airbus A330-300	16	2	18	-	18	-	18
<b>Total wide-body aircraft</b>	<b>82</b>	<b>5</b>	<b>87</b>	<b>2</b>	<b>89</b>	<b>5</b>	<b>94</b>
<b>Narrow-body aircraft</b>							
Boeing 737 MAX 8	40	-	40	-	40	-	40
Airbus A321	15	-	15	-	15	-	15
Airbus A320	18	-	18	(2)	16	-	16
Airbus A319	5	2	7	(2)	5	-	5
Airbus A220-300	32	1	33	-	33	3	36
<b>Total narrow-body aircraft</b>	<b>110</b>	<b>3</b>	<b>113</b>	<b>(4)</b>	<b>109</b>	<b>3</b>	<b>112</b>
<b>Total Mainline</b>	<b>192</b>	<b>8</b>	<b>200</b>	<b>(2)</b>	<b>198</b>	<b>8</b>	<b>206</b>

	Actual			Planned			
	Dec. 31, 2022	First Six Months 2023 Fleet Changes	Jun. 30, 2023	Remainder of 2023 Fleet Changes	Dec. 31, 2023	2024 Fleet Changes	Dec. 31, 2024
<b>Narrow-body aircraft</b>							
Airbus A321	14	3	17	-	17	-	17
Airbus A320	5	-	5	-	5	-	5
Airbus A319	20	(2)	18	-	18	-	18
<b>Total Air Canada Rouge</b>	<b>39</b>	<b>1</b>	<b>40</b>	<b>-</b>	<b>40</b>	<b>-</b>	<b>40</b>

<b>Total Mainline &amp; Rouge</b>	<b>231</b>	<b>9</b>	<b>240</b>	<b>(2)</b>	<b>238</b>	<b>8</b>	<b>246</b>
-----------------------------------	------------	----------	------------	------------	------------	----------	------------

**Air Canada Express**

The table below provides, as at the dates indicated, the number of aircraft operated by regional carriers on behalf of Air Canada, under the Air Canada Express brand. The table also provides the planned fleet for the future periods indicated.

 <b>AIR CANADA EXPRESS</b>	Actual			Planned			
	Dec. 31, 2022	First Six Months 2023 Fleet Changes	Jun. 30, 2023	Remainder of 2023 Fleet Changes	Dec. 31, 2023	2024 Fleet Changes	Dec. 31, 2024
Embraer 175	25	-	25	-	25	-	25
Mitsubishi CRJ-200	15	-	15	-	15	(8)	7
Mitsubishi CRJ-900	35	-	35	-	35	-	35
De Havilland Dash 8-400	39	-	39	4	43	-	43
<b>Total Air Canada Express</b>	<b>114</b>	<b>-</b>	<b>114</b>	<b>4</b>	<b>118</b>	<b>(8)</b>	<b>110</b>

## 7. FINANCIAL AND CAPITAL MANAGEMENT

### 7.1 LIQUIDITY

#### Liquidity Risk Management

At June 30, 2023 total liquidity was \$10,551 million comprised of cash and cash equivalents, short-term and long-term investments of \$9,556 million, and \$995 million available under undrawn credit facilities. Cash and cash equivalents include \$189 million related to funds held in trust by Air Canada Vacations in accordance with regulatory requirements governing advance sales for tour operators. Over the next 12 months, Air Canada expects to meet its liquidity needs with cash from operations as well as with available liquidity. Liquidity needs related to obligations associated with financial liabilities and capital commitments may also be supported through new financing arrangements.

Air Canada manages its liquidity needs through a variety of strategies, including by seeking to sustain and improve cash from operations and free cash flow, sourcing committed financing for new and existing aircraft, and through other financing activities.

Liquidity needs are primarily related to meeting obligations associated with financial liabilities, capital commitments, ongoing operations, and contractual and other obligations, which are further discussed in sections 7.5 "Capital Expenditures and Related Financing Arrangements", 7.6 "Pension Funding Obligations", and 7.7 "Contractual Obligations" of this MD&A. Air Canada monitors and manages liquidity risk by preparing rolling cash flow forecasts for a minimum period of at least 12 months after each reporting period, including under various scenarios and assumptions, monitoring the condition and value of assets available to be used as well as those assets being used as security in financing arrangements, seeking flexibility in financing arrangements, and establishing processes to monitor and maintain compliance with terms of financing agreements.

### 7.2 NET DEBT

(Canadian dollars in millions)	June 30, 2023	December 31, 2022	\$ Change
Long-term debt and lease liabilities	\$ 13,862	\$ 15,043	\$ (1,181)
Current portion of long-term debt and lease liabilities	1,024	1,263	(239)
<b>Total long-term debt and lease liabilities</b>	<b>14,886</b>	<b>16,306</b>	<b>(1,420)</b>
Less cash, cash equivalents and short- and long-term investments	(9,556)	(8,811)	(745)
<b>Net debt <sup>(1)</sup></b>	<b>\$ 5,330</b>	<b>\$ 7,495</b>	<b>\$ (2,165)</b>
<b>Adjusted EBITDA (trailing 12 months)</b>	<b>\$ 3,077</b>	<b>1,457</b>	<b>1,620</b>
<b>Net debt to adjusted EBITDA ratio <sup>(1)</sup></b>	<b>1.7</b>	<b>5.1</b>	<b>(3.4)</b>

(1) Net debt is a capital management measure and a key component of the capital managed by Air Canada and provides management with a measure of its net indebtedness. Net debt to adjusted EBITDA ratio (also referred to as "leverage ratio" in this MD&A) is a non-GAAP financial ratio and is used by Air Canada to measure financial leverage. For additional information on net debt, refer to section 16 "Non-GAAP Financial Measures" of this MD&A.

Net debt to adjusted EBITDA ratio was 1.7 as measured at June 30, 2023, an improvement from the ratio of 5.1 as at December 31, 2022 due to growth in adjusted EBITDA and the reduction in net debt. The decrease in total debt and lease liabilities included \$1,312 million of repayments, including \$650 million from the prepayment of Airbus A220 aircraft debt in the second quarter of 2023. Greater cash and investments accumulated through operating cashflows also contributed to the improvement in net debt.

## 7.3 WORKING CAPITAL

The table below provides information on Air Canada's working capital balances as at June 30, 2023 and December 31, 2022.

(Canadian dollars in millions)	June 30, 2023	December 31, 2022	\$ Change
Cash, cash equivalents and short-term investments	\$ 8,647	\$ 7,988	\$ 659
Accounts receivable	1,192	1,037	155
Other current assets	666	640	26
<b>Total current assets</b>	<b>\$ 10,505</b>	<b>\$ 9,665</b>	<b>\$ 840</b>
Accounts payable and accrued liabilities	2,802	2,691	111
Advance ticket sales	5,709	4,104	1,605
Aeroplane and other deferred revenues	1,197	1,295	(98)
Current portion of long-term debt and lease liabilities	1,024	1,263	(239)
<b>Total current liabilities</b>	<b>\$ 10,732</b>	<b>\$ 9,353</b>	<b>\$ 1,379</b>
<b>Net working capital</b>	<b>\$ (227)</b>	<b>\$ 312</b>	<b>\$ (539)</b>

Negative working capital of \$227 million at June 30, 2023, resulted from a combination of cash outflows of \$975 million for capital expenditures and \$1,227 million used in net financing activities in the first six months of 2023, partially offset by positive operating cash results. The increase in advance ticket sales is driven by passenger sales demand.

## 7.4 CASH FLOW MOVEMENTS

The table below provides the cash flow movements for Air Canada for the periods indicated.

(Canadian dollars in millions)	Second Quarter			First Six Months		
	2023	2022	\$ Change	2023	2022	\$ Change
Net cash flows from operating activities	\$ 1,490	\$ 1,064	\$ 426	\$ 2,927	\$ 1,431	\$ 1,496
Net cash flows used in financing activities	\$ (935)	\$ (147)	\$ (788)	\$ (1,227)	\$ (339)	\$ (888)
Net cash flows used in investing activities	\$ (718)	\$ (1,323)	\$ 605	\$ (1,467)	\$ (2,579)	\$ 1,112
Effect of exchange rate changes on cash and cash equivalents	\$ (1)	\$ 7	\$ (8)	\$ -	\$ 18	\$ (18)
<b>Increase (decrease) in cash and cash equivalents</b>	<b>\$ (164)</b>	<b>\$ (399)</b>	<b>\$ 235</b>	<b>\$ 233</b>	<b>\$ (1,469)</b>	<b>\$ 1,702</b>

### Net Cash Flows from Operating Activities

Net cash flows from operating activities surpassed the 2022 comparative periods as a result of continued improvement in results from operations and strong advance ticket sales.

### Net Cash Flows Used in Financing Activities

In the second quarter of 2023, net cash flows used in financing activities of \$935 million (\$1,227 million in the first six months of 2023) relate to scheduled debt repayments and \$650 million in prepayment of loans which had been used to finance the acquisition of 19 Airbus A220-300 aircraft.

### Net Cash Flows Used in Investing Activities

Additions to property, equipment and intangible assets amounted to \$525 million and \$975 million during the second quarter of 2023 and the first six months of 2023, respectively. These additions relate mainly to aircraft acquisitions and related pre-delivery payments, capitalized maintenance and technology projects. Net movements from cash to short and long-term investments amounted to \$193 million and \$489 million during the second quarter of 2023 and the first six months of 2023, respectively.

Refer to sections 7.2 "Net Debt", and 7.3 "Working Capital" of this MD&A for additional information.

### Free Cash Flow

The table below provides the calculation of free cash flow for Air Canada for the periods indicated.

(Canadian dollars in millions)	Second Quarter			First Six Months		
	2023	2022	\$ Change	2023	2022	\$ Change
<b>Net cash flows from operating activities</b>	<b>\$ 1,490</b>	<b>\$ 1,064</b>	<b>\$ 426</b>	<b>\$ 2,927</b>	<b>\$ 1,431</b>	<b>\$ 1,496</b>
Additions to property, equipment, and intangible assets	(525)	(636)	111	(975)	(912)	(63)
<b>Free cash flow <sup>(1)</sup></b>	<b>\$ 965</b>	<b>\$ 428</b>	<b>\$ 537</b>	<b>\$ 1,952</b>	<b>\$ 519</b>	<b>\$ 1,433</b>

(1) *Free cash flow is a non-GAAP financial measure used by Air Canada as an indicator of the financial strength and performance of its business, indicating how much cash it can generate from operations after capital expenditures. Free cash flow is calculated as net cash flows from operating activities minus additions to property, equipment, and intangible assets and net of proceeds from sale and leaseback transactions. Such measure is not a recognized measure for financial statement presentation under GAAP, does not have a standardized meaning, may not be comparable to similar measures presented by other entities and should not be considered a substitute for or superior to GAAP results. Refer to section 16 "Non-GAAP Financial Measures" of this MD&A for additional information.*

## 7.5 CAPITAL EXPENDITURES AND RELATED FINANCING ARRANGEMENTS

### Airbus A321XLR Aircraft

Air Canada is acquiring 28 extra-long range (XLR) versions of the Airbus A321neo aircraft (Airbus A321XLR). Deliveries are scheduled to begin in 2025 with the final aircraft expected to arrive in 2028. Of the 28 total aircraft, 18 aircraft will be leased and 10 are being acquired under a purchase agreement with Airbus S.A.S. that includes purchase rights to acquire up to an additional 15 aircraft between 2027 and 2030.

### Airbus A220-300 Aircraft

Air Canada has an agreement with Airbus Canada for the purchase of Airbus A220-300 aircraft which provides for:

- Firm orders for 60 Airbus A220-300 aircraft.
- Purchase options for an additional 15 Airbus A220-300 aircraft.

Of the above mentioned 60 firm orders, 33 have been delivered. Deliveries for the 27 remaining firm orders are planned between 2024 and 2026.

### Boeing 737 MAX

Air Canada's agreement with Boeing for the purchase of Boeing 737 MAX aircraft provides for firm orders for 40 Boeing 737 MAX 8 aircraft (which have all been delivered) and purchase options for an additional 10 Boeing 737 MAX aircraft.

### Boeing 787-9 Aircraft

In 2021, Air Canada exercised options for the purchase of three Boeing 787-9 aircraft. One Boeing 787-9 aircraft was delivered in April 2023. Of the remaining two aircraft, one is scheduled for delivery in 2023 and the other in 2024.

### Boeing 767 Freighter Aircraft

Air Canada expects to have a fleet of seven Boeing 767 freighters by the end of 2023 and expects to add another three Boeing 767 freighters between 2024 and 2025.

### Boeing 777 Freighter Aircraft

In 2022, Air Canada finalized an agreement for the purchase of two new Boeing 777 freighter aircraft with deliveries expected in 2024.

### Heart Aerospace ES-30 Electric Aircraft

In the third quarter of 2022, Air Canada finalized a purchase agreement for 30 ES-30 electric-hybrid aircraft under development by Heart Aerospace. Due to the developing design and specifications of the aircraft, the final cost is not yet determinable and is not included in the table below, however the agreement provides for a price cap. The regional aircraft are expected to enter service in 2028. In addition to the purchase agreement, Air Canada has entered into an agreement providing for a \$7 million (US\$5 million) investment by Air Canada in Heart Aerospace.

### Capital Commitments

The estimated aggregate cost of all aircraft expected to be delivered and other capital purchase commitments at June 30, 2023 amounted to \$6,951 million.

(Canadian dollars in millions)	Remainder of 2023	2024	2025	2026	2027	Thereafter	Total
Committed expenditures	\$ 671	\$ 1,142	\$ 799	\$ 1,130	\$ 699	\$ 2,510	\$ 6,951
Projected planned but uncommitted expenditures	98	355	494	544	503	Not available	Not available
Projected planned but uncommitted capitalized maintenance <sup>(1)</sup>	254	473	456	450	450	Not available	Not available
<b>Total projected expenditures <sup>(2)</sup></b>	<b>\$ 1,023</b>	<b>\$ 1,970</b>	<b>\$ 1,749</b>	<b>\$ 2,124</b>	<b>\$ 1,652</b>	<b>Not available</b>	<b>Not available</b>

(1) Future capitalized maintenance amounts for 2026 and beyond are not yet determinable, however, estimates of \$450 million have been made for each of 2026 and 2027.

(2) U.S. dollar amounts are converted using the June 30, 2023 closing exchange rate of US\$1=C\$1.3242. The estimated aggregate cost of aircraft is based on delivery prices that include estimated escalation.

## 7.6 PENSION FUNDING OBLIGATIONS

At January 1, 2023, the aggregate solvency surplus in Air Canada's domestic registered pension plans was \$4.6 billion.

Air Canada's pension funding obligations are discussed in section 8.7 "Pension Funding Obligations" of Air Canada's 2022 MD&A. There have been no material changes to Air Canada's pension funding obligations from what was disclosed at that time.

## 7.7 CONTRACTUAL OBLIGATIONS

The table below provides Air Canada's projected contractual obligations as at June 30, 2023, including those relating to interest and principal repayment obligations on Air Canada's long-term debt and lease liabilities and committed capital expenditures.

(Canadian dollars in millions)	Remainder of 2023	2024	2025	2026	2027	Thereafter	Total
<b>Principal</b>							
Long-term debt <sup>(1)</sup>	\$ 290	\$ 456	\$ 1,190	\$ 2,432	\$ 1,082	\$ 7,103	\$ 12,553
Lease liabilities	257	498	481	328	268	904	2,736
<b>Total principal obligations</b>	<b>\$ 547</b>	<b>\$ 954</b>	<b>\$ 1,671</b>	<b>\$ 2,760</b>	<b>\$ 1,350</b>	<b>\$ 8,007</b>	<b>\$ 15,289</b>
<b>Interest</b>							
Long-term debt	\$ 343	\$ 658	\$ 625	\$ 561	\$ 462	\$ 480	\$ 3,129
Lease liabilities	73	125	98	76	61	323	756
<b>Total interest obligations</b>	<b>\$ 416</b>	<b>\$ 783</b>	<b>\$ 723</b>	<b>\$ 637</b>	<b>\$ 523</b>	<b>\$ 803</b>	<b>\$ 3,885</b>
<b>Total long-term debt and lease liabilities</b>	<b>\$ 963</b>	<b>\$ 1,737</b>	<b>\$ 2,394</b>	<b>\$ 3,397</b>	<b>\$ 1,873</b>	<b>\$ 8,810</b>	<b>\$ 19,174</b>
<b>Committed capital expenditures</b>	<b>\$ 671</b>	<b>\$ 1,142</b>	<b>\$ 799</b>	<b>\$ 1,130</b>	<b>\$ 699</b>	<b>\$ 2,510</b>	<b>\$ 6,951</b>
<b>Total contractual obligations <sup>(2)</sup></b>	<b>\$ 1,634</b>	<b>\$ 2,879</b>	<b>\$ 3,193</b>	<b>\$ 4,527</b>	<b>\$ 2,572</b>	<b>\$ 11,320</b>	<b>\$ 26,125</b>

(1) Assumes the principal balance of the convertible notes, \$363 million (US\$274 million), remains unconverted and includes estimated interest payable until maturity in 2025. The full principal balance of \$1,273 million for the unsecured credit facility accessed in 2021 to support customer refunds of non-refundable tickets is included.

(2) Total contractual obligations exclude commitments for goods and services required in the ordinary course of business. Also excluded are long-term liabilities other than long-term debt and lease liabilities due to reasons of uncertainty of timing of cash flows and items that are non-cash in nature.

## 7.8 SHARE INFORMATION

The issued and outstanding shares of Air Canada, along with shares potentially issuable, as of the dates indicated below, are as follows:

	June 30, 2023	December 31, 2022
<b>Issued and outstanding shares</b>		
Class A variable voting shares	75,874,233	72,431,001
Class B voting shares	282,582,573	285,931,257
<b>Total issued and outstanding shares</b>	<b>358,456,806</b>	<b>358,362,258</b>
<b>Potential shares</b>		
Convertible notes	17,856,599	17,856,599
Stock options	6,597,604	5,304,745
<b>Total shares potentially issuable</b>	<b>24,454,203</b>	<b>23,161,344</b>
<b>Total outstanding and potentially issuable shares</b>	<b>382,911,009</b>	<b>381,523,602</b>



## 8. QUARTERLY FINANCIAL DATA

The table below summarizes quarterly financial results for Air Canada for the last eight quarters.

(Canadian dollars in millions, except per share figures)	2021		2022				2023	
	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2
Operating revenues	\$ 2,103	\$ 2,731	\$ 2,573	\$ 3,981	5,322	4,680	4,887	\$ 5,427
Operating expenses	2,467	3,234	3,123	4,234	4,678	4,708	4,904	4,625
<b>Operating income (loss)</b>	<b>(364)</b>	<b>(503)</b>	<b>(550)</b>	<b>(253)</b>	<b>644</b>	<b>(28)</b>	<b>(17)</b>	<b>802</b>
Non-operating income (expense)	(315)	(114)	(264)	(99)	(1,148)	174	(6)	(6)
<b>Income (loss) before income taxes</b>	<b>(679)</b>	<b>(617)</b>	<b>(814)</b>	<b>(352)</b>	<b>(504)</b>	<b>146</b>	<b>(23)</b>	<b>796</b>
Income tax recovery (expense)	39	124	(160)	(34)	(4)	22	27	42
<b>Net income (loss)</b>	<b>\$ (640)</b>	<b>\$ (493)</b>	<b>\$ (974)</b>	<b>\$ (386)</b>	<b>\$ (508)</b>	<b>\$ 168</b>	<b>\$ 4</b>	<b>\$ 838</b>
<b>Basic earnings (loss) per share</b>	<b>\$ (1.79)</b>	<b>\$ (1.38)</b>	<b>\$ (2.72)</b>	<b>\$ (1.08)</b>	<b>\$ (1.42)</b>	<b>\$ 0.47</b>	<b>\$ 0.01</b>	<b>\$ 2.34</b>
<b>Diluted earnings (loss) per share</b>	<b>\$ (1.79)</b>	<b>\$ (1.38)</b>	<b>\$ (2.72)</b>	<b>\$ (1.60)</b>	<b>\$ (1.42)</b>	<b>\$ 0.41</b>	<b>\$ (0.03)</b>	<b>\$ 2.34</b>
<b>Adjusted EBITDA <sup>(1)</sup></b>	<b>\$ (67)</b>	<b>\$ 22</b>	<b>\$ (143)</b>	<b>\$ 154</b>	<b>\$ 1,057</b>	<b>\$ 389</b>	<b>\$ 411</b>	<b>\$ 1,220</b>
<b>Adjusted pre-tax income (loss) <sup>(1)</sup></b>	<b>\$ (649)</b>	<b>\$ (574)</b>	<b>\$ (740)</b>	<b>\$ (447)</b>	<b>\$ 446</b>	<b>\$ (211)</b>	<b>\$ (194)</b>	<b>\$ 656</b>
<b>Adjusted net income (loss) <sup>(1)</sup></b>	<b>\$ (652)</b>	<b>\$ (577)</b>	<b>\$ (747)</b>	<b>\$ (455)</b>	<b>\$ 431</b>	<b>\$ (217)</b>	<b>\$ (188)</b>	<b>\$ 664</b>
<b>Adjusted earnings (loss) per share – diluted <sup>(1)</sup></b>	<b>\$ (1.82)</b>	<b>\$ (1.61)</b>	<b>\$ (2.09)</b>	<b>\$ (1.12)</b>	<b>\$ 1.07</b>	<b>\$ (0.61)</b>	<b>\$ (0.53)</b>	<b>\$ 1.85</b>

(1) Adjusted EBITDA, adjusted pre-tax income (loss) and adjusted net income (loss) are non-GAAP financial measures. Adjusted earnings (loss) per share is a non-GAAP financial ratio. For additional information, refer to section 16 "Non-GAAP Financial Measures" of this MD&A.

## **9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

Air Canada's financial instruments and risk management practices are summarized in section 11 "Financial Instruments and Risk Management" of Air Canada's 2022 MD&A. Except as discussed below, there have been no material changes to Air Canada's financial instruments and risk management practices from what was disclosed at that time. Additional information on Air Canada's risk management practices and financial instruments is provided in Note 7 of Air Canada's interim unaudited condensed consolidated financial statements for the second quarter of 2023.

### **Fuel Price Risk Management**

As of June 30, 2023, approximately 30% of Air Canada's anticipated purchases of jet fuel for the third quarter of 2023 are hedged at an average jet fuel cap price of US\$0.5884 per litre. Air Canada's contracts to hedge anticipated jet fuel purchases are comprised of jet fuel call options.

## **10. ACCOUNTING POLICIES**

Air Canada's accounting policies are summarized in Note 2 of the audited 2022 consolidated financial statements and notes and in section 12 "Accounting Policies" of Air Canada's 2022 MD&A. There have been no material changes to Air Canada's accounting policies from what was disclosed at that time. Additional information on Air Canada's accounting policies is provided in Note 2 of Air Canada's interim unaudited condensed consolidated financial statements for the second quarter of 2023.

## **11. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

Air Canada's critical accounting estimates and judgments are summarized in section 13 "Critical Accounting Estimates and Judgments" of Air Canada's 2022 MD&A. There have been no material changes to critical accounting estimates and judgments from what was disclosed at that time.

## **12. OFF-BALANCE SHEET ARRANGEMENTS**

Air Canada's off-balance sheet arrangements are summarized in section 14 "Off-Balance Sheet Arrangements" of Air Canada's 2022 MD&A. There have been no material changes to Air Canada's off-balance sheet arrangements from what was disclosed at that time.

## **13. RELATED PARTY TRANSACTIONS**

As at June 30, 2023, Air Canada had no transactions with related parties as defined in the CPA Handbook, except those with key management personnel in the ordinary course of their employment or directorship agreements.

## **14. RISK FACTORS**

For a description of risk factors associated with Air Canada and its business, refer to section 18 "Risk Factors" of Air Canada's 2022 MD&A. There have been no material changes to Air Canada's risk factors from what was disclosed at that time.

Due to the impact of the COVID-19 pandemic, Air Canada did not meet a wide-body benchmark under the long-term arrangement it concluded in 2014 with the Air Canada Pilots Association, the union then representing Air Canada's pilots (which merged with the Air Line Pilots Association (ALPA) in the second quarter of 2023). As a result, in the second quarter of 2023, ALPA gave Air Canada notice to commence bargaining, and the current agreement is scheduled to expire on September 29, 2023.

## 15. CONTROLS AND PROCEDURES

Air Canada's controls and procedures are summarized in section 19 "Controls and Procedures" of Air Canada's 2022 MD&A. There have been no material changes to Air Canada's controls and procedures from what was disclosed at that time.

## 16. NON-GAAP FINANCIAL MEASURES

Below is a description of the non-GAAP financial measures and ratios used by Air Canada to provide readers with additional information on its financial and operating performance. Such measures are not recognized measures for financial statement presentation under GAAP, do not have standardized meanings, may not be comparable to similar measures presented by other entities and should not be considered a substitute for or superior to GAAP results.

### Adjusted CASM

Air Canada uses adjusted CASM to assess the operating and cost performance of its ongoing airline business without the effects of aircraft fuel expense, the cost of ground packages at Air Canada Vacations, impairment of assets, and freighter costs as these items may distort the analysis of certain business trends and render comparative analysis across periods less meaningful and generally allows for a more meaningful analysis of Air Canada's operating expense performance and a more meaningful comparison to that of other airlines.

In calculating adjusted CASM, aircraft fuel expense is excluded from operating expense results as it fluctuates widely depending on many factors, including international market conditions, geopolitical events, jet fuel refining costs and Canada/U.S. currency exchange rates. Air Canada also incurs expenses related to ground packages at Air Canada Vacations, which some airlines, without comparable tour operator businesses, may not incur. In addition, these costs do not generate ASMs and therefore excluding these costs from operating expense results provides for a more meaningful comparison across periods when such costs may vary.

Air Canada also incurs expenses related to the operation of freighter aircraft that some airlines, without comparable cargo businesses, may not incur. Air Canada had six Boeing 767 dedicated freighter aircraft in its operating fleet as at June 30, 2023 compared to two Boeing 767 dedicated freighter aircraft as at June 30, 2022. These costs do not generate ASMs and therefore excluding these costs from operating expense results provides for a more meaningful comparison of the passenger airline business across periods.

Adjusted CASM is reconciled to GAAP operating expense as follows:

(Canadian dollars in millions, except where indicated)	Second Quarter			First Six Months		
	2023	2022	Change	2023	2022	Change
<b>Operating expense – GAAP</b>	\$ 4,625	\$ 4,234	\$ 391	\$ 9,529	\$ 7,357	\$ 2,172
<b>Adjusted for:</b>						
Aircraft fuel	(1,187)	(1,450)	263	(2,562)	(2,200)	(362)
Ground package costs	(126)	(102)	(24)	(444)	(231)	(213)
Impairment of assets	-	-	-	-	(4)	4
Freighter costs (excluding fuel)	(39)	(22)	(17)	(70)	(33)	(37)
<b>Operating expense, adjusted for the above-noted items</b>	\$ 3,273	\$ 2,660	\$ 613	\$ 6,453	\$ 4,889	\$ 1,564
<b>ASMs (millions)</b>	24,606	20,331	21.0%	46,513	34,628	34.3%
<b>Adjusted CASM (cents)</b>	¢ 13.30	¢ 13.09	¢ 0.21	¢ 13.87	¢ 14.12	¢ (0.25)

**EBITDA and Adjusted EBITDA**

EBITDA (earnings before interest, taxes, depreciation and amortization) is commonly used in the airline industry and is used by Air Canada as a means to assess operating results before interest, taxes, depreciation and amortization, as these costs can vary significantly among airlines due to differences in the way airlines finance their aircraft and other assets. In calculating adjusted EBITDA, Air Canada excludes impairment of assets as this may distort the analysis of certain business trends and render comparative analysis across periods or to other airlines less meaningful.

**Adjusted EBITDA Margin**

Adjusted EBITDA margin (adjusted EBITDA as a percentage of operating revenues) is commonly used in the airline industry and is used by Air Canada as a means to assess the operating margin before interest, taxes, depreciation and amortization as these costs can vary significantly among airlines due to differences in the way airlines finance their aircraft and other assets.

EBITDA, adjusted EBITDA and adjusted EBITDA margin are reconciled to GAAP operating income (loss) as follows:

(Canadian dollars in millions, except where indicated)	Second Quarter			First Six Months		
	2023	2022	Change	2023	2022	Change
<b>Operating income (loss) – GAAP</b>	\$ 802	\$ (253)	\$ 1,055	\$ 785	\$ (803)	\$ 1,588
<b>Add back:</b>						
Depreciation and amortization	418	407	11	846	810	36
<b>EBITDA</b>	\$ 1,220	\$ 154	\$ 1,066	\$ 1,631	\$ 7	\$ 1,624
<b>Remove:</b>						
Impairment of assets	-	-	-	-	4	(4)
<b>Adjusted EBITDA</b>	\$ 1,220	\$ 154	\$ 1,066	\$ 1,631	\$ 11	\$ 1,620
<b>Operating revenues</b>	\$ 5,427	\$ 3,981	\$ 1,446	\$ 10,314	\$ 6,554	\$ 3,760
<b>Operating margin (%)</b>	14.8	(6.4)	21.2 pp	7.6	(12.3)	19.9 pp
<b>Adjusted EBITDA margin (%)</b>	22.5	3.9	18.6 pp	15.8	0.2	15.6 pp

**Adjusted Pre-tax Income (Loss)**

Adjusted pre-tax income (loss) is used by Air Canada to assess the overall pre-tax financial performance of its business without the effects of impairment of assets, foreign exchange gains or losses, net interest relating to employee benefits, gains or losses on financial instruments recorded at fair value, gains or losses on the sale and leaseback of assets, gains or losses on disposal of assets, and gains or losses on debt settlements and modifications, as these items may distort the analysis of certain business trends and render comparative analysis across periods or to other airlines less meaningful.

Adjusted pre-tax income (loss) is reconciled to GAAP income (loss) before income taxes as follows:

(Canadian dollars in millions)	Second Quarter			First Six Months		
	2023	2022	\$ Change	2023	2022	\$ Change
<b>Income (loss) before income taxes – GAAP</b>	<b>\$ 796</b>	<b>\$ (352)</b>	<b>\$ 1,148</b>	<b>\$ 773</b>	<b>\$ (1,166)</b>	<b>\$ 1,939</b>
<b>Adjusted for:</b>						
Impairment of assets	-	-	-	-	4	(4)
Foreign exchange (gain) loss	(251)	196	(447)	(378)	97	(475)
Net interest relating to employee benefits	(6)	(4)	(2)	(12)	(8)	(4)
(Gain) loss on financial instruments recorded at fair value	115	(287)	402	77	(114)	191
Loss on debt settlement	2	-	2	2	-	2
<b>Adjusted pre-tax income (loss)</b>	<b>\$ 656</b>	<b>\$ (447)</b>	<b>\$ 1,103</b>	<b>\$ 462</b>	<b>\$ (1,187)</b>	<b>\$ 1,649</b>

**Adjusted Net Income (Loss) and Adjusted Earnings (Loss) Per Share – Diluted**

Air Canada uses adjusted net income (loss) and adjusted earnings (loss) per share – diluted as a means to assess the overall financial performance of its business without the after-tax effects of impairment of assets, foreign exchange gains or losses, net financing expense relating to employee benefits, gains or losses on financial instruments recorded at fair value, gains or losses on the sale and leaseback of assets, gains or losses on debt settlements and modifications, and gains or losses on disposal of assets as these items may distort the analysis of certain business trends and render comparative analysis to other airlines less meaningful.

Adjusted net income (loss) and adjusted earnings (loss) per share are reconciled to GAAP net income as follows:

(Canadian dollars in millions)	Second Quarter			First Six Months		
	2023	2022	\$ Change	2023	2022	\$ Change
<b>Net income (loss) – GAAP</b>	\$ 838	\$ (386)	\$ 1,224	\$ 842	\$ (1,360)	\$ 2,202
<b>Adjusted for:</b>						
Impairment of assets	-	-	-	-	4	(4)
Foreign exchange (gain) loss	(251)	196	(447)	(378)	97	(475)
Net interest relating to employee benefits	(6)	(4)	(2)	(12)	(8)	(4)
(Gain) loss on financial instruments recorded at fair value	115	(287)	402	77	(114)	191
Loss on debt settlement	2	-	2	2	-	2
Income tax, including for the above reconciling items <sup>(1)</sup>	(34)	26	(60)	(55)	179	(234)
<b>Adjusted net income (loss)</b>	\$ 664	\$ (455)	\$ 1,119	\$ 476	\$ (1,202)	\$ 1,678
Weighted average number of outstanding shares used in computing diluted income per share (in millions)	358	407	(49)	358	358	-
<b>Adjusted earnings (loss) per share – diluted</b>	\$ 1.85	\$ (1.12)	\$ 2.97	\$ 1.33	\$ (3.36)	\$ 4.69

(1) In 2023, the deferred income tax expense recorded in other comprehensive income related to remeasurements on employee benefit liabilities is offset by a deferred income tax recovery that was recorded through Air Canada's consolidated statement of operations. This recovery is removed from adjusted net income (loss). In comparison, a deferred income tax expense was removed from adjusted net income (loss) for the year 2022.

The table below reflects the share amounts used in the computation of basic and diluted earnings per share on an adjusted earnings per share basis.

(In millions)	Second Quarter		First Six Months	
	2023	2022	2023	2022
<b>Weighted average number of shares outstanding – basic</b>	358	358	358	358
Effect of dilution	-	49	-	-
<b>Weighted average number of shares outstanding – diluted</b>	358	407	358	358

**Free Cash Flow**

Air Canada uses free cash flow as an indicator of the financial strength and performance of its business, indicating the amount of cash Air Canada can generate from operations and after capital expenditures. Free cash flow is calculated as net cash flows from operating activities minus additions to property, equipment and intangible assets, and is net of proceeds from sale and leaseback transactions. Refer to section 7.4 "Cash Flow Movements" of this MD&A for a reconciliation of this non-GAAP financial measure to the nearest measure under GAAP.

**Net Debt**

Net debt is a capital management measure and a key component of the capital managed by Air Canada and provides management with a measure of its net indebtedness. Refer to section 7.2 "Net Debt" of this MD&A for a reconciliation of this non-GAAP measure to the nearest measure under GAAP.

## 17. GLOSSARY

**Adjusted CASM** – Refers to operating expense per ASM adjusted to remove the effects of aircraft fuel expense, ground packages costs at Air Canada Vacations, impairment of assets and freighter costs. Adjusted CASM is a non-GAAP financial measure. Refer to section 16 “Non-GAAP Financial Measures” of this MD&A for additional information.

**Adjusted EBITDA** – Refers to earnings before interest, taxes, depreciation and amortization excluding impairment of assets. Adjusted EBITDA is a non-GAAP financial measure. Refer to section 16 “Non-GAAP Financial Measures” of this MD&A for additional information.

**Adjusted EBITDA margin** – Refers to adjusted EBITDA as a percentage of operating revenue. Refer to section 16 “Non-GAAP Financial Measures” of this MD&A for additional information.

**Adjusted net income (loss)** – Refers to the consolidated net income (loss) of Air Canada adjusted to remove the after-tax effects of impairment of assets, foreign exchange gains or losses, net interest relating to employee benefits, gains or losses on financial instruments recorded at fair value, gains or losses on the sale and leaseback of assets, gains or losses on debt settlements and modifications, and gains or losses on disposal of assets. Adjusted net income (loss) is a non-GAAP financial measure. Refer to section 16 “Non-GAAP Financial Measures” of this MD&A for additional information.

**Adjusted pre-tax income (loss)** – Refers to the consolidated income (loss) of Air Canada before income taxes and adjusted to remove the effects of impairment of assets, foreign exchange gains or losses, net interest relating to employee benefits, gains or losses on financial instruments recorded at fair value, gains or losses on the sale and leaseback of assets, gains or losses on debt settlements and modifications, and gains or losses on disposal of assets. Adjusted pre-tax income (loss) is a non-GAAP financial measure. Refer to section 16 “Non-GAAP Financial Measures” of this MD&A for additional information.

**Aeroplan** – Refers to Aeroplan Inc.

**Atlantic** – In reference to passenger and cargo revenues, means revenues from flights that cross the Atlantic Ocean with origins and destinations principally in Europe, India, the Middle East, and North Africa.

**Available seat miles or ASMs** – Refers to a measure of passenger capacity calculated by multiplying the total number of seats available for passengers by the miles flown.

**Average stage length** – Refers to the average mile per departure seat and is calculated by dividing total ASMs by total seats dispatched.

**CASM** – Refers to operating expense per ASM.

**Domestic** – In reference to passenger and cargo revenues, means revenues from flights within Canada.

**Free cash flow** – Refers to net cash flows from operating activities minus additions to property, equipment, and intangible assets, and is net of proceeds from sale and leaseback transactions. Free cash flow is a non-GAAP financial measure. Refer to sections 7.4 “Cash Flow Movements” and 16 “Non-GAAP Financial Measures” of this MD&A for additional information.

**Jazz** – Refers to Jazz Aviation LP.

**Leverage ratio** – Also known as net debt to adjusted EBITDA ratio. Refers to the ratio of net debt to trailing 12-month adjusted EBITDA (calculated by dividing net debt by trailing 12-month adjusted EBITDA). Leverage ratio is a non-GAAP financial measure. Refer to sections 7.2 “Net Debt” and 16 “Non-GAAP Financial Measures” of this MD&A for additional information.



**Net debt** – Refers to total long-term debt liabilities (including current portion) less cash, cash equivalents, and short- and long-term investments. Refer to section 7.2 “Net Debt” of this MD&A for a reconciliation of this capital management measure to the nearest measure under GAAP.

**Other** – In reference to passenger and cargo revenues, means revenues from flights with origins and destinations principally in Central and South America, the Caribbean and Mexico.

**Pacific** – In reference to passenger and cargo revenues, means revenues from flights that cross the Pacific Ocean with origins and destinations principally in Asia and Australia.

**Passenger load factor** – Refers to a measure of passenger capacity utilization derived by expressing Revenue Passenger Miles as a percentage of ASMs.

**Passenger revenue per available seat mile or PRASM** – Refers to average passenger revenue per ASM.

**Percentage point (pp)** – Refers to a measure for the arithmetic difference of two percentages.

**Revenue passenger miles or RPMs** – Refers to a measure of passenger traffic calculated by multiplying the total number of revenue passengers carried by the miles they are carried.

**Seats dispatched** – Refers to the number of seats on non-stop flights. A non-stop flight refers to a single takeoff and landing.

**Yield** – Refers to average passenger revenue per RPM.