Quarterly Report

empire COMPANY LIMITED

For the Second Quarter and Year-to-Date ended November 5, 2022

QUARTERLY REPORT TO SHAREHOLDERS

Empire Company Limited ("Empire" or the "Company") is a Canadian company headquartered in Stellarton, Nova Scotia. Empire's key businesses are food retailing and related real estate. With approximately $30.8 billion in annual sales and $16.7 billion in assets, Empire and its subsidiaries, franchisees and affiliates employ approximately 130,000 people.

The Company operates and reports on two business segments: (i) Food retailing and (ii) Investments and other operations. Empire's food retailing segment is carried out through its wholly-owned subsidiary, Sobeys Inc. ("Sobeys"), which as of November 5, 2022, owns, affiliates or franchises more than 1,600 stores in all 10 provinces under retail banners that include Sobeys, Safeway, IGA, Foodland, FreshCo, Thrifty Foods, Farm Boy, Longo's and Lawtons Drugs, and operates grocery e-commerce under banners Voilà by Sobeys, Grocery Gateway, IGA.net and ThriftyFoods.com, and more than 350 retail fuel locations. Investments and other operations segment, which as of November 5, 2022, included: (i) a 41.5% equity accounted interest in Crombie Real Estate Investment Trust ("Crombie REIT"), an Ontario registered, unincorporated, open-ended real estate investment trust. Crombie REIT is one of the country's leading national retail property landlords with a strategy to own, operate and develop a portfolio of high-quality grocery and drug store anchored shopping centres, freestanding stores and mixed-use developments primarily in Canada's top urban and suburban markets; and ii) various equity accounted interests in real estate partnerships (collectively referred to as "Genstar"). Genstar is a residential property developer with operations in select markets in Ontario, Western Canada and the United States.

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Copies of this report are available on the Company's website (www.empireco.ca) or by contacting Investor Relations at (902) 752-8371. A copy has also been filed on SEDAR.

The Company provided additional details concerning its second quarter results in a conference call held on Thursday, December 15, 2022. Replay of the call is available on the Company's website (www.empireco.ca).

Forward-Looking Statements

This document contains forward-looking statements which are presented for the purpose of assisting the reader to contextualize the Company's financial position and understand management's expectations regarding the Company's strategic priorities, objectives and plans. These forward-looking statements may not be appropriate for other purposes. Forward-looking statements are identified by words or phrases such as "anticipates", "expects", "believes", "estimates", "intends", "could", "may", "plans", "predicts", "projects", "will", "would", "foresees" and other similar expressions or the negative of these terms.

For additional information and a caution on the use of forward-looking information, see the section in the Management's Discussion and Analysis ("MD&A") entitled "Forward-Looking Information".

LETTER TO SHAREHOLDERS

Empire Reports Fiscal 2023 Second Quarter Results

Second Quarter Summary:

- Earnings per share of $0.73 compared to $0.66 last year
- Same-store sales, excluding fuel, increased by 3.1%
- Gross margin, excluding fuel, increased by 58 basis points
- Project Horizon strategy on track
- Scene+ now launched in Atlantic Canada, Western Canada and Ontario
- All retail fuel sites in Western Canada to be sold for approximately $100 million

Stellarton, NS – Empire Company Limited ("Empire" or the "Company") (TSX: EMP.A) today announced its financial results for the second quarter ended November 5, 2022. For the quarter, the Company recorded net earnings of $189.9 million ($0.73 per share) compared to $175.4 million ($0.66 per share) last year, an increase of 8.3%.

The Company declared a quarterly dividend of $0.165 per share on both the Non-Voting Class A shares and the Class B common shares that will be payable on January 31, 2023 to shareholders of record on January 13, 2023. These dividends are eligible dividends as defined for the purposes of the Income Tax Act (Canada) and applicable provincial legislation.

Our team put up another solid quarter with improved same-store sales of 3.1%, including double-digit growth for Voilà. Despite a persistent inflationary environment, the fundamentals of our business remain strong. The continued momentum and solid performance seen across our Full Service and Discount banners are a direct result of our Project Horizon initiatives.

The Company is also announcing today a definitive agreement to sell all 56 retail fuel sites in Western Canada to Canadian Mobility Services Limited (CMS), a wholly owned subsidiary of Shell Canada for approximately $100 million in cash. As part of the sale agreement, CMS will offer employment to all non-union employees within the scope of the transaction including employees currently working at these sites. CMS will voluntarily recognize the unions representing unionized workers of these sites and all unionized workers will transfer to CMS upon the closing of the transaction. Closing of the transaction is subject to customary conditions, including regulatory approvals. Empire expects the transaction to close in the first quarter of fiscal 2024. Proceeds from the sale will be used by Empire for general corporate purposes.

Sincerely,

(Signed) "*Michael Medline*"

Michael Medline
President and Chief Executive Officer
December 15, 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SECOND QUARTER AND YEAR-TO-DATE ENDED NOVEMBER 5, 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following is Management's Discussion and Analysis ("MD&A") of the consolidated financial results of Empire Company Limited ("Empire" or the "Company") (TSX: EMP.A) and its subsidiaries, including wholly-owned Sobeys Inc. ("Sobeys") for the second quarter and year-to-date ended November 5, 2022 compared to the second quarter and year-to-date ended October 30, 2021. The MD&A should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements and notes thereto for the second quarter and year-to-date ended November 5, 2022 and the audited annual consolidated financial statements and the related MD&A for the fiscal year ended May 7, 2022. Additional information about the Company can be found on SEDAR at www.sedar.com or on the Company's website at www.empireco.ca.

The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim financial reporting" as issued by the International Accounting Standards Board ("IASB") and are reported in Canadian dollars. The unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended May 7, 2022, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB. The unaudited interim condensed consolidated financial statements include the accounts of Empire and its subsidiaries and structured entities which the Company is required to consolidate.

The information contained in this MD&A is current to December 14, 2022 unless otherwise noted. There have been no material changes to disclosures as contained in the "Critical Accounting Estimates", "Contingencies" or "Risk Management" sections of the Company's MD&A for the fiscal year ended May 7, 2022 other than as noted in this MD&A.

FORWARD-LOOKING INFORMATION

This document contains forward-looking statements which are presented for the purpose of assisting the reader to contextualize the Company's financial position and understand management's expectations regarding the Company's strategic priorities, objectives and plans. These forward-looking statements may not be appropriate for other purposes. Forward-looking statements are identified by words or phrases such as "anticipates", "expects", "believes", "estimates", "intends", "could", "may", "plans", "predicts", "projects", "will", "would", "foresees" and other similar expressions or the negative of these terms.

These forward-looking statements include, but are not limited to, the following items:

- Management's expectations regarding the scope and impact of the Cybersecurity Event (as defined under the heading "Business Update – Cybersecurity Event"), including the level of disruption, the estimate of the impact on its financial results and the timing for complete rectification. These statements and expectations may be impacted by several factors including the nature and timing of the insurance outcome, availability of resources, continued analysis of the systems and the disruptions being experienced, effectiveness of workaround processes and the time required to remove workaround processes;

- The Company's expectations regarding the financial impact and benefits of Project Horizon and its underlying initiatives, which could be impacted by several factors, including the time required by the Company to complete the initiatives and the effects of inflationary pressures;

- The FreshCo expansion in Western Canada and Farm Boy expansion in Ontario, including the Company's expectations regarding future operating results and profitability, the amount and timing of expenses, the projected number of store openings, and the location, feasibility and timing of construction, all of which may be impacted by construction schedules and permits, the economic environment and labour relations;

- The Company's plans to further grow sales and profitability of its Own Brands, which may be impacted by future operating costs and customer response;

- The Company's expectations for net earnings dilution for the Voilà program for fiscal 2023, which may be impacted by future operating and capital costs, customer response and the performance of its technology provider, Ocado Group plc ("Ocado");
- The Company's expectation of the impacts of cost inflationary pressures, which may be impacted by supplier relationships and negotiations and the macro-economic environment;
- The Company's expectation that labour shortages will not have further significant impact on supply chain challenges, which may be impacted by labour force availability;
- The Company's expectations regarding the amount and timing of expenses relating to the completion of any future Customer Fulfilment Centres ("CFC"), which may be impacted by supply of materials and equipment, construction schedules and capacity of construction contractors;
- The Company's expectations that fiscal 2023 will achieve growth of same-store sales, which may be impacted by the effects of inflationary pressures on consumer buying behaviours;
- The Company's estimates regarding future capital expenditures, which may be impacted by operating results and impacts of the economic environment;
- The Company's expected contributions to its registered defined benefit plans, which could be impacted by fluctuations in capital markets;
- The Company's expectation that its cash and cash equivalents on hand, together with unutilized aggregate credit facilities and cash generated from operating activities will enable the Company to fund future capital investments, pension plan contributions, working capital, current funded debt obligations and ongoing business requirements, and its belief that it has sufficient funding in place to meet these requirements and other short and long-term obligations, all of which could be impacted by changes in the economic environment;
- The Company's plans to purchase for cancellation Non-Voting Class A shares under the normal course issuer bid, which may be impacted by market and economic conditions, availability of sellers, changes in laws and regulations, and the results of operations; and
- The Company's expectations on the timing of the disposition of all 56 retail fuel sites, which may be impacted by regulatory approval and closing conditions.

By its nature, forward-looking information requires the Company to make assumptions and is subject to inherent risks, uncertainties and other factors which may cause actual results to differ materially from forward-looking statements made. For more information on risks, uncertainties and assumptions that may impact the Company's forward-looking statements, please refer to the Company's materials filed with the Canadian securities regulatory authorities, including the "Risk Management" section of the fiscal 2022 annual MD&A.

Although the Company believes the predictions, forecasts, expectations or conclusions reflected in the forward-looking information are reasonable, it can provide no assurance that such matters will prove correct. Readers are urged to consider the risks, uncertainties and assumptions carefully in evaluating the forward-looking information and are cautioned not to place undue reliance on such forward-looking information. The forward-looking information in this document reflects the Company's current expectations and is subject to change. The Company does not undertake to update any forward-looking statements that may be made by or on behalf of the Company other than as required by applicable securities laws.

OVERVIEW OF THE BUSINESS

Empire's key businesses and financial results are segmented into two reportable segments: (i) Food retailing; and (ii) Investments and other operations. With approximately $30.8 billion in annual sales and $16.7 billion in assets, Empire and its subsidiaries, franchisees and affiliates employ approximately 130,000 people.

Empire's Food retailing segment is carried out through Sobeys, a wholly-owned subsidiary. Proudly Canadian, with headquarters in Stellarton, Nova Scotia, Sobeys has been serving the food shopping needs of Canadians since 1907. Sobeys owns, affiliates or franchises more than 1,600 stores in all 10 provinces under retail banners that include Sobeys, Safeway, IGA, Foodland, FreshCo, Thrifty Foods, Farm Boy, Longo's and Lawtons Drugs, operates grocery e-commerce under the banners Voilà, Grocery Gateway, IGA.net and ThriftyFoods.com, and operates more than 350 retail fuel locations.

Company Strategy

In the first quarter of fiscal 2021, the Company launched Project Horizon, a three-year strategy focused on core business expansion and the acceleration of e-commerce. In its third and final year, the Company remains on track to achieve an incremental $500 million in annualized EBITDA and an improvement in EBITDA margin of 100 basis points by fiscal 2023 by growing market share and building on cost and margin discipline. The Company expects to generate a compound average growth rate in earnings per share of at least 15% over Project Horizon's three-year timeframe.

In fiscal 2021, Project Horizon benefits were achieved from the expansion and renovation of the Company's store network, the addition of new stores, improvement in store operations and merchandising from data analytics along with continued efficiencies gained through strategic sourcing initiatives.

In fiscal 2022, benefits were achieved from promotional optimization and data analytics, the continued expansion and renovation of the store network, and strategic sourcing efficiencies. Benefits achieved in fiscal 2021 and fiscal 2022 were partially offset by the planned investment in the Company's e-commerce network.

These initiatives continue to deliver benefits in fiscal 2023. Additional benefits are expected from strategic initiatives launched more recently as part of Project Horizon, including *Scene+,* the Company's new loyalty program. In August 2022, *Scene+* was successfully launched in Atlantic Canada followed by Western Canada in September 2022 and Ontario in November 2022. Additional regional launches in most of the Company's banners are planned across Canada by late fiscal 2023. Project Horizon initiatives focused on loyalty, store optimization and customer experience will largely provide financial benefits in fiscal 2024 and beyond.

Growth in Market Share

Growth in market share is expected from supporting and investing further in the store network, improving store productivity, scaling grocery e-commerce, growing the Own Brands portfolio, providing best-in-class personalization, continuing the expansion of the discount business in Western Canada and increasing the Farm Boy footprint in Ontario. These initiatives are all part of the Project Horizon strategic plan. The acquisition of Longo's, which occurred in the first quarter of fiscal 2022, further added to the growth in market share.

Invest in the Company's Store Network

The Company has accelerated investments in renovations and conversions, store processes, communications, training, technology and tools. These continuing investments, coupled with refreshed brand marketing strategies and the expansion of the Farm Boy and FreshCo banners, are reflected in the Company's capital spending over the Project Horizon timeframe. See the "Capital Expenditures" section of this MD&A for further details.

Improve Store Productivity

The Company began building the foundation of its advanced analytics capabilities a few years ago. Analytics will continue to drive improvements in customer facing elements such as store layouts, customer promotions and availability of product on shelf. These new advanced analytics capabilities enable the Company to further improve customer experience by optimizing category and product adjacencies and to tailor its assortment for each store format.

Win Canadian Grocery E-Commerce

The first CFC in Toronto, Ontario has been operating for over two years and the second CFC, located in Montreal, began delivering to customers on March 7, 2022. The third and fourth CFCs located in Calgary and the Greater Vancouver Area ("Vancouver"), respectively, are in different stages of development. In September 2020, the Company introduced its store pick solution at select store locations and has expanded to 98 stores nationally in areas where CFCs will not deliver or are not yet operating. The Company has an e-commerce option available for customers in every province.

Grow the Company's Own Brands Portfolio

The Company has improved its Own Brands positioning and branding. The Company reviews the specific role of Own Brands in each category and determines which categories and banners to expand based on consumer needs. Working closely with its supplier partners, the Company plans to further grow sales and profitability of its Own Brands portfolio through increased distribution, shelf placement, product innovation and cost of goods sold reduction.

Provide Best-in-Class Customer Personalization

The Company is investing in analytics and technology to better identify customer preferences and to support direct, personalized communication – evolving from mass communications to personalized connections with its customers. The goal is to deploy world-class, personalized communications and offers to inspire customers and improve the experience and relevance of promotions.

The Company has developed a next generation recommendation engine for one-to-one, machine learning powered personalization at scale. This engine was previously piloted and has been re-launched as part of the *Scene+* rollout. The recommendation engine is delivering positive early results, specifically improved customer engagement and offer relevancy. The targeting algorithms will continue to improve over time, driving progressively better performance and results.

In June 2022, the Company unveiled a new loyalty strategy through *Scene+*, one of Canada's leading loyalty programs. Along with Scotiabank and Cineplex, the Company is now a co-owner of *Scene+.* In August 2022, the new loyalty program was successfully launched in Atlantic Canada followed by Western Canada in September and Ontario in November. This marks the first time a loyalty program has been offered in FreshCo and Chalo stores. Additional regional launches in most of the Company's banners will occur by late fiscal 2023. AIR MILES® collectors will continue to earn and redeem in the Company's stores until the new *Scene+* program is available.

Building on Cost and Margin Discipline

The Company has significantly improved its efficiency and cost competitiveness through sourcing efficiencies, investing in analytics to improve the customer value proposition, optimizing supply chain productivity and improving systems and processes. Further opportunity still remains to remove non-value added costs and optimize margins.

Drive Non-Merchandising Sourcing Efficiencies

The strategic sourcing team continues to build additional efficiencies and cost reductions in indirect expenditures.

Continue to Build Merchandising Sourcing Efficiencies

The Company continues to invest in advanced data analytics to support its category planning process. Merchants work with both national brand and private brand suppliers to capture gains identified through category-by-category reviews, while continuing to partner with suppliers on new opportunities to ensure the Company brings the best value and offers to its customers. The Company's national sourcing team, with centralized sourcing responsibilities, continues to navigate inflationary pressures and supply chain disruptions, allowing merchants to focus on delivering value to the Company's customers.

Invest in Best-in-Class Analytics to Improve Customer Value Proposition

Advanced analytics tools are helping the Company shift investments to the products customers care most about, with the goal of improving value for customers. These tools are being leveraged nationally by category merchants across all formats to improve the Company's effectiveness of promotions. The promotional optimization initiative – a partnership between the advanced analytics team and category merchants – began to show benefits in margins during fiscal 2021. Continued refinement of the advanced analytics tools drove further improvements in fiscal 2022 and continue to do so in fiscal 2023.

Optimize Supply Chain Productivity

The Company continues to optimize its supply chain and logistics networks and consolidate certain procurement processes. During fiscal 2021, the Company consolidated two distribution centres in Quebec into one facility and opened a new distribution centre in British Columbia ("B.C.") which consolidated three distribution centres into one facility. These consolidations increased capacity and efficiency in the network.

Improve System and Process

By leveraging technology to improve systems and process, the Company has further opportunities to generate efficiencies and cost reductions in its support functions and improve its service to stores.

Business Updates

Cybersecurity Event

On November 4, Empire experienced some IT system issues related to a cybersecurity event (the "Cybersecurity Event"). Upon discovery, the Company immediately activated its incident response and business continuity plans, including the engagement of world-class experts, isolated the source and implemented measures to prevent further spread. The impact of the Cybersecurity Event on Empire's second quarter results was not material. Based on the initial assessment, the Company does not anticipate that the Cybersecurity Event will have a material impact on the Company's fiscal 2023 annual results.

Empire has been able to operate its retail network with little disruption and no disruption to the supply chain. This Cybersecurity Event and the precautionary response caused some temporary problems. For example, pharmacy services were shut down for four days while some in-store services, such as self checkouts, gift cards and redemption of *Scene+* points were impacted for approximately one week. Other than this, customers would have noticed very few changes to their normal shopping experience.

Empire's security teams, supplemented by leading cyber defense firms, worked to remediate this incident, implemented preventative measures, including proactively shutting certain systems down out of an abundance of caution, and took steps to supplement existing security monitoring, scanning and protective measures. During restoration efforts, the Company established certain workaround processes to ensure continuity of supply, costing and retail pricing. Empire continues to systematically bring information and administrative systems back online in a controlled, phased approach.

The Company takes the protection of personal information as critically important. The Company continues to investigate this matter and, if a conclusion is reached that applicable data has been removed from the Company's systems, the Company will take all required steps with privacy regulators and impacted individuals.

The Company has a multi-layered security approach involving cyber software tools, controls, policies, standards and procedures pertaining to security access, system development, change management and problem and incident management. This Cybersecurity Event has reinforced the importance of the investments already made in the cybersecurity area, as well as upcoming investments in the IT systems and people. Continuous enhancement of the Company's IT infrastructure will strengthen its defense against future such incidents.

The Company maintains a variety of insurance coverages, including cyber insurance. There may be a time lag between the incurrence of costs and confirmation of insurance proceeds. Empire estimates, based on available information, that the financial impact on fiscal 2023 annual net earnings will be approximately $25 million, net of insurance recoveries. This is considered a one-time item and it will be excluded from the Company's assessment of Project Horizon.

Farm Boy

The acquisition of Farm Boy on December 10, 2018 added 26 locations to the Company's Ontario store network with plans to double the store count in five years from the acquisition date, mainly in the Greater Toronto Area ("GTA"). The Company opened one new location during the second quarter of fiscal 2023. As at December 14, 2022, Farm Boy has 45 stores and the Company expects to open three additional Farm Boy stores by the end of fiscal 2023.

FreshCo

In fiscal 2018, the Company announced plans to expand its FreshCo discount format to Western Canada with expectations of converting up to 25% of the 255 Safeway and Sobeys full-service format stores in Western Canada to the FreshCo banner. The Company opened one FreshCo store in Alberta during the second quarter of fiscal 2023. As at December 14, 2022, FreshCo has 42 stores in Western Canada and the Company expects to open two additional FreshCo stores by the end of fiscal 2023.

Voilà

In fiscal 2021, the Company introduced its new e-commerce platform, Voilà, which is the future of online grocery home delivery in Canada. Voilà is powered by industry-leading technology provided by Ocado, through its automated CFCs. Robots assemble orders efficiently and safely, resulting in minimal product handling, while Voilà teammates deliver orders directly to customers' homes.

The Company will operate four CFCs across Canada. With these four CFCs, the supporting spokes and curbside pickup, the Company will be able to serve approximately 75% of Canadian households representing approximately 90% of Canadians' projected e-commerce spend. The first CFC in Toronto, Ontario began deliveries on June 22, 2020 and has been successfully operating for over two years.

The second CFC in Montreal began deliveries to customers on March 7, 2022, beginning with a phased transition of customers to Voilà par IGA from IGA.net. The rollout was completed in the first quarter of fiscal 2023 and Voilà par IGA now services over 100 municipalities from Gatineau to Montreal to Quebec City. The Montreal CFC is progressing well with increasing weekly order volume and strong customer experience metrics, including on-time delivery and fulfilment.

Crombie Real Estate Investment Trust ("Crombie REIT") completed the construction of the building for Voilà's third CFC in Calgary and has turned it over to Ocado to build the internal grid. The CFC will service the majority of Alberta, with deliveries expected to start in the first quarter of fiscal 2024.

On February 7, 2022, the Company announced that its fourth CFC will be located in Vancouver and will service customers in B.C. starting in calendar 2025.

In fiscal 2021, the Company launched Voilà curbside pickup, which currently services 98 stores in locations across Atlantic Canada, Ontario, Manitoba, Saskatchewan, Alberta and B.C. The curbside pickup solution is powered by Ocado technology and serves customers in areas where future CFCs will not, or are not yet, operating.

Voilà's future earnings will primarily be impacted by the rate of sales growth. Voilà's sales capture of the market continues to be strong. Management expects that Voilà's net earnings dilution for fiscal 2023 to be approximately the same as fiscal 2022.

In the second quarter of fiscal 2023, the Company's four e-commerce platforms experienced combined sales growth of 4.6% compared to the prior year. The increase is primarily driven by the continued growth of Voilà.

Longo's

On May 10, 2021, the Company, through a wholly-owned subsidiary, acquired 51% of Longo's, a long-standing, family-built network of specialty grocery stores in the GTA, and its Grocery Gateway e-commerce business. The purchase price of the transaction was $660.6 million. The Company acquired the business through the issuance of 3,187,348 Non-Voting Class A shares with a transaction date price of $129.6 million, cash of $196.6 million and a contingent note payable of $10.7 million.

After the fifth anniversary of the transaction, the Longo's 49% non-controlling shareholders have an option to sell up to a 12.25% interest in Longo's to Sobeys per annum, at a multiple applied to the last 12 months earnings before interest, taxes, depreciation and amortization. The multiple will vary depending on achievement of certain business results. If Longo's non-controlling shareholders exercise an option to sell, Sobeys will have a corresponding call option for the same percentage in the following year. After the tenth anniversary of the transaction, both Sobeys and Longo's have mutual put and call options for any remaining minority shares outstanding. A financial liability of $239.7 million was recognized at the date of acquisition which is remeasured at the end of each quarter.

Store Closure, Conversion and Lease Terminations

During the second quarter and year-to-date ended November 5, 2022, the Company recorded a recovery of $1.6 million and $0.6 million, respectively, in accrued store closure and conversion costs related to FreshCo conversions. For the second quarter and year-to-date ended October 30, 2021, the Company expensed $6.0 million and $12.3 million, respectively.

During the first quarter of fiscal 2022, the Company engaged in lease termination transactions which resulted in other income of $11.6 million.

Sustainable Business Reporting

Environmental, Social and Governance ("ESG") has deep roots in the Company's history, and the principles of ESG have been a part of the organization since the Company started 115 years ago.

The Company published its 2022 Sustainable Business Report in July 2022 which set bold, science-based emissions reduction targets in support of Canada's transition to a low-carbon economy. This is a significant step forward in the Company's plan to help combat climate change and is the latest step in the journey to commit and invest in sustainability. As part of the Company's sustainability commitments and corporate governance practices, the Company will launch a newly established Sustainable Business Council ("Council") in fiscal 2023. In conjunction with the Company's science-based targets (which are being validated by the Science-Based Targets initiative), the Council will ensure accurate reporting of carbon emissions for internal monitoring and external reporting.

The Company is focused on several initiatives as part of a continuing ESG journey such as working to remove plastics from the business, focusing on avoidable and hard-to-recycle plastics, expanding the Company's efforts to cultivate a fair, equitable and inclusive environment for all and embedding sustainable business mandates within the Company's performance management goals.

OUTLOOK

The Company continues to be well positioned to pursue growth and deliver on its Project Horizon targets despite the impacts of higher than normal inflation and supply chain challenges.

The industry continues to experience inflationary pressures, particularly related to cost of goods sold and fuel. Although it is difficult to estimate how long these pressures will last, the Company is focused on supplier relationships and negotiations to ensure competitive pricing for consumers.

The industry continues to experience supply chain challenges due to ongoing labour shortages. Although it is difficult to estimate the duration of these challenges, management remains focused on utilizing alternative sourcing options where necessary and does not expect significant adverse impacts to its supply chain.

The Company expects same-store sales will grow in fiscal 2023. For the second quarter of fiscal 2023, same-store sales growth excluding fuel was 3.1% compared to a decline of 1.3% in the same quarter last year and growth of 0.4% in the first quarter of fiscal 2023. Margins will continue to benefit from Project Horizon initiatives and other operating improvements in fiscal 2023. These benefits could be partially offset by the effect of sales mix changes between banners and the impact of higher fuel pricing.

The Company expects continued improvements in the results of Voilà's Toronto CFC as volumes increase and efficiencies improve. At the same time, Voilà will also incur additional costs as the Montreal CFC continues to ramp up and the Calgary and Vancouver CFCs are commissioned. The ramp up of the Montreal CFC is expected to have higher costs in the first half of fiscal 2023 with improving results in the remainder of the year. Future earnings will be primarily impacted by the rate of sales growth. The Company expects Voilà's fiscal 2023 net earnings dilution to be approximately the same as fiscal 2022.

The Company continues to expand its discount business in Western Canada with 42 stores now operating. Newer stores are improving efficiency at a faster rate than the early conversion stores as the business gains critical mass across each province. The Company expects to open two additional stores in Alberta in the remainder of fiscal 2023 for a total of 44 stores.

Management continues to expect to achieve its Project Horizon targets and that associated benefits will continue into fiscal 2024 and beyond, including initiatives launching in fiscal 2023 that are focused on loyalty, store optimization and customer experience.

Based on an initial assessment, management estimates the financial impact of the Cybersecurity Event on fiscal 2023 annual net earnings will be approximately $25 million, net of insurance recoveries.

SUMMARY RESULTS – SECOND QUARTER

($ in millions, except per share amounts)	13 Weeks Ended Nov. 5, 2022	13 Weeks Ended Oct. 30, 2021	$ Change	% Change	26 Weeks Ended Nov. 5, 2022	26 Weeks Ended Oct. 30, 2021	$ Change	% Change
Sales	**$ 7,642.8**	$ 7,318.3	$ 324.5	4.4%	**$ 15,580.4**	$ 14,944.3	$ 636.1	4.3%
Gross profit[1]	**1,955.2**	1,850.8	104.4	5.6%	**3,933.1**	3,763.0	170.1	4.5%
Operating income	**333.9**	327.9	6.0	1.8%	**678.0**	675.3	2.7	0.4%
EBITDA[1]	**584.2**	565.2	19.0	3.4%	**1,178.2**	1,147.1	31.1	2.7%
Finance costs, net	**65.0**	67.3	(2.3)	(3.4)%	**129.0**	134.1	(5.1)	(3.8)%
Income tax expense	**68.2**	68.3	(0.1)	(0.1)%	**140.0**	137.0	3.0	2.2%
Non-controlling interest	**10.8**	16.9	(6.1)	(36.1)%	**31.6**	40.3	(8.7)	(21.6)%
Net earnings[2]	**189.9**	175.4	14.5	8.3%	**377.4**	363.9	13.5	3.7%
Basic earnings per share								
Net earnings[2]	**$ 0.73**	$ 0.66			**$ 1.44**	$ 1.37		
Basic weighted average number of shares outstanding (in millions)	**260.1**	265.4			**261.2**	266.4		
Diluted earnings per share								
Net earnings[2]	**$ 0.73**	$ 0.66			**$ 1.44**	$ 1.36		
Diluted weighted average number of shares outstanding (in millions)	**260.6**	266.3			**261.9**	267.4		
Dividend per share	**$ 0.165**	$ 0.150			**$ 0.330**	$ 0.300		

	13 Weeks Ended Nov. 5, 2022	13 Weeks Ended Oct. 30, 2021	26 Weeks Ended Nov. 5, 2022	26 Weeks Ended Oct. 30, 2021
Gross margin[1]	**25.6%**	25.3%	**25.2%**	25.2%
EBITDA margin[1]	**7.6%**	7.7%	**7.6%**	7.7%
Same-store sales[1] growth	**3.9%**	0.4%	**3.5%**	0.0%
Same-store sales growth (decline), excluding fuel	**3.1%**	(1.3)%	**1.7%**	(1.8)%
Effective income tax rate	**25.4%**	26.2%	**25.5%**	25.3%

Food Retailing

The following is a review of Empire's Food retailing segment's financial performance for the second quarter and year-to-date.

($ in millions)	13 Weeks Ended Nov. 5, 2022	13 Weeks Ended Oct. 30, 2021	$ Change	% Change	26 Weeks Ended Nov. 5, 2022	26 Weeks Ended Oct. 30, 2021	$ Change	% Change
Sales	**$ 7,642.8**	$ 7,318.3	$ 324.5	4.4%	**$ 15,580.4**	$ 14,944.3	$ 636.1	4.3%
Gross profit	**1,955.2**	1,850.8	104.4	5.6%	**3,933.1**	3,763.0	170.1	4.5%
Operating income	**292.4**	305.4	(13.0)	(4.3)%	**623.3**	642.7	(19.4)	(3.0)%
EBITDA	**542.5**	542.7	(0.2)	(0.0)%	**1,123.2**	1,114.4	8.8	0.8%
Net earnings[2]	**158.0**	159.3	(1.3)	(0.8)%	**336.3**	338.8	(2.5)	(0.7)%

(1) See "Non-GAAP Financial Measures & Financial Metrics" section of this MD&A.
(2) Attributable to owners of the Company.

Empire Company Limited Operating Results

Sales

Sales for the quarter and year-to-date ended November 5, 2022 increased by 4.4% and 4.3%, respectively, primarily driven by increased fuel sales, higher food inflation and benefits from Project Horizon initiatives, including the expansion of FreshCo in Western Canada. Year-to-date this increase is partially offset by the impact of the novel coronavirus (“COVID-19” or “pandemic”) restrictions being in place for a portion of the first quarter of the prior year.

Gross Profit

Gross profit for the quarter and year-to-date ended November 5, 2022 increased by 5.6% and 4.5%, respectively, primarily as a result of benefits from Project Horizon initiatives (including the use of advanced analytical promotional optimization tools, Own Brands and the expansion of FreshCo, Voilà and Farm Boy).

Gross margin for the quarter increased to 25.6% from 25.3% in the prior year. Gross margin increased primarily as a result of benefits from Project Horizon initiatives, partially offset by the effect of higher fuel sales. Excluding the effect of fuel mix, gross margin was 58 basis points higher than prior year.

Year-to-date, gross margin of 25.2% remained consistent with the prior year. Gross margin was positively impacted by benefits from Project Horizon initiatives, offset by the effect of higher fuel sales. Excluding the effect of fuel mix, gross margin was 60 basis points higher than prior year.

Operating Income

	13 Weeks Ended		$	26 Weeks Ended		$
($ in millions)	**Nov. 5, 2022**	Oct. 30,	Change	**Nov. 5, 2022**	Oct. 30, 2021	Change
Food retailing	**$ 292.4**	$ 305.4	$ (13.0)	**$ 623.3**	$ 642.7	$ (19.4)
Investments and other operations:						
Crombie REIT	**35.2**	10.2	25.0	**47.9**	17.6	30.3
Genstar	**3.5**	12.5	(9.0)	**4.6**	18.4	(13.8)
Other operations, net of corporate expenses	**2.8**	(0.2)	3.0	**2.2**	(3.4)	5.6
	41.5	22.5	19.0	**54.7**	32.6	22.1
Operating income	**$ 333.9**	$ 327.9	$ 6.0	**$ 678.0**	$ 675.3	$ 2.7

For the quarter ended November 5, 2022, operating income from the Food retailing segment decreased mainly due to an increase in selling and administrative expenses, partially offset by higher sales and gross profit. Selling and administrative expenses increased primarily as a result of investments in Project Horizon initiatives (including the expansion of Voilà, Farm Boy and FreshCo), higher utility rates and higher depreciation.

Year-to-date, operating income from the Food retailing segment decreased mainly due to higher selling and administrative expense and a decrease in other income, partially offset by higher sales and gross profit. Selling and administrative expenses increased primarily as a result of investments in Project Horizon initiatives (including the expansion Voilà, FreshCo and Farm Boy) and higher depreciation. The decrease in other income was driven by lease termination income in the prior year.

Operating income from the Investments and other operations segment for the quarter and year-to-date ended November 5, 2022 increased primarily as a result of higher equity earnings from Crombie REIT mainly due to increased sales of properties, partially offset by lower equity earnings from Genstar as a result of higher property sales in the prior year.

EBITDA

For the quarter ended November 5, 2022, EBITDA increased to $584.2 million from $565.2 million in the prior year mainly as a result of the factors affecting operating income (which excludes the increase in depreciation). EBITDA margin decreased versus prior year to 7.6% from 7.7%.

Year-to-date, EBITDA increased to $1,178.2 million from $1,147.1 million in the prior year mainly as a result of the same factors affecting operating income (which excludes the increase in depreciation). EBITDA margin decreased versus prior year to 7.6% from 7.7%.

Finance Costs

For the quarter and year-to-date ended November 5, 2022, net finance costs decreased from the prior year as a result of lower debt levels due to the repayment of the $500.0 million Series 2013-2 Notes in the current year, partially offset by an increase in interest expense on lease liabilities and variable rate debt at higher interest rates in the current year.

Income Taxes

The effective income tax rate for the quarter ended November 5, 2022 was 25.4% compared to 26.2% in the same quarter last year. The effective tax rate for the quarter was lower than the statutory rate primarily due to capital items taxed at lower rates and investment tax credits. The effective tax rate for the same quarter last year was lower than the statutory rate primarily due to consolidated structured entities that are taxed at lower rates.

Year-to-date, the effective income tax rate was 25.5% compared to 25.3% last year. The effective tax rate for the year is lower than the statutory rate primarily due to capital items taxed at lower rates, investment tax credits and consolidated structured entities which are taxed at lower rates, offset by adjustments for book and tax differences. For the prior year, the effective tax rate was higher than the statutory rate primarily due to the revaluation of deferred tax assets and changes in estimated book and tax differences, partially offset by non-taxable capital items.

Net Earnings

	13 Weeks Ended		$	26 Weeks Ended		$
($ in millions, except per share amounts)	**Nov. 5, 2022**	Oct. 30, 2021	Change	**Nov. 5, 2022**	Oct. 30, 2021	Change
Net earnings[(1)]	**$ 189.9**	$ 175.4	$ 14.5	**$ 377.4**	$ 363.9	$ 13.5
EPS[(2)] (fully diluted)	**$ 0.73**	$ 0.66		**$ 1.44**	$ 1.36	
Diluted weighted average number of shares outstanding (in millions)	**260.6**	266.3		**261.9**	267.4	

(1) Attributable to owners of the Company.
(2) Earnings per share (“EPS”).

Investments and Other Operations

	13 Weeks Ended		$	26 Weeks Ended		$
($ in millions)	**Nov. 5, 2022**	Oct. 30, 2021	Change	**Nov. 5, 2022**	Oct. 30, 2021	Change
Crombie REIT	**$ 35.2**	$ 10.2	$ 25.0	**$ 47.9**	$ 17.6	$ 30.3
Genstar	**3.5**	12.5	(9.0)	**4.6**	18.4	(13.8)
Other operations, net of corporate expenses	**2.8**	(0.2)	3.0	**2.2**	(3.4)	5.6
	$ 41.5	$ 22.5	$ 19.0	**$ 54.7**	$ 32.6	$ 22.1

For the quarter and year-to-date ended November 5, 2022, income from Investments and other operations increased primarily as a result of higher equity earnings from Crombie REIT mainly due to increased sales of properties, partially offset by lower equity earnings from Genstar as a result of higher property sales in the prior year.

QUARTERLY RESULTS OF OPERATIONS

($ in millions, except per share amounts)	**Fiscal 2023 Q2 (13 Weeks) Nov. 5, 2022**	Fiscal 2022 Q1 (13 Weeks) Aug. 6, 2022	Fiscal 2022 Q4 (14 Weeks) May 7, 2022	Fiscal 2022 Q3 (13 Weeks) Jan. 29, 2022	Fiscal 2022 Q2 (13 Weeks) Oct. 30, 2021	Fiscal 2022 Q1 (13 Weeks) Jul. 31, 2021	Fiscal 2021 Q4 (13 Weeks) May 1, 2021	Fiscal 2021 Q3 (13 Weeks) Jan. 30, 2021
Sales	**$ 7,642.8**	$ 7,937.6	$ 7,840.8	$ 7,377.3	$ 7,318.3	$ 7,626.0	$ 6,920.0	$ 7,018.7
Operating income	**333.9**	344.1	333.6	354.8	327.9	347.4	295.0	320.4
EBITDA(1)	**584.2**	594.0	586.2	597.5	565.2	581.9	514.4	533.5
Net earnings(2)	**189.9**	187.5	178.5	203.4	175.4	188.5	171.9	176.3
Per share information, basic								
Net earnings(2)	**$ 0.73**	$ 0.72	$ 0.68	$ 0.77	$ 0.66	$ 0.71	$ 0.65	$ 0.66
Basic weighted average number of shares outstanding (in millions)	**260.1**	262.2	263.0	264.1	265.4	267.0	266.5	268.1
Per share information, diluted								
Net earnings(2)	**$ 0.73**	$ 0.71	$ 0.68	$ 0.77	$ 0.66	$ 0.70	$ 0.64	$ 0.66
Diluted weighted average number of shares outstanding (in millions)	**260.6**	263.0	264.0	264.9	266.3	268.1	267.6	269.1

(1) EBITDA is reconciled to net earnings for the current and comparable period in the "Non-GAAP Financial Measures & Financial Metrics" section of this MD&A.
(2) Attributable to owners of the Company.

For the last eight quarters, results have fluctuated due to the impacts of COVID-19 and the related shift in consumer shopping behaviour which led to fluctuations in sales during fiscal 2021 and fiscal 2022. With the easing of restrictions, sales began to stabilize in the fourth quarter of fiscal 2021 but continued to trend high and compare favourably to pre-pandemic levels. Results in the fourth quarter of fiscal 2022 were impacted by an additional week of operations. Beginning on May 10, 2021, the Company's results incorporate the results of Longo's.

Sales are affected by fluctuations in inflation. Results are affected by seasonality, in particular during the summer months and over the holidays when retail sales trend higher and can result in stronger operating results. Sales, operating income, EBITDA and net earnings have all been influenced by the Company's strategic investment activities, the competitive environment, cost management initiatives, food prices and general industry trends as well as other risk factors as outlined in the "Risk Management" section of the fiscal 2022 annual MD&A.

LIQUIDITY AND CAPITAL RESOURCES

The table below highlights significant cash flow components for the relevant periods. For additional detail, please refer to the condensed consolidated statements of cash flows in the Company's unaudited interim condensed consolidated financial statements for the quarter ended November 5, 2022.

	13 Weeks Ended		26 Weeks Ended	
($ in millions)	**Nov. 5, 2022**	Oct. 30, 2021	**Nov. 5, 2022**	Oct. 30, 2021
Cash flows from operating activities	**$ 275.9**	$ 459.1	**$ 662.6**	$ 883.7
Cash flows used in investing activities	**(202.2)**	(182.6)	**(376.2)**	(651.8)
Cash flows used in financing activities	**(78.2)**	(335.6)	**(731.7)**	(676.4)
Decrease in cash and cash equivalents	**$ (4.5)**	$ (59.1)	**$ (445.3)**	$ (444.5)

Operating Activities

Cash flows from operating activities for the second quarter of fiscal 2023 and year-to-date decreased versus prior year primarily as a result of unfavourable working capital changes and higher income taxes paid.

Investing Activities

The table below outlines details of investing activities for the relevant periods:

	13 Weeks Ended		26 Weeks Ended	
($ in millions)	**Nov. 5, 2022**	Oct. 30, 2021	**Nov. 5, 2022**	Oct. 30, 2021
Increase in investments	**$ (2.4)**	$ -	**$ (2.4)**	$ (41.5)
Acquisitions of property, equipment, investment property and intangibles	**(242.3)**	(178.6)	**(411.9)**	(393.6)
Proceeds on disposal of assets[(1)] and lease terminations	**14.6**	4.4	**17.3**	14.8
Leases and other receivables, net	**10.5**	0.8	**(1.5)**	(7.7)
Other assets and other long-term liabilities	**(0.1)**	(0.9)	**(4.7)**	(26.7)
Business acquisitions	**(3.7)**	(28.5)	**(16.1)**	(230.9)
Payments received for finance subleases	**20.9**	19.9	**41.8**	32.8
Interest received	**0.3**	0.3	**1.3**	1.0
Cash flows used in investing activities	**$ (202.2)**	$ (182.6)	**$ (376.2)**	$ (651.8)

(1) Proceeds on disposal of assets include property, equipment and investment property.

Cash used in investing activities for the second quarter of fiscal 2023 increased versus prior year primarily due to higher capital investments in the current year, partially offset by a decrease in business acquisitions compared to the prior year.

Year-to-date, cash used in investing activities decreased versus prior year as a result of the prior year acquisition of Longo's and prior year purchase of $41.5 million of Crombie REIT Class B Limited Partnership units ("Class B LP units"), partially offset by higher capital investments in the current year.

Capital Expenditures

The Company invested $254.7 million and $410.2 million in capital expenditures(1) for the quarter and year-to-date ended November 5, 2022, respectively (2022 – $188.6 million and $334.3 million) including renovations and construction of new stores, investments in advanced analytics technology and other technology systems, FreshCo stores in Western Canada and Voilà CFCs.

In fiscal 2023, capital spending is expected to be approximately $800 million, with approximately half of this investment allocated to renovations and new stores. The Company expects to open four FreshCo stores in Western Canada and expand the Farm Boy and Longo's footprint in Ontario by four and two stores, respectively. The Company will invest approximately 25% of its estimated capital expenditures on advanced analytics technology and other technology systems.

(1) Capital expenditures are calculated on an accrual basis and includes acquisitions of property, equipment and investment properties, and additions to intangibles.

Store Network Activity and Square Footage

The table below outlines details of investments by Sobeys in its store network:

	13 Weeks Ended		26 Weeks Ended	
# of stores	**Nov. 5, 2022**	Oct. 30, 2021	**Nov. 5, 2022**	Oct. 30, 2021
Opened/relocated/acquired(1)(2)	**1**	6	**6**	47
Rebannered/redeveloped	**-**	2	**1**	7
Closed(1)	**3**	9	**4**	14
Opened - FreshCo(3)	**1**	1	**2**	2
Closed - pending conversion to FreshCo(3)	**-**	-	**-**	1
Opened - Farm Boy	**1**	1	**1**	4

(1) Total impact excluding the expansion of Farm Boy and FreshCo.
(2) Includes 36 Longo's stores that were acquired in the first quarter of fiscal 2022.
(3) Specific to converted Western Canada FreshCo stores.

The following table shows changes in Sobeys' square footage:

	13 Weeks Ended	
Square feet (in thousands)	**Nov 5. 2022**	Oct. 30, 2021
Opened	**35**	101
Expanded	**18**	-
Closed	**(21)**	(78)
Net change before the impact of the expansion of Farm Boy and FreshCo	**32**	23
Opened - FreshCo(1)	**5**	81
Opened - Farm Boy	**28**	25
Net change	**65**	129

(1) Specific to converted Western Canada FreshCo stores, net of Safeway and Sobeys closures.

At November 5, 2022, Sobeys' retail space totalled 42.5 million square feet, a 1.7% increase compared to 41.8 million square feet at October 30, 2021.

Financing Activities

Cash used in financing activities for the quarter ended November 5, 2022 decreased versus prior year due to the advances on credit facilities, partially offset by the repurchase of common share.

Year-to-date, cash used in financing activities increased versus prior year due to the repayment of the $500.0 million Series 2013-2 Notes and increased payments of lease liabilities, partially offset by advances on credit facilities.

Free Cash Flow

Management uses free cash flow as a measure to assess the amount of cash available for debt repayment, dividend payments and other investing and financing activities.

	13 Weeks Ended		$	26 Weeks Ended		$
($ in millions)	**Nov. 5, 2022**	Oct. 30, 2021	Change	**Nov. 5, 2022**	Oct. 30, 2021	Change
Cash flows from operating activities	**$ 275.9**	$ 459.1	$ (183.2)	**$ 662.6**	$ 883.7	$ (221.1)
Add: proceeds on disposal of assets[1] and lease terminations	**14.6**	4.4	10.2	**17.3**	14.8	2.5
Less: interest paid	**(13.7)**	(21.2)	7.5	**(38.3)**	(28.1)	(10.2)
payments of lease liabilities, net of payments received for finance subleases	**(161.5)**	(155.4)	(6.1)	**(325.4)**	(259.9)	(65.5)
acquisitions of property, equipment, investment property and intangibles	**(242.3)**	(178.6)	(63.7)	**(411.9)**	(393.6)	(18.3)
Free cash flow[2]	**$ (127.0)**	$ 108.3	$ (235.3)	**$ (95.7)**	$ 216.9	$ (312.6)

(1) Proceeds on disposal of assets include property, equipment and investment property.
(2) See "Non-GAAP Financial Measures & Financial Metrics" section of this MD&A.

Free cash flow for the quarter ended November 5, 2022 decreased versus prior year primarily as a result of a decrease in cash flows from operating activities and an increase in capital investments. The decrease in cash flows from operating activities is driven by unfavourable working capital changes and higher income taxes paid.

Year-to-date, free cash flow decreased versus prior year primarily as a result of a decrease in cash flows from operating activities and increased payments of lease liabilities, net of payments received for finance subleases. The decrease in cash flows from operating activities is driven by higher income taxes paid and unfavourable working capital changes.

Employee Future Benefit Obligations

For the quarter and year-to-date ended November 5, 2022, the Company contributed $2.3 million and $6.8 million, respectively (2022 – $4.2 million and $10.5 million) to its registered defined benefit plans. The Company expects to contribute approximately $12.4 million to these plans in fiscal 2023.

CONSOLIDATED FINANCIAL CONDITION

Key Financial Condition Measures

($ in millions, except per share and ratio calculations)		**Nov. 5, 2022**		May 7, 2022		Oct. 30, 2021
Shareholders' equity, net of non-controlling interest	**$**	**5,161.5**	$	4,991.5	$	4,706.0
Book value per common share(1)	**$**	**19.84**	$	18.82	$	17.73
Long-term debt, including current portion	**$**	**1,120.9**	$	1,176.7	$	1,160.9
Long-term lease liabilities, including current portion	**$**	**6,255.4**	$	6,285.4	$	6,139.9
Funded debt to total capital(1)		**58.8%**		59.9%		59.3%
Funded debt to EBITDA(1)(2)		**3.1x**		3.2x		3.3x
EBITDA to interest expense(1)(3)		**8.6x**		8.3x		8.4x
Trailing four-quarter EBITDA	**$**	**2,361.9**	$	2,330.8	$	2,195.0
Trailing four-quarter interest expense	**$**	**274.7**	$	279.7	$	262.8
Current assets to current liabilities		**0.8x**		0.8x		0.8x
Total assets	**$**	**16,735.2**	$	16,593.6	$	15,980.6
Total non-current financial liabilities	**$**	**7,122.3**	$	7,220.0	$	7,595.4

(1) See "Non-GAAP Financial Measures & Financial Metrics" section of this MD&A.
(2) Calculation uses trailing four-quarter EBITDA.
(3) Calculation uses trailing four-quarter EBITDA and interest expense.

Sobeys' credit ratings remained unchanged from the prior quarter. The following table shows Sobeys' credit ratings as at December 14, 2022:

Rating Agency	Credit Rating (Issuer rating)	Trend/Outlook
DBRS Morningstar	BBB	Stable
S&P Global	BBB-	Stable

Pursuant to an agreement dated November 3, 2022, Empire amended and restated its senior, unsecured revolving term credit agreement extending the maturity date to November 4, 2027. The principal amount was reduced from $250.0 million to $150.0 million. As of November 5, 2022, the outstanding amount of this facility was $70.0 million (2022 – $10.7 million). Interest payable on this facility fluctuates with changes in the Canadian prime rate or bankers' acceptance rates.

Pursuant to an agreement dated November 3, 2022, Sobeys amended and restated its $650.0 million senior, unsecured revolving term credit agreement extending the maturity date to November 4, 2027. As of November 5, 2022, the outstanding amount of this facility was $413.2 million (2022 – $ nil) and Sobeys has issued $69.2 million in letters of credit against the facility (2022 – $65.3 million). Interest payable on this facility fluctuates with changes in the Canadian prime rate or bankers' acceptance rates.

The redemption of the 4.70% Series 2013-2 Notes due August 8, 2023, which was announced in the fourth quarter of fiscal 2022, was completed on June 2, 2022. The total redemption payment of $516.5 million included the remaining aggregate principal balance of $500.0 million and $16.5 million in accrued interest and prepayment costs.

Through the acquisition of Longo's on May 10, 2021, Sobeys acquired their existing $75.0 million demand operating line of credit. As of November 5, 2022, the outstanding amount of the facility was $31.3 million (2022 – $36.2 million). Interest payable on this facility fluctuates with changes in the Canadian prime rate.

The Company believes its cash and cash equivalents on hand as of November 5, 2022, together with approximately $291.3 million in unutilized, aggregate credit facilities and cash generated from operating activities will enable the Company to fund future capital investments, pension plan contributions, working capital, current funded debt obligations and ongoing business requirements. The Company also believes it has sufficient funding in place to meet these requirements and other short and long-term financial obligations. The Company mitigates potential liquidity risk by ensuring its sources of funds are diversified by term to maturity and source of credit.

Shareholders’ Equity

The Company’s share capital was comprised of the following on November 5, 2022:

	Number of Shares	
Authorized	**Nov. 5, 2022**	Oct. 30, 2021
2002 Preferred shares, par value of $25 each, issuable in series	**991,980,000**	991,980,000
Non-Voting Class A shares, without par value	**750,498,983**	757,133,657
Class B common shares, without par value, voting	**122,400,000**	122,400,000

	Number of Shares		Share Capital	
Issued and outstanding ($ in millions)	**Nov. 5, 2022**	Oct. 30, 2021	**Nov. 5, 2022**	Oct. 30, 2021
Non-Voting Class A shares	**160,486,539**	166,858,697	**$ 1,971.2**	$ 2,048.2
Class B common shares	**98,138,079**	98,138,079	**7.3**	7.3
Shares held in trust	**(11,327)**	(40,772)	**(0.2)**	(0.8)
Total			**$ 1,978.3**	$ 2,054.7

The Company’s share capital on November 5, 2022 compared to the same period in the previous fiscal year is shown in the table below:

	13 Weeks Ended	
(Number of shares)	**Nov. 5, 2022**	Oct. 30, 2021
Non-Voting Class A shares		
Issued and outstanding, beginning of period	**162,781,815**	167,315,905
Issued during period	**7,517**	122,059
Purchased for cancellation	**(2,302,793)**	(579,267)
Issued and outstanding, end of period	**160,486,539**	166,858,697
Shares held in trust, beginning of period	**(39,211)**	(46,576)
Issued for future settlement of equity settled plans	**27,938**	5,853
Purchased for future settlement of equity settled plans	**(54)**	(49)
Shares held in trust, end of period	**(11,327)**	(40,772)
Issued and outstanding, net of shares held in trust, end of period	**160,475,212**	166,817,925
Class B common shares		
Issued and outstanding, beginning and end of period	**98,138,079**	98,138,079

During the second quarter and year-to-date ended November 5, 2022, the Company paid common dividends of $42.7 million and $85.8 million, respectively, (October 30, 2021 – $39.8 million and $79.7 million) to its common shareholders. This represents a payment of $0.165 and $0.330 per share (October 30, 2021 – $0.150 and $0.300 per share) for common shareholders.

As at December 13, 2022, the Company had Non-Voting Class A and Class B common shares outstanding of 160,279,439 and 98,138,079, respectively. Options to acquire 4,345,041 Non-Voting Class A shares were outstanding as of November 5, 2022 (October 30, 2021 – 5,027,219). As at December 13, 2022, options to acquire 4,461,270 Non-Voting Class A shares were outstanding (December 7, 2021 – 4,465,946).

Normal Course Issuer Bid ("NCIB")

On June 22, 2021, the Company renewed its NCIB by filing a notice of intention with the Toronto Stock Exchange ("TSX") to purchase for cancellation up to 8,468,408 Non-Voting Class A shares ("Class A shares") representing 5.0% of the 169,368,174 Class A shares outstanding. As at July 1, 2022, under this filing, the Company purchased 5,659,764 (July 1, 2021 – 6,063,806) Class A shares at a weighted average price of $39.11 (July 1, 2021 – $38.00) for a total consideration of $221.3 million (July 1, 2021 – $230.4 million).

On June 21, 2022, the Company renewed its NCIB by filing a notice of intention with the TSX to purchase for cancellation up to 10,500,000 Class A shares representing 7.0% of the public float of 150,258,764 Class A shares outstanding as of June 17, 2022. The purchases will be made through the facilities of the TSX and/or any alternative Canadian trading systems to the extent they are eligible. The price that the Company will pay for any such shares will be the market price at the time of acquisition. The Company believes that repurchasing shares at the prevailing market prices from time to time is a worthwhile use of funds and in the best interest of the Company and its shareholders. The NCIB expires on July 1, 2023.

Shares purchased during the quarter and year-to-date ended November 5, 2022 compared to the same periods of the previous fiscal year are shown in the table below:

	13 Weeks Ended		26 Weeks Ended	
($ in millions, except per share amounts)	**Nov. 5, 2022**	Oct. 30, 2021	**Nov. 5, 2022**	Oct. 30, 2021
Number of shares	**2,302,793**	579,267	**4,106,040**	3,850,349
Weighted average price per share	**$ 36.98**	$ 38.56	**$ 38.42**	$ 39.56
Cash consideration paid	**$ 85.1**	$ 22.3	**$ 157.7**	$ 152.3

The Company engages in an automatic share purchase plan with its designated broker allowing the purchases of Class A shares for cancellation under its NCIB program during trading black-out periods.

Including purchases made subsequent to the end of the quarter, as at December 13, 2022, the Company has purchased 4,423,140 Class A shares (December 7, 2021 – 4,831,765) at a weighted average price of $38.20 (December 7, 2021 – $39.25) for a total consideration of $169.0 million (December 7, 2021 – $189.6 million).

ACCOUNTING STANDARDS AND POLICIES

The unaudited interim condensed consolidated financial statements were prepared using the same accounting policies as disclosed in the Company's annual consolidated financial statements for the year ended May 7, 2022, with the exception of the following:

Customer Loyalty Programs

Sobeys has implemented the *Scene+* loyalty program in certain geographic regions and banners. AIR MILES® collectors continue to earn and redeem points in Sobeys stores until the new *Scene+* program is available in that region. *Scene+* points are earned by Sobeys customers based on purchases in store and online. Sobeys pays a per point fee under the terms of the *Scene+* joint venture agreement. The cost of points is recorded as a reduction of revenue.

Changes to Accounting Standards Adopted During Fiscal 2023

In May 2020, the IASB issued a package of narrow-scope amendments to three standards (IFRS 3, "Business Combinations"; IAS 16, "Property, Plant and Equipment"; and IAS 37, "Provisions, Contingent Liabilities and Contingent Assets") as well as the IASB's Annual Improvements to IFRS Standards 2018 – 2020. These amendments to existing IFRS standards are to clarify guidance and wording, or to correct for relatively minor unintended consequences, conflicts or oversights. These amendments became effective for annual periods beginning on or after January 1, 2022. There was no material impact on the Company's financial statements.

Standards, Amendments and Interpretations Issued but not yet Adopted

In October 2022, the IASB issued Non-current Liabilities with Covenants (Amendments to IAS 1, "Presentation of Financial Statements") to clarify that covenants to be complied with after the reporting date for an entity's right to defer settlement of a liability does not affect the classification of the liability as current or non-current at the reporting date. These amendments aim to improve information an entity provides with regards to the covenants through additional disclosures. These amendments are effective for annual reporting periods beginning on or after January 1, 2024, with early adoption permitted. The Company is assessing the potential impact of these targeted amendments.

In September 2022, the IASB issued amendments to IFRS 16, "Leases". These amendments clarify how a seller-lessee subsequently measures the lease liability that arises from a sale and leaseback transaction, the seller-lessee determines "lease payments" and "revised lease payments" in a way that does not result in the seller-lessee recognizing any amount of the gain or loss that relates to the right of use it retains. These amendments only apply to sale and leaseback transactions for which the lease payments include variable lease payments that do not depend on an index or a rate. The amendment is effective for annual reporting periods beginning on or after January 1, 2024 with early adoption permitted. The Company expects no impact from these amendments.

In May 2021, the IASB issued amendments to IAS 12, "Income Taxes". The amendments require deferred tax assets and liabilities to be recognized for transactions that result in both deductible and taxable temporary differences of the same amount at initial recognition. These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with early adoption permitted. The Company expects no material impact from these targeted amendments.

In January 2020, the IASB issued *Classification of Liabilities as Current or Non-Current (Amendments to IAS 1, "Presentation of Financial Statements")*. The narrow-scope amendment affects only the presentation of liabilities in the statement of financial position and not the amount or timing of recognition. Specifically, it clarifies:

- classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
- that "settlement" refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

These amendments are effective for annual periods beginning on or after January 1, 2024, with early adoption permitted. The Company is assessing the potential impact of this narrow-scope amendment.

Critical Accounting Estimates

Critical accounting estimates used by the Company's management are discussed in detail in the fiscal 2022 annual MD&A.

Internal Control Over Financial Reporting

Management of the Company, which includes the President & Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining Internal Control over Financial Reporting ("ICFR"), as that term is defined in National Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings". The control framework management used to design and assess the effectiveness of ICFR is "*Internal Control Integrated Framework (2013)*" published by the Committee of Sponsoring Organizations of the Treadway Commission.

There have been no changes in the Company's ICFR during the period beginning August 7, 2022 and ended November 5, 2022 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

RELATED PARTY TRANSACTIONS

The Company enters into related party transactions with Crombie REIT and key management personnel, including ongoing leases and property management agreements. As at November 5, 2022, the Company holds a 41.5% (October 30, 2021 – 41.5%) ownership interest in Crombie REIT and accounts for its investment using the equity method.

Crombie REIT has instituted a distribution reinvestment plan ("DRIP") whereby Canadian resident REIT unitholders may elect to automatically have their distributions reinvested in additional REIT units.The Company has enrolled in the DRIP to maintain its economic and voting interest in Crombie REIT.

During the period ended November 5, 2022, Crombie REIT disposed of a property to a third party. This transaction resulted in the reversal of a previously deferred pre-tax gain of $1.5 million which has been recognized in other income on the unaudited interim condensed consolidated statements of earnings.

During the period and year-to-date ended October 30, 2021, Sobeys, through wholly-owned subsidiaries, engaged in lease modification termination transactions with Crombie REIT. These transactions resulted in pre-tax gain of $ nil and $11.6 million respectively and have been recognized in other income on the unaudited interim condensed consolidated statements of earnings.

During the period ended July 31, 2021, Sobeys, through a wholly-owned subsidiary, sold and leased back a property to Crombie REIT for cash consideration of $4.7 million resulting in a pre-tax gain of $0.3 million which has been recognized in other income on the unaudited interim condensed consolidated statements of earnings.

On May 19, 2021, Crombie REIT announced it had closed a bought-deal public offering of units at a price of $16.60 per unit for aggregate proceeds of $100.0 million. Concurrent with the public offering, a wholly-owned subsidiary of the Company purchased, on a private placement basis, $41.5 million of Class B LP units to maintain a 41.5% ownership interest in Crombie REIT.

CONTINGENCIES

The Company is subject to claims and litigation arising out of the ordinary course of business operations. The Company's management does not consider the exposure to such litigation to be material.

In the ordinary course of business, the Company is subject to ongoing audits by tax authorities. While the Company believes that its tax filing positions are appropriate and supportable, from time to time certain matters are reviewed and challenged by the tax authorities.

RISK MANAGEMENT

Risk and uncertainties related to economic and industry factors and the Company's management of risk are discussed in detail in the fiscal 2022 annual MD&A, including risks relating to information management, cybersecurity and data protection on page 34 of the fiscal 2022 annual MD&A.

On November 4, 2022, Empire experienced some IT system issues related to the Cybersecurity Event. For information on this Cybersecurity Event, please refer to the section of this MD&A entitled "Business Update – Cybersecurity Event". The Cybersecurity Event has reinforced the importance of the investments already made as well as upcoming investments in the cybersecurity area, recognizing the current heightened environment, the prevalence of global attacks and the growing sophistication of threat actors.

SUBSEQUENT EVENT

On December 13, 2022, Empire signed a definitive agreement between a wholly owned subsidiary of Sobeys and Canadian Mobility Services Limited, a wholly owned subsidiary of Shell Canada to sell all 56 retail fuel sites in Western Canada for approximately $100.0 million. Closing of the transaction is subject to customary conditions, including regulatory approvals. The Company expects the transaction to close in the first quarter of fiscal 2024.

DESIGNATION FOR ELIGIBLE DIVIDENDS

"Eligible dividends" receive favourable treatment for income tax purposes. To be considered an eligible dividend, a dividend must be designated as such at the time of payment.

Empire has, in accordance with the administrative position of CRA, included the appropriate language on its website to designate the dividends paid by Empire as eligible dividends unless otherwise designated.

NON-GAAP FINANCIAL MEASURES & FINANCIAL METRICS

There are measures and metrics included in this MD&A that do not have a standardized meaning under generally accepted accounting principles ("GAAP") and therefore may not be comparable to similarly titled measures and metrics presented by other publicly traded companies. Management believes that certain of these measures and metrics, including gross profit and EBITDA, are important indicators of the Company's ability to generate liquidity through operating cash flow to fund future working capital requirements, service outstanding debt and fund future capital expenditures and uses these metrics for these purposes.

Financial Measures

The intent of non-GAAP financial measures is to provide additional useful information to investors and analysts. Non-GAAP financial measures should not be considered in isolation or used as a substitute for measures of performance prepared in accordance with GAAP. The Company's definitions of the non-GAAP terms included in this MD&A are as follows:

- Gross profit is calculated as sales less cost of sales. Management believes cost of sales is a useful metric to monitor profitability on a product-level basis. Gross profit represents a supplementary metric to assess underlying operating performance and profitability.

- Earnings before interest, taxes, depreciation and amortization ("EBITDA") is calculated as net earnings before finance costs (net of finance income), income tax expense, depreciation and amortization of intangibles. Management believes EBITDA represents a supplementary metric to assess profitability and measure the Company's underlying ability to generate liquidity through operating cash flows.

The following table reconciles net earnings to EBITDA:

	13 Weeks Ended		26 Weeks Ended	
($ in millions)	**Nov. 5, 2022**	Oct. 30, 2021	**Nov. 5, 2022**	Oct. 30, 2021
Net earnings	**$ 200.7**	$ 192.3	**$ 409.0**	$ 404.2
Income tax expense	**68.2**	68.3	**140.0**	137.0
Finance costs, net	**65.0**	67.3	**129.0**	134.1
Operating income	**333.9**	327.9	**678.0**	675.3
Depreciation	**224.5**	215.6	**449.4**	429.1
Amortization of intangibles	**25.8**	21.7	**50.8**	42.7
EBITDA	**$ 584.2**	$ 565.2	**$ 1,178.2**	$ 1,147.1

- Management calculates interest expense as interest expense on financial liabilities measured at amortized cost and interest expense on lease liabilities. Management believes that interest expense represents a true measure of the Company's debt service expense, without the offsetting finance income.

The following table reconciles finance costs, net to interest expense:

	13 Weeks Ended		26 Weeks Ended	
($ in millions)	**Nov. 5, 2022**	Oct. 30, 2021	**Nov. 5, 2022**	Oct. 30, 2021
Finance costs, net	**$ 65.0**	$ 67.3	**$ 129.0**	$ 134.1
Plus: finance income, excluding interest income on lease receivables	**1.1**	0.9	**2.4**	2.8
Less: pension finance costs, net	**(2.3)**	(2.0)	**(4.0)**	(3.9)
Less: accretion expense on provisions	**(0.3)**	(0.5)	**(0.7)**	(1.3)
Interest expense	**$ 63.5**	$ 65.7	**$ 126.7**	$ 131.7

- Free cash flow is calculated as cash flows from operating activities, plus proceeds on disposal of property, equipment and investment property and lease terminations, less acquisitions of property, equipment, investment property and intangibles, interest paid and payments of lease liabilities, net of payments received from finance subleases. Management uses free cash flow as a measure to assess the amount of cash available for debt repayment, dividend payments and other investing and financing activities. Free cash flow is reconciled to GAAP measures as reported on the consolidated statements of cash flows, and is presented in the "Free Cash Flow" section of this MD&A.

- Funded debt is all interest-bearing debt, which includes bank loans, bankers' acceptances, long-term debt and long-term lease liabilities. Management believes that funded debt represents the most relevant indicator of the Company's total financial obligations on which interest payments are made.

- Total capital is calculated as funded debt plus shareholders' equity, net of non-controlling interest.

The following table reconciles the Company's funded debt and total capital to GAAP measures as reported on the balance sheets as at November 5, 2022, May 7, 2022 and October 30, 2021, respectively:

($ in millions)		**Nov. 5, 2022**		May 7, 2022		Oct. 30, 2021
Long-term debt due within one year	**$**	**532.3**	$	581.0	$	73.1
Long-term debt		**588.6**		595.7		1,087.8
Lease liabilities due within one year		**543.7**		509.5		566.5
Long-term lease liabilities		**5,711.7**		5,775.9		5,573.4
Funded debt	**$**	**7,376.3**	$	7,462.1	$	7,300.8
Total shareholders' equity, net of non-controlling interest		**5,161.5**		4,991.5		4,706.0
Total capital	**$**	**12,537.8**	$	12,453.6	$	12,006.8

Financial Metrics

The intent of the following non-GAAP financial metrics is to provide additional useful information to investors and analysts. Management uses financial metrics for decision-making, internal reporting, budgeting and forecasting. The Company's definitions of the metrics included in this MD&A are as follows:

- Same-store sales are sales from stores in the same location in both reporting periods. Management believes same-store sales represents a supplementary metric to assess sales trends as it removes the effect of the opening and closure of stores.

- Same-store sales, excluding fuel are sales from stores in the same location in both reporting periods excluding the fuel sales from stores in the same location in both reporting periods. Management believes same-store sales, excluding fuel represents a supplementary metric to assess sales trends as it removes the effect of the opening and closure of stores and the volatility of fuel prices.

- Gross margin is gross profit divided by sales. Management believes that gross margin is an important indicator of profitability and can help management, analysts and investors assess the competitive landscape and promotional environment of the industry in which the Company operates. An increasing percentage indicates lower cost of sales as a percentage of sales.

- EBITDA margin is EBITDA divided by sales. Management believes that EBITDA margin is an important indicator of performance and can help management, analysts and investors assess the competitive landscape, promotional environment and cost structure of the industry in which the Company operates. An increasing percentage indicates higher EBITDA as a percentage of sales.

- Funded debt to total capital ratio is funded debt divided by total capital. Management believes that the funded debt to total capital ratio represents a measure upon which the Company's changing capital structure can be analyzed over time. An increasing ratio would indicate that the Company is using an increasing amount of debt in its capital structure.

- Funded debt to EBITDA ratio is funded debt divided by trailing four-quarter EBITDA. Management uses this ratio to partially assess the financial condition of the Company. An increasing ratio would indicate that the Company is utilizing more debt per dollar of EBITDA generated.

- EBITDA to interest expense ratio is trailing four-quarter EBITDA divided by trailing four-quarter interest expense. Management uses this ratio to partially assess the coverage of its interest expense on financial obligations. An increasing ratio would indicate that the Company is generating more EBITDA per dollar of interest expense, resulting in greater interest coverage.

- Book value per common share is shareholders' equity, net of non-controlling interest, divided by total common shares outstanding.

The following table shows the calculation of Empire's book value per common share as at November 5, 2022, May 7, 2022 and October 30, 2021:

($ in millions, except per share information)		**Nov. 5, 2022**		May 7, 2022		Oct. 30, 2021
Shareholders' equity, net of non-controlling interest	**$**	**5,161.5**	$	4,991.5	$	4,706.0
Shares outstanding (basic)		**260.1**		265.2		265.4
Book value per common share	**$**	**19.84**	$	18.82	$	17.73

Additional financial information relating to Empire, including the Company's Annual Information Form, can be found on the Company's website www.empireco.ca or on the SEDAR website for Canadian regulatory filings at www.sedar.com.

Approved by Board of Directors: December 14, 2022
Stellarton, Nova Scotia, Canada

Empire Company Limited
Condensed Consolidated Balance Sheets
As At
Unaudited (in millions of Canadian dollars)

	November 5 2022	May 7 2022	October 30 2021
ASSETS			
Current			
Cash and cash equivalents	**$ 367.0**	$ 812.3	$ 446.0
Receivables	**832.5**	558.8	578.7
Inventories (Note 4)	**1,755.4**	1,591.5	1,570.9
Prepaid expenses	**140.0**	127.6	118.2
Leases and other receivables	**77.9**	73.8	100.8
Income taxes receivable	**77.4**	48.7	68.3
Assets held for sale	**-**	-	19.2
	3,250.2	3,212.7	2,902.1
Leases and other receivables	**519.2**	549.1	525.2
Investments, at equity (Note 5)	**688.7**	681.5	584.9
Other assets	**25.2**	21.7	22.9
Property and equipment	**3,207.0**	3,159.2	3,115.5
Right-of-use assets	**4,968.6**	4,999.7	4,862.4
Investment property	**169.9**	146.8	151.7
Intangibles	**1,413.0**	1,338.5	1,254.9
Goodwill	**2,067.7**	2,059.0	2,058.9
Deferred tax assets	**425.7**	425.4	502.1
	$ 16,735.2	$ 16,593.6	$ 15,980.6
LIABILITIES			
Current			
Accounts payable and accrued liabilities	**$ 3,126.9**	$ 2,988.9	$ 2,773.8
Income taxes payable	**76.3**	127.6	80.7
Provisions	**30.3**	32.7	50.3
Long-term debt due within one year (Note 6)	**532.3**	581.0	73.1
Lease liabilities due within one year	**543.7**	509.5	566.5
	4,309.5	4,239.7	3,544.4
Provisions	**43.7**	44.2	43.9
Long-term debt (Note 6)	**588.6**	595.7	1,087.8
Long-term lease liabilities	**5,711.7**	5,775.9	5,573.4
Other long-term liabilities	**359.2**	366.0	380.3
Employee future benefits	**152.3**	178.2	238.9
Deferred tax liabilities	**266.8**	260.0	271.1
	11,431.8	11,459.7	11,139.8
SHAREHOLDERS' EQUITY			
Capital stock (Note 7)	**1,978.3**	2,026.1	2,054.7
Contributed surplus	**41.0**	37.2	28.5
Retained earnings	**3,127.6**	2,914.2	2,608.3
Accumulated other comprehensive income	**14.6**	14.0	14.5
	5,161.5	4,991.5	4,706.0
Non-controlling interest	**141.9**	142.4	134.8
	5,303.4	5,133.9	4,840.8
	$ 16,735.2	$ 16,593.6	$ 15,980.6

See accompanying notes to the unaudited interim condensed consolidated financial statements.

On Behalf of the Board

(signed) *"James Dickson"*
Director

(signed) *"Michael Medline"*
Director

Empire Company Limited
Condensed Consolidated Statements of Earnings
Unaudited (in millions of Canadian dollars, except per share amounts)

	13 Weeks Ended		26 Weeks Ended	
	November 5 2022	**October 30 2021**	**November 5 2022**	**October 30 2021**
Sales	**$ 7,642.8**	$ 7,318.3	**$ 15,580.4**	$ 14,944.3
Other income (Note 8)	**8.2**	9.2	**12.5**	28.2
Share of earnings from investments, at equity	**38.9**	22.1	**52.3**	35.4
Operating expenses				
Cost of sales	**5,687.6**	5,467.5	**11,647.3**	11,181.3
Selling and administrative expenses	**1,668.4**	1,554.2	**3,319.9**	3,151.3
Operating income	**333.9**	327.9	**678.0**	675.3
Finance costs, net (Note 9)	**65.0**	67.3	**129.0**	134.1
Earnings before income taxes	**268.9**	260.6	**549.0**	541.2
Income tax expense	**68.2**	68.3	**140.0**	137.0
Net earnings	**$ 200.7**	$ 192.3	**$ 409.0**	$ 404.2
Earnings for the period attributable to:				
Non-controlling interest	**$ 10.8**	$ 16.9	**$ 31.6**	$ 40.3
Owners of the Company	**189.9**	175.4	**377.4**	363.9
	$ 200.7	$ 192.3	**$ 409.0**	$ 404.2
Earnings per share (Note 10)				
Basic	**$ 0.73**	$ 0.66	**$ 1.44**	$ 1.37
Diluted	**$ 0.73**	$ 0.66	**$ 1.44**	$ 1.36
Weighted average number of common shares outstanding, in millions (Note 10)				
Basic	**260.1**	265.4	**261.2**	266.4
Diluted	**260.6**	266.3	**261.9**	267.4

See accompanying notes to the unaudited interim condensed consolidated financial statements.

Empire Company Limited
Condensed Consolidated Statements of Comprehensive Income
Unaudited (in millions of Canadian dollars)

	13 Weeks Ended		26 Weeks Ended	
	November 5 2022	**October 30 2021**	**November 5 2022**	**October 30 2021**
Net earnings	**$ 200.7**	$ 192.3	**$ 409.0**	$ 404.2
Other comprehensive (loss) income				
Items that will be reclassified subsequently to net earnings				
Unrealized losses on derivatives designated as cash flow hedges (net of tax - Note 11)	**(0.3)**	(1.3)	**(1.3)**	(0.3)
Share of other comprehensive income of investments, at equity (net of tax - Note 11)	**0.4**	0.2	**1.9**	0.3
Exchange differences on translation of foreign operations (net of tax - Note 11)	**-**	0.1	**-**	(0.1)
	0.1	(1.0)	**0.6**	(0.1)
Items that will not be reclassified subsequently to net earnings				
Actuarial gains on defined benefit plans (net of tax - Note 11)	**25.2**	14.6	**16.7**	5.5
Total comprehensive income	**$ 226.0**	$ 205.9	**$ 426.3**	$ 409.6
Total comprehensive income for the period attributable to:				
Non-controlling interest	**$ 10.8**	$ 16.9	**$ 31.6**	$ 40.3
Owners of the Company	**215.2**	189.0	**394.7**	369.3
	$ 226.0	$ 205.9	**$ 426.3**	$ 409.6

See accompanying notes to the unaudited interim condensed consolidated financial statements.

Empire Company Limited
Condensed Consolidated Statements of Changes in Shareholders' Equity
Unaudited (in millions of Canadian dollars)

	Capital Stock	Contributed Surplus	Accumulated Other Comprehensive Income	Retained Earnings	Total Attributable to Owners of the Company	Non-controlling Interest	Total Equity
Balance at May 1, 2021	$ 1,969.8	$ 25.2	$ 14.6	$ 2,363.1	$ 4,372.7	$ 125.3	$ 4,498.0
Issuance of common shares on business acquisitions	129.6	-	-	-	129.6	-	129.6
Dividends declared on common shares	-	-	-	(79.7)	(79.7)	-	(79.7)
Equity based compensation, net	1.8	3.3	-	-	5.1	-	5.1
Repurchase of common shares (Note 7)	(46.6)	-	-	(105.7)	(152.3)	-	(152.3)
Shares held in trust, net	0.1	-	-	-	0.1	-	0.1
Capital transactions with structured entities	-	-	-	-	-	(23.0)	(23.0)
Non-controlling interest recognized on business acquisitions	-	-	-	86.7	86.7	-	86.7
Revaluation of put options	-	-	-	(25.5)	(25.5)	(7.8)	(33.3)
Transactions with owners	84.9	3.3	-	(124.2)	(36.0)	(30.8)	(66.8)
Net earnings	-	-	-	363.9	363.9	40.3	404.2
Other comprehensive (loss) income	-	-	(0.1)	5.5	5.4	-	5.4
Total comprehensive (loss) income for the period	-	-	(0.1)	369.4	369.3	40.3	409.6
Balance at October 30, 2021	$ 2,054.7	$ 28.5	$ 14.5	$ 2,608.3	$ 4,706.0	$ 134.8	$ 4,840.8
Balance at May 7, 2022	**$ 2,026.1**	**$ 37.2**	**$ 14.0**	**$ 2,914.2**	**$ 4,991.5**	**$ 142.4**	**$ 5,133.9**
Dividends declared on common shares	**-**	**-**	**-**	**(85.8)**	**(85.8)**	**-**	**(85.8)**
Equity based compensation, net	**0.2**	**3.8**	**-**	**-**	**4.0**	**-**	**4.0**
Repurchase of common shares (Note 7)	**(48.6)**	**-**	**-**	**(109.1)**	**(157.7)**	**-**	**(157.7)**
Shares held in trust, net	**0.6**	**-**	**-**	**-**	**0.6**	**-**	**0.6**
Capital transactions with structured entities	**-**	**-**	**-**	**-**	**-**	**(26.1)**	**(26.1)**
Revaluation of put options	**-**	**-**	**-**	**14.2**	**14.2**	**(6.0)**	**8.2**
Transactions with owners	**(47.8)**	**3.8**	**-**	**(180.7)**	**(224.7)**	**(32.1)**	**(256.8)**
Net earnings	**-**	**-**	**-**	**377.4**	**377.4**	**31.6**	**409.0**
Other comprehensive income	**-**	**-**	**0.6**	**16.7**	**17.3**	**-**	**17.3**
Total comprehensive income for the period	**-**	**-**	**0.6**	**394.1**	**394.7**	**31.6**	**426.3**
Balance at November 5, 2022	**$ 1,978.3**	**$ 41.0**	**$ 14.6**	**$ 3,127.6**	**$ 5,161.5**	**$ 141.9**	**$ 5,303.4**

See accompanying notes to the unaudited interim condensed consolidated financial statements.

Empire Company Limited Condensed Consolidated Statements of Cash Flows Unaudited (in millions of Canadian dollars)	13 Weeks Ended November 5 2022	 October 30 2021	26 Weeks Ended November 5 2022	 October 30 2021
Operations				
Net earnings	**$ 200.7**	$ 192.3	**$ 409.0**	$ 404.2
Adjustments for:				
Depreciation	**224.5**	215.6	**449.4**	429.1
Income tax expense	**68.2**	68.3	**140.0**	137.0
Finance costs, net (Note 9)	**65.0**	67.3	**129.0**	134.1
Amortization of intangibles	**25.8**	21.7	**50.8**	42.7
Net gain on disposal of assets	**(4.2)**	(1.2)	**(4.7)**	(3.4)
Net gain on lease terminations	**-**	(0.6)	**-**	(12.2)
Impairment (reversals) losses of non-financial assets, net	**(3.1)**	(1.0)	**(3.0)**	0.7
Amortization of deferred items	**0.3**	0.4	**1.2**	1.0
Equity earnings of other entities, net of distributions received	**(20.9)**	(1.3)	**(1.4)**	26.0
Employee future benefits	**(0.5)**	(2.6)	**(3.2)**	(6.6)
Decrease in long-term provisions	**(0.8)**	(2.2)	**(1.2)**	(0.4)
Equity based compensation	**5.1**	3.1	**8.2**	5.2
Net change in non-cash working capital	**(216.0)**	(63.8)	**(292.0)**	(177.1)
Income taxes paid, net	**(68.2)**	(36.9)	**(219.5)**	(96.6)
Cash flows from operating activities	**275.9**	459.1	**662.6**	883.7
Investment				
Increase in equity investments (Note 5)	**(2.4)**	-	**(2.4)**	(41.5)
Property, equipment and investment property purchases	**(136.7)**	(145.5)	**(293.3)**	(344.4)
Intangible purchases	**(105.6)**	(33.1)	**(118.6)**	(49.2)
Proceeds on disposal of assets	**14.6**	4.4	**17.3**	14.8
Leases and other receivables, net	**10.5**	0.8	**(1.5)**	(7.7)
Other assets and other long-term liabilities	**(0.1)**	(0.9)	**(4.7)**	(26.7)
Business acquisitions (Note 13)	**(3.7)**	(28.5)	**(16.1)**	(230.9)
Payments received for finance subleases	**20.9**	19.9	**41.8**	32.8
Interest received	**0.3**	0.3	**1.3**	1.0
Cash flows used in investing activities	**(202.2)**	(182.6)	**(376.2)**	(651.8)
Financing				
Issuance of long-term debt	**33.2**	22.8	**54.0**	67.5
Repayments of long-term debt	**(28.8)**	(14.9)	**(562.6)**	(69.7)
Advances (repayments) on credit facilities, net	**250.0**	(76.8)	**452.0**	(98.5)
Interest paid	**(13.7)**	(21.2)	**(38.3)**	(28.1)
Payments of lease liabilities (principal portion)	**(125.0)**	(119.2)	**(253.8)**	(180.1)
Payments of lease liabilities (interest portion)	**(57.4)**	(56.1)	**(113.4)**	(112.6)
Repurchase of common shares (Note 7)	**(85.1)**	(22.3)	**(157.7)**	(152.3)
Dividends paid, common shares	**(42.7)**	(39.8)	**(85.8)**	(79.7)
Non-controlling interest	**(8.7)**	(8.1)	**(26.1)**	(22.9)
Cash flows used in financing activities	**(78.2)**	(335.6)	**(731.7)**	(676.4)
Decrease in cash and cash equivalents	**(4.5)**	(59.1)	**(445.3)**	(444.5)
Cash and cash equivalents, beginning of period	**371.5**	505.1	**812.3**	890.5
Cash and cash equivalents, end of period	**$ 367.0**	$ 446.0	**$ 367.0**	$ 446.0

See accompanying notes to the unaudited interim condensed consolidated financial statements.

1. Reporting entity

Empire Company Limited ("Empire" or the "Company") is a Canadian company whose key businesses are food retailing and related real estate. The Company is incorporated in Canada and the address of its registered office of business is 115 King Street, Stellarton, Nova Scotia, B0K 1S0, Canada. The unaudited interim condensed consolidated financial statements for the period ended November 5, 2022 include the accounts of Empire, all subsidiary companies, including 100% owned Sobeys Inc. ("Sobeys"), and certain enterprises considered structured entities where control is achieved on a basis other than through ownership of a majority of voting rights. Investments in which the Company has significant influence and its joint ventures are accounted for using the equity method. As at November 5, 2022, the Company's business operations were conducted through its two reportable segments: Food retailing and Investments and other operations, as further described in Note 12, Segmented information. The Company's Food retailing business is affected by seasonality and the timing of holidays. The Company's fiscal year ends on the first Saturday in May.

2. Basis of preparation

Statement of compliance
The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain information and note disclosures normally included in the annual consolidated financial statements have been omitted or condensed. The unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended May 7, 2022, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB.

The unaudited interim condensed consolidated financial statements were authorized for issue by the Board of Directors on December 14, 2022.

Basis of measurement
The unaudited interim condensed consolidated financial statements are prepared on the historical cost basis, except the following assets and liabilities which are stated at their fair value: certain financial instruments (including derivatives) at fair value through profit and loss and cash settled stock-based compensation plans. Put option liabilities are carried at fair value through equity. Assets held for sale are stated at the lower of their carrying amount and fair value less costs to sell.

Use of estimates, judgments and assumptions
The preparation of the unaudited interim condensed consolidated financial statements requires management to make estimates, judgments and assumptions that affect the amounts reported on the condensed consolidated financial statements and accompanying notes. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Estimates, judgments and assumptions that could have a significant impact on the amounts recognized on the unaudited interim condensed consolidated financial statements are summarized in the Company's annual consolidated financial statements for the year ended May 7, 2022 and remain unchanged for the period ended November 5, 2022.

3. Summary of significant accounting policies

These unaudited interim condensed consolidated financial statements were prepared using the same accounting policies as disclosed in the Company's annual consolidated financial statements for the year ended May 7, 2022, with the exception of the following:

Customer Loyalty Programs
Sobeys has implemented the *Scene+* loyalty program in certain geographic regions and banners. AIR MILES® collectors continue to earn and redeem points in Sobeys stores until the new *Scene+* program is available in that region. *Scene+* points are earned by Sobeys customers based on purchases instore and online. Sobeys pays a per point fee under the terms of the *Scene+* joint venture agreement. The cost of points is recorded as a reduction of revenue.

(in millions of Canadian dollars, except share and per share amounts)

Changes to accounting standards adopted during fiscal 2023
In May 2020, the IASB issued a package of narrow-scope amendments to three standards (IFRS 3, "Business Combinations"; IAS 16, "Property, Plant and Equipment"; and IAS 37, "Provisions, Contingent Liabilities and Contingent Assets") as well as the IASB's Annual Improvements to IFRS Standards 2018 - 2020. These amendments to existing IFRS standards are to clarify guidance and wording, or to correct for relatively minor unintended consequences, conflicts or oversights. These amendments became effective for annual periods beginning on or after January 1, 2022. There was no impact on the Company's financial statements.

Standards, amendments and interpretations issued but not yet adopted
In October 2022, the IASB issued Non-current Liabilities with Covenants (Amendments to IAS 1, "Presentation of Financial Statements") to clarify that covenants to be complied with after the reporting date for an entity's right to defer settlement of a liability does not affect the classification of the liability as current or non-current at the reporting date. These amendments aim to improve information an entity provides with regards to the covenants through additional disclosures. These amendments are effective for annual reporting periods beginning on or after January 1, 2024, with early adoption permitted. The Company is assessing the potential impact of these targeted amendments.

In September 2022, the IASB issued amendments to IFRS 16, "Leases". These amendments clarify how a seller-lessee subsequently measures the lease liability that arises from a sale and leaseback transaction, the seller-lessee determines "lease payments" and "revised lease payments" in a way that does not result in the seller-lessee recognizing any amount of the gain or loss that relates to the right of use it retains. These amendments only apply to sale and leaseback transactions for which the lease payments include variable lease payments that do not depend on an index or a rate. The amendment is effective for annual reporting periods beginning on or after January 1, 2024 with early adoption permitted. The Company expects no impact from these amendments.

In May 2021, the IASB issued amendments to IAS 12, "Income Taxes". The amendments require deferred tax assets and liabilities to be recognized for transactions that result in both deductible and taxable temporary differences of the same amount at initial recognition. These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with early adoption permitted. The Company expects no material impact from these targeted amendments.

In January 2020, the IASB issued Classification of Liabilities as Current or Non-Current (Amendments to IAS 1, "Presentation of Financial Statements"). The narrow-scope amendment affects only the presentation of liabilities in the statement of financial position and not the amount or timing of recognition. Specifically, it clarifies:

- classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
- that "settlement" refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

These amendments are effective for annual periods beginning on or after January 1, 2024, with early adoption permitted. The Company is assessing the potential impact of this narrow-scope amendment.

4. Inventories

The cost of inventories recognized as an expense during the period and year-to-date ended November 5, 2022 was $5,687.6 and $11,647.3 (October 30, 2021 - $5,467.5 and $11,181.3) respectively. The Company recorded an expense for the year-to-date ended November 5, 2022 of $2.3 (October 30, 2021 - $2.1) for write-down of inventories below cost to net realizable value for inventories on hand.

5. Investments, at equity

	November 5 2022	October 30 2021
Investment in associates and joint ventures		
Crombie Real Estate Investment Trust ("Crombie REIT")	**$ 625.4**	$ 501.0
Canadian real estate partnerships	**58.7**	77.0
United States ("U.S.") real estate partnerships	**0.3**	4.4
Joint ventures	**4.3**	2.5
Total	**$ 688.7**	$ 584.9

(in millions of Canadian dollars, except share and per share amounts)

The fair value of the investment in Crombie REIT, which is based on a published price quoted on the Toronto Stock Exchange ("TSX"), is as follows:

	November 5 2022	October 30 2021
Crombie REIT	**$ 1,114.4**	$ 1,260.9

The Canadian and U.S. real estate partnerships and joint ventures are not listed on a public stock exchange and hence published price quotes are not available.

6. Long-term debt

The following table reconciles the changes in cash flows from financing activities for long-term debt:

	13 Weeks Ended		26 Weeks Ended	
	November 5 2022	October 30 2021	November 5 2022	October 30 2021
Opening balance	**$ 866.5**	$ 1,228.1	**$ 1,176.7**	$ 1,225.3
Issuance of debt	**33.2**	22.8	**54.0**	67.5
Repayments of long-term debt	**(28.8)**	(14.9)	**(562.6)**	(69.7)
Advances (repayments) on credit facilities, net	**250.0**	(76.8)	**452.0**	(98.5)
Total cash flow from (used in) long-term debt financing activities	**254.4**	(68.9)	**(56.6)**	(100.7)
Acquired through business acquisitions	**-**	1.5	**-**	35.8
Deferred financing costs	**-**	0.2	**0.8**	0.5
Closing balance	**$ 1,120.9**	$ 1,160.9	**$ 1,120.9**	$ 1,160.9
Current			**$ 532.3**	$ 73.1
Non-current			**588.6**	1,087.8
Total			**$ 1,120.9**	$ 1,160.9

Pursuant to an agreement dated November 3, 2022, the Company amended and restated its senior, unsecured revolving term credit agreement, extending the maturity date to November 4, 2027. The principal amount available was reduced from $250.0 to $150.0. As of November 5, 2022, the outstanding amount of this facility was $70.0 (October 30, 2021 - $10.7). Interest payable on this facility fluctuates with changes in the Canadian prime rate or bankers' acceptance rates.

Pursuant to an agreement dated November 3, 2022, Sobeys amended and restated its senior, unsecured revolving term credit agreement in the amount of $650.0, extending the maturity date to November 4, 2027. As of November 5, 2022, the outstanding amount of this facility was $413.2 (October 30, 2021 - $ nil) and the Company has issued $69.2 (October 30, 2021 - $65.3) in letters of credit against the facility. Interest payable on this facility fluctuates with changes in the Canadian prime rate or bankers' acceptance rates.

7. Capital stock

On June 22, 2021, the Company renewed its NCIB by filing a notice of intention with the TSX to purchase for cancellation up to 8,468,408 Non-Voting Class A shares representing 5.0% of the 169,368,174 Non-Voting Class A shares outstanding. As of July 1, 2022, under this filing, the Company purchased 5,659,764 (July 1, 2021 - 6,063,806) Non-Voting Class A shares at a weighted average price of $39.11 (July 1, 2021 - $38.00) for a total consideration of $221.3 (July 1, 2021 - $230.4).

On June 21, 2022, the Company renewed its NCIB by filing a notice of intention with the TSX to purchase for cancellation up to 10,500,000 Non-Voting Class A shares representing 7.0% of the public float of 150,258,764 Non-Voting Class A shares outstanding as of June 17, 2022. The purchases will be made through the facilities of the TSX and/or any alternative Canadian trading systems to the extent they are eligible. The price the Company will pay for any such shares will be the market price at the time of acquisition. Purchases were eligible to commence on July 2, 2022 and terminate not later than July 1, 2023.

(in millions of Canadian dollars, except share and per share amounts)

The following table reflects shares purchased under the NCIB:

	13 Weeks Ended		26 Weeks Ended	
	November 5 2022	**October 30 2021**	**November 5 2022**	**October 30 2021**
Number of shares	**2,302,793**	579,267	**4,106,040**	3,850,349
Weighted average price	**$ 36.98**	$ 38.56	**$ 38.42**	$ 39.56
Reduction of share capital	**$ 27.2**	$ 7.1	**$ 48.6**	$ 46.6
Premium charged to retained earnings	**57.9**	15.2	**109.1**	105.7
Cash consideration paid	**$ 85.1**	$ 22.3	**$ 157.7**	$ 152.3

The Company engages in an automatic share purchase plan with its designated broker allowing the purchases of Non-Voting Class A shares for cancellation under its NCIB program during trading black-out periods.

Subsequent to the period ended November 5, 2022, the Company purchased for cancellation 317,100 Non-Voting Class A shares at a weighted average price of $35.43 for a total consideration of $11.2.

The Company's issued and outstanding shares are as follows:

	Number of Shares		Share Capital	
	13 Weeks Ended		13 Weeks Ended	
	November 5 2022	**October 30 2021**	**November 5 2022**	**October 30 2021**
Balance, beginning of period, Non-Voting Class A shares	**162,781,815**	167,315,905	**$ 1,998.4**	$ 2,054.4
Repurchase of common shares	**(2,302,793)**	(579,267)	**(27.2)**	(7.1)
Issuance of shares for stock-based compensation	**7,517**	122,059	**-**	0.9
Balance, end of period, Non-Voting Class A shares	**160,486,539**	166,858,697	**$ 1,971.2**	$ 2,048.2
Class B common shares, without par value	**98,138,079**	98,138,079	**$ 7.3**	$ 7.3
Shares held in trust	**(11,327)**	(40,772)	**(0.2)**	(0.8)
Total capital stock			**$ 1,978.3**	$ 2,054.7

	Number of Shares		Share Capital	
	26 Weeks Ended		26 Weeks Ended	
	November 5 2022	**October 30 2021**	**November 5 2022**	**October 30 2021**
Balance, beginning of period, Non-Voting Class A shares	**164,563,680**	167,323,301	**$ 2,019.6**	$ 1,963.4
Repurchase of common shares	**(4,106,040)**	(3,850,349)	**(48.6)**	(46.6)
Issuance of shares on business acquisition	**-**	3,187,348	**-**	129.6
Issuance of shares for stock-based compensation	**28,899**	198,397	**0.2**	1.8
Balance, end of period, Non-Voting Class A shares	**160,486,539**	166,858,697	**$ 1,971.2**	$ 2,048.2
Class B common shares, without par value	**98,138,079**	98,138,079	**$ 7.3**	$ 7.3
Shares held in trust	**(11,327)**	(40,772)	**(0.2)**	(0.8)
Total capital stock			**$ 1,978.3**	$ 2,054.7

(in millions of Canadian dollars, except share and per share amounts)

8. Other income

	13 Weeks Ended		26 Weeks Ended	
	November 5 2022	**October 30 2021**	**November 5 2022**	**October 30 2021**
Lease income from owned property	**$ 4.0**	$ 7.4	**$ 7.8**	$ 12.6
Net gain on disposal of assets	**4.2**	1.2	**4.7**	3.4
Net gain on lease terminations	**-**	0.6	**-**	12.2
Total	**$ 8.2**	$ 9.2	**$ 12.5**	$ 28.2

9. Finance costs, net

	13 Weeks Ended		26 Weeks Ended	
	November 5 2022	**October 30 2021**	**November 5 2022**	**October 30 2021**
Finance income				
Interest income on lease receivables	**$ 5.2**	$ 5.5	**$ 10.4**	$ 11.0
Interest income from cash and cash equivalents	**0.3**	0.3	**1.3**	1.0
Fair value gains on forward contracts	**0.8**	0.5	**1.0**	1.6
Accretion income on leases and other receivables	**-**	0.1	**0.1**	0.2
Total finance income	**6.3**	6.4	**12.8**	13.8
Finance costs				
Interest expense on lease liabilities	**57.4**	56.1	**113.4**	112.6
Interest expense on other financial liabilities at amortized cost	**11.3**	15.1	**23.7**	30.1
Pension finance costs, net	**2.3**	2.0	**4.0**	3.9
Accretion expense on provisions	**0.3**	0.5	**0.7**	1.3
Total finance costs	**71.3**	73.7	**141.8**	147.9
Finance costs, net	**$ 65.0**	$ 67.3	**$ 129.0**	$ 134.1

10. Earnings per share

Basic earnings per share and diluted earnings per share were calculated using the following number of shares:

	13 Weeks Ended		26 Weeks Ended	
	November 5 2022	**October 30 2021**	**November 5 2022**	**October 30 2021**
Weighted average number of shares - basic	**260,084,383**	265,373,148	**261,203,601**	266,358,205
Shares deemed to be issued for no consideration in respect of stock-based payments	**528,531**	887,721	**672,457**	1,019,447
Weighted average number of shares - diluted	**260,612,914**	266,260,869	**261,876,058**	267,377,652

(in millions of Canadian dollars, except share and per share amounts)

11. Income taxes recognized in other comprehensive (loss) income

Income tax (benefit) expense recognized in other comprehensive (loss) income is as follows:

	13 Weeks Ended		26 Weeks Ended	
	November 5 2022	**October 30 2021**	**November 5 2022**	**October 30 2021**
Unrealized (losses) gains on derivatives designated as cash flow hedges	**$ (0.6)**	$ (0.3)	**$ (0.9)**	$ 0.1
Share of other comprehensive income of investments, at equity	**0.2**	-	**0.8**	0.1
Exchange differences on translation of foreign operations	**-**	0.1	**-**	-
Actuarial gains on defined benefit plans	**9.0**	5.8	**6.0**	3.0
Total	**$ 8.6**	$ 5.6	**$ 5.9**	$ 3.2

12. Segmented information

The Company's reportable segments are Food retailing and Investments and other operations. The Food retailing segment is comprised of three operating segments: Sobeys National, Farm Boy and Longo's. These operating segments have been aggregated into one reportable segment, Food retailing, as they all share similar economic characteristics such as product offerings, customer base and distribution methods. The Investments and other operations segment principally consists of investments in Crombie REIT, real estate partnerships and various other corporate operations.

Segment results and assets include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

All inter-segment transfers are carried out at arm's length prices. The measurement policies the Company uses for segment reporting under IFRS 8, "Operating Segments", are the same as those used on its consolidated financial statements.

No asymmetrical allocations of income, expense or assets have been applied between segments.

All sales are generated by the Food retailing segment. Operating income generated by each of the Company's business segments is summarized as follows:

	13 Weeks Ended		26 Weeks Ended	
	November 5 2022	**October 30 2021**	**November 5 2022**	**October 30 2021**
Segmented operating income				
Food retailing	**$ 292.4**	$ 305.4	**$ 623.3**	$ 642.7
Investments and other operations				
Crombie REIT	**35.2**	10.2	**47.9**	17.6
Real estate partnerships	**3.5**	12.5	**4.6**	18.4
Other operations, net of corporate expenses	**2.8**	(0.2)	**2.2**	(3.4)
	41.5	22.5	**54.7**	32.6
Total	**$ 333.9**	$ 327.9	**$ 678.0**	$ 675.3

Segment operating income can be reconciled to the Company's earnings before income taxes as follows:

	13 Weeks Ended		26 Weeks Ended	
	November 5 2022	**October 30 2021**	**November 5 2022**	**October 30 2021**
Total operating income	**$ 333.9**	$ 327.9	**$ 678.0**	$ 675.3
Finance costs, net	**65.0**	67.3	**129.0**	134.1
Total	**$ 268.9**	$ 260.6	**$ 549.0**	$ 541.2

(in millions of Canadian dollars, except share and per share amounts)

	November 5 2022	October 30 2021
Total assets by segment		
Food retailing	**$ 15,891.4**	$ 15,267.1
Investments and other operations	**843.8**	713.5
Total	**$ 16,735.2**	$ 15,980.6

13. Business acquisitions

During the year-to-date ended November 5, 2022, the Company completed the acquisitions of certain franchise and non-franchise stores. The results of these acquisitions have been included in the financial results of the Company since their acquisition dates and were accounted for through the use of the acquisition method.

The following table represents the amount of identifiable assets and liabilities resulting from these acquisitions for the year-to-date ended November 5, 2022:

Receivables	$ 0.1
Inventories	4.5
Property, equipment and investment property	5.9
Right-of-use assets	6.4
Goodwill	8.7
Accounts payable and accrued liabilities	(3.0)
Income taxes payable	(0.1)
Lease liabilities	(6.4)
Total consideration	$ 16.1

From the date of acquisition, the businesses acquired contributed sales of $15.2 and $23.4 and net earnings of $0.7 and $1.4 for the period and year-to-date ended November 5, 2022 respectively.

Goodwill relates to the acquired workforce, customer base and expected synergies. The estimated fair value of identifiable net assets and goodwill acquired have been determined provisionally and are subject to adjustment pending the finalization of the valuations and related accounting.

During the period ended August 6, 2022, the Company finalized the purchase price allocation for Longo's, a long-standing, family-built network of specialty grocery stores in the Greater Toronto Area, and its Grocery Gateway e-commerce business, acquired on May 10, 2021. No adjustments were made to the amounts disclosed in the audited consolidated financial statements for the fiscal year ended May 7, 2022.

14. Financial instruments

The carrying amount of the Company's financial instruments approximates their fair values with the following exception:

Long-term debt	November 5 2022	May 7 2022	October 30 2021
Total carrying amount	**$ 1,120.9**	$ 1,176.7	$ 1,160.9
Total fair value	**$ 1,131.4**	$ 1,210.3	$ 1,322.4

The fair value of the non-controlling interest put liabilities associated with the acquisitions of Farm Boy and other acquisitions is equivalent to the present value of the non-controlling interest buyout price which is based on the estimated future earnings of these entities at a predetermined date. The fair value of the non-controlling interest put liability associated with the acquisition of Longo's was determined through a statistical simulation, which is based on the estimated future earnings of Longo's at a predetermined date. The fair value of these options is classified as Level 3 within the three-level hierarchy of IFRS 13.

(in millions of Canadian dollars, except share and per share amounts)

15. Stock-based compensation

Performance share unit plan
The Company awards performance share units ("PSUs") to certain employees. The number of PSUs that vest under an award, for the most part, is dependent on time and the achievement of specific performance measures. Upon vesting, each employee is entitled to receive Non-Voting Class A shares equal to the number of their vested PSUs. During the year-to-date ended November 5, 2022, the Company granted 341,777 (October 30, 2021 - 272,313) PSUs. The weighted average fair value of $40.17 (October 30, 2021 - $37.70) per PSU issued during the year-to-date ended November 5, 2022 was determined using the Black-Scholes model with the following weighted average assumptions:

Share price	$42.04
Expected life	2.80 years
Risk-free interest rate	3.30%
Expected volatility	30.19%
Dividend yield	1.62%

At November 5, 2022, there were 981,920 (October 30, 2021 - 619,489) PSUs outstanding. The compensation expense for the period and year-to-date ended November 5, 2022 related to PSUs was $3.6 and $4.9 (October 30, 2021 - $1.7 and $2.1) respectively.

Stock option plan
During the year-to-date ended November 5, 2022, the Company granted 571,078 (October 30, 2021 - 588,096) options under the stock option plan for employees of the Company whereby options are granted to purchase Non-Voting Class A shares. The weighted average fair value of $10.03 (October 30, 2021 - $10.09) per option issued during the year-to-date ended November 5, 2022 was determined using the Black-Scholes model with the following weighted average assumptions:

Share price	$40.53
Expected life	4.64 years
Risk-free interest rate	3.28%
Expected volatility	27.95%
Dividend yield	1.61%

The compensation expense for the period and year-to-date ended November 5, 2022 related to the issuance of options was $1.5 and $3.3 (October 30, 2021 - $1.4 and $3.1) respectively.

Deferred stock unit plans
Deferred stock units ("DSU") issued to employees under the Executive DSU Plan, vest dependent on time and the achievement of specific performance measures. During the year-to-date ended November 5, 2022, the Company granted 112,719 (October 30, 2021 - 87,474) DSUs. At November 5, 2022, there were 1,876,973 (October 30, 2021 - 1,751,104) DSUs outstanding and the total carrying amount of the liability was $60.3 (October 30, 2021 - $56.2). The compensation (income) expense for the period and year-to-date ended November 5, 2022 related to DSUs was $(5.4) and $(9.8) (October 30, 2021 - $(4.2) and $0.3) respectively.

Members of the Board of Directors may elect to receive all or any portion of their fees in DSUs in lieu of cash. The number of DSUs received is determined by the market value of the Company's Non-Voting Class A shares on each directors' or employees' fee payment date. During the year-to-date ended November 5, 2022, the Company granted 32,143 (October 30, 2021 - 25,801) DSUs. At November 5, 2022, there were 453,188 (October 30, 2021 - 393,180) DSUs outstanding and the total carrying amount of the liability was $15.8 (October 30, 2021 - $14.5). During the period and year-to-date ended November 5, 2022, the compensation (income) expense recorded was $(0.9) and $(1.9) (October 30, 2021 - $(1.0) and $0.4) respectively.

Under both DSU plans, vested DSUs cannot be redeemed until the employee has left the Company or the holder is no longer a director of the Company. The redemption value of a DSU equals the market value of an Empire Non-Voting Class A share at the time of redemption. On an ongoing basis, the Company values the DSU obligation at the current market value of a corresponding number of Non-Voting Class A shares and records any increase or decrease in the DSU obligation as selling and administrative expenses.

16. Related party transactions

The Company enters into related party transactions with Crombie REIT and key management personnel, including ongoing leases and property management agreements. As at November 5, 2022, the Company holds a 41.5% (October 30, 2021 - 41.5%) ownership interest in Crombie REIT and accounts for its investment using the equity method.

Crombie REIT has instituted a distribution reinvestment plan ("DRIP") whereby Canadian resident REIT unitholders may elect to automatically have their distributions reinvested in additional REIT units. The Company has enrolled in the DRIP to maintain its economic and voting interest in Crombie REIT.

During the period ended November 5, 2022, Crombie REIT disposed of a property to a third party. This transaction resulted in the reversal of previously deferred pre-tax gain of $1.5 which has been recognized in other income on the unaudited interim condensed consolidated statements of earnings.

During the period and year-to-date ended October 30, 2021, Sobeys, through wholly-owned subsidiaries, engaged in lease modification termination transactions with Crombie REIT. These transactions resulted in a pre-tax gain of $ nil and $11.6 respectively and have been recognized in other income on the unaudited interim condensed consolidated statements of earnings.

During the period ended July 31, 2021, Sobeys, through a wholly-owned subsidiary, sold and leased back a property to Crombie REIT for cash consideration of $4.7 resulting in a pre-tax gain of $0.3 and has been recognized in other income on the unaudited interim condensed consolidated statements of earnings.

On May 19, 2021, Crombie REIT announced it had closed a bought-deal public offering of units at a price of $16.60 per unit for aggregate proceeds of $100.0. Concurrent with the public offering, a wholly-owned subsidiary of the Company purchased, on a private placement basis, $41.5 of Class B Limited Partnership units to maintain a 41.5% ownership interest in Crombie REIT.

17. Employee future benefits

During the period and year-to-date ended November 5, 2022, the net employee future benefits expense reported in net earnings was $12.3 and $24.4 (October 30, 2021 - $12.1 and $24.9) respectively. Actuarial gains before taxes on defined benefit pension plans for the period and year-to-date ended November 5, 2022 were $34.2 and $22.7 (October 30, 2021 - $20.4 and $8.5) respectively. These gains have been recognized in other comprehensive (loss) income.

18. Subsequent event

On December 13, 2022, Empire signed a definitive agreement between a wholly owned subsidiary of Sobeys and Canadian Mobility Services Limited, a wholly owned subsidiary of Shell Canada to sell all 56 retail fuel sites in Western Canada for approximately $100.0. Closing of the transaction is subject to customary conditions, including regulatory approvals. The Company expects the transaction to close in the first quarter of fiscal 2024.

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Fax: (902) 755-6477
www.empireco.ca

Affiliated Company Web Address
www.sobeyscorporate.com

Investor Relations and Inquiries
Shareholders, analysts and investors should direct their financial inquiries or requests to:

E-mail: investor.relations@empireco.ca

Communication regarding investor records including changes of address or ownership, lost certificates or tax forms, should be directed to the Company's transfer agent and registrar, TSX Trust Company.

Transfer Agent
TSX Trust Company
Investor Correspondence
P.O. Box 700, Station B
Montreal, Québec
H3B 3K3
Telephone: 1-800-387-0825
E-mail: shareholderinquiries@tmx.com

Multiple Mailings
If you have more than one account, you may receive a separate mailing for each. If this occurs, please contact TSX Trust Company at 1-800-387-0825 to eliminate the multiple mailings.

Dividend Record and Payment Dates for Fiscal 2023

Record Date	Payment Date
July 15, 2022	July 29, 2022
October 14, 2022	October 31, 2022
January 13, 2023	January 31, 2023
April 14, 2023*	April 28, 2023*

*Subject to approval by the Board of Directors.

Outstanding Shares

As at December 13, 2022	
Non-Voting Class A shares	160,279,439
Class B common shares, voting	98,138,079

Stock Exchange Listing
The Toronto Stock Exchange

Stock Symbol
Non-Voting Class A shares – EMP.A

Solicitors
Stewart McKelvey
Halifax, Nova Scotia

Auditor
PricewaterhouseCoopers, LLP
Halifax, Nova Scotia

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COMPANY LIMITED

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