UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

[Check one]

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2026 Commission File Number **001-41713**

ATS CORPORATION

(Exact name of Registrant as specified in its charter)

Ontario, Canada

(Province or other jurisdiction of incorporation or organization)

3569

(Primary Standard Industrial Classification Code Number (if applicable))

98-0149239

(I.R.S. Employer Identification Number (if applicable))

730 Fountain Street North
Building 3
Cambridge, Ontario N3H 4R7
(519) 653-6500

(Address and telephone number of Registrant's principal executive offices)

Corporation Service Company
251 Little Falls Drive
Wilmington, DE 19808
1-800-927-9800

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	**ATS**	**New York Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Not Applicable

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

Not Applicable

(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

☒ Annual information form ☒ Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

98,106,632 Common Shares outstanding as of March 31, 2026

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

☐

FORWARD-LOOKING STATEMENTS

Certain statements in this annual report on Form 40-F (the “Annual Report”) of ATS Corporation (the “Company”, the “Registrant” or “ATS”), including the documents incorporated by reference herein, contains certain statements that may constitute forward-looking information and forward-looking statements within the meaning of applicable Canadian and United States securities laws ("forward-looking statements"). All such statements are made pursuant to the “safe harbor” provisions of Canadian provincial and territorial securities laws and the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical facts regarding possible events, conditions or results of operations that ATS believes, expects or anticipates will or may occur in the future, including, but not limited to: the value creation strategy; the ATS Business Model ("ABM"); the Company’s strategy to expand organically and through development of new markets and business platforms, expanding service offerings, investment in innovation and product development, and strategic and disciplined acquisition, and the expected benefits to be derived therefrom; the development of the Company's digitalization capabilities; various market opportunities for ATS; potential impacts of variability in bookings caused by the timing and geographies of customer capital expenditure decisions on larger opportunities; expected results of reorganization activity and their anticipated timeline; the Company’s belief with respect to the outcome or impact of any lawsuits, claims, counterclaims and contingencies; the remediation plan for the material weakness in the Company's internal control over financial reporting; and the uncertainty and potential impact on the Company’s business and operations due to the current macro-economic environment including the impacts of inflation, uncertainty caused by supply chain dynamics, interest rate changes, decreases in availability and a corresponding increase in cost of energy and supplies, global price increases, and shifting trade dynamics.

Forward-looking statements are inherently subject to significant known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of ATS, or developments in ATS’ business or in its industry, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Important risks, uncertainties and factors that could cause actual results to differ materially from expectations expressed in the forward-looking statements include, but are not limited to, the impact of regional or global conflicts; general market performance including capital market conditions and availability and cost of credit; risks related to the shifting trade dynamics; risks related to a recession, slowdown, and/or sustained downturn in the economy; performance of the markets that ATS serves; industry challenges in securing the supply of labor, materials and, in certain jurisdictions, energy sources such as natural gas; impact of inflation; interest rate changes; foreign currency and exchange risk; the relative weakness of the Canadian dollar; risks related to customer concentration; impact of factors such as increased pricing pressure, increased cost of energy and supplies and delays in relation thereto, and possible margin compression; the regulatory and tax environment; the emergence of new infectious diseases or any epidemic or pandemic outbreak or resurgence, and collateral consequences thereof, including the disruption of economic activity, volatility in capital and credit markets, and legislative and regulatory responses; that the ABM is not effective in accomplishing its goals; inability to successfully expand organically or through development of new markets and business platforms, expanding service offerings, investment in innovation and product development, and strategic and disciplined acquisition, due to an inability to grow expertise, personnel, and/or facilities at required rates or to identify, negotiate and conclude one or more acquisitions, or to raise, through debt or equity, or otherwise have available, required capital; that the market opportunities ATS anticipates do not materialize or that ATS is unable to exploit such opportunities; that the Company is unable to expand in emerging markets, or is delayed in relation thereto, due to any number of reasons, including inability to effectively execute organic or inorganic expansion plans, focus on other business priorities, or local government regulation or delays; the impacts of inflation, uncertainty caused by the supply chain dynamics, interest rate changes, shifting trade dynamics, and regional or global conflicts that have in the past and may in the future lead to significant price and trading fluctuations in the market price for securities in the stock markets, including the Toronto Stock Exchange and the New York Stock Exchange ("NYSE"); energy shortages and global price increases; the failure to realize the savings expected from reorganization activity or within the expected timelines; the remediation plan for the material weakness in the Company's internal control over financial reporting and the upgraded ERP system are not effective; risk that the ultimate outcome of lawsuits, claims, and contingencies give rise to material liabilities for which no provisions have been recorded; that the Company is not successful in growing its product portfolio and/or service offering or that expected benefits are not realized; that acquisitions made are not integrated as quickly or effectively as planned or expected and, as a result, anticipated benefits and synergies are not realized; underlying trends driving customer demand will not materialize or have the impact expected; the consequence of activist initiatives on the business performance, results, or share price of the Company; the impact of analyst reports on price and trading volume of ATS’ shares; and other risks and uncertainties detailed from time to time in ATS' filings with securities regulators, including, without limitation, the risk factors described in the Registrant’s Annual Information Form incorporated by reference herein.

Although the Registrant has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information and forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information or statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information or statements. The forward-looking statements and forward-looking information are made as of the date hereof and the Registrant disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements or forward-looking information contained herein to reflect future results, unless so required by applicable securities laws. Accordingly, readers should not place undue reliance on forward-looking statements and information. The forward-looking information contained herein is presented for the purpose of assisting investors in understanding the Registrant’s expected financial and operational performance and results as at and for the periods ended on the dates presented in the Registrant’s plans and objectives and may not be appropriate for other purposes.

DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Registrant is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this report in accordance with Canadian disclosure requirements, which are different from those of the United States. The Registrant prepares its financial statements, which are filed with this Annual Report in accordance with International Financial Reporting Standards as issued by

the International Accounting Standards Board, and the audit is subject to Canadian auditing and auditor independence standards. Accordingly, information included or incorporated in this Annual Report is not comparable to similar information made public by U.S. companies reporting pursuant to SEC disclosure requirements.

CURRENCY

Unless otherwise indicated, all dollar amounts in this Annual Report are in Canadian dollars. The exchange rate of Canadian dollars into U.S. dollars on March 31, 2026, the last business day of our fiscal year, based upon the daily average exchange rate as reported by the Bank of Canada, was C$1.00 = U.S.$0.7174.

DISCLOSURE CONTROLS AND PROCEDURES

The information provided under the heading "Disclosure Controls and Procedures" contained in the Registrant's Management Discussion and Analysis for the year ended March 31, 2026 filed as Exhibit 99.2 to this annual report on Form 40-F ("2026 MD&A"), is incorporated by reference herein.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The information provided under the heading "Management's Report on Internal Control Over Financial Reporting" contained in the 2026 MD&A, is incorporated by reference herein.

AUDITOR'S ATTESTATION REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The information provided under the heading "Report of Independent Registered Public Accounting Firm" contained in the Registrant's Audited Consolidated Financial Statements for the year ended March 31, 2026 filed as Exhibit 99.3 to this annual report on Form 40-F ("2026 Financial Statements"), is incorporated by reference herein.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

The information provided under the heading "Changes in Internal Control Over Financial Reporting" contained in the 2026 MD&A, is incorporated by reference herein.

NOTICES PURSUANT TO REGULATION BTR

The Registrant was not required by Rule 104 of Regulation BTR to send any notices to any of its directors or executive officers during the fiscal year ended March 31, 2026.

AUDIT COMMITTEE FINANCIAL EXPERT

The board of directors of the Registrant has determined that it has at least one audit committee financial expert (as defined in paragraph 8(b) of General Instructions B of Form 40-F) serving on its audit and finance committee (the "Audit and Finance Committee"). Joanne S. Ferstman has been designated an audit committee financial expert. Each individual member of the Audit and Finance Committee has been determined to be an independent director and is each independent, as such term is defined under Canadian Securities Administrators' National Instrument 52-110 (Audit Committees), which is the Canadian corporate governance rule that applies to the Registrant, and under the standards of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and NYSE's listing standards applicable to the Registrant. The Commission has indicated that the designation or identification of an audit committee financial expert does not deem that audit committee financial expert an “expert” for any purpose, impose any duties, obligations or liability on such audit committee financial expert that are greater than those imposed on members of the Audit and Finance Committee and board of directors who do not carry this designation or identification, or affect the duties, obligations or liability of any other member of the Audit and Finance Committee or board of directors.

CODE OF ETHICS

The Registrant has adopted a code of ethics, entitled "ATS Code of Business Conduct" (the "Code"). The Code applies to directors, officers, and employees, including the Registrant's principal executive officer, and principal financial officer, all of whom must review the Code on an annual basis and certify they have read and understood the Code. The full text of the Code is available on the Registrant's website at www.atsautomation.com under the Governance section. Unless and to the extent specifically referred to herein, the information on the Registrant's website shall not be deemed to be incorporated by reference in this Annual Report.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Registrant's auditor is Ernst & Young LLP (Toronto, ON, Canada, PCAOB ID# 1263).

The information provided under the heading "Compensation of Auditors" contained in the Registrant's Annual Information Form for the year ended March 31, 2026 filed as Exhibit 99.1 to this Annual Report ("2026 AIF"), is incorporated by reference herein.

AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

The information provided under the heading "Audit Committee Information" contained in the 2026 AIF is incorporated by reference herein. No audit-related fees, tax fees or other non-audit fees were approved by the Audit and Finance Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

OFF-BALANCE SHEET ARRANGEMENTS

The information provided under the heading "Contractual Obligations" contained in the Registrant's Management Discussion and Analysis of the year ended March 31, 2026 filed as Exhibit 99.2 to this Annual Report ("2026 MD&A") is incorporated by reference herein.

CONTRACTUAL AND OTHER OBLIGATIONS

The tabular disclosure provided under the heading "Contractual Obligations" contained in the 2026 MD&A is incorporated by reference herein.

IDENTIFICATION OF THE AUDIT COMMITTEE

The Registrant's Board of Directors has established an Audit and Finance Committee. The Audit and Finance Committee consists of three directors: Joanne S. Ferstman, Daniel Pryor and Avik Dey. Each of Ms. Ferstman, Mr. Pryor and Mr. Dey is, in the opinion of the Registrant's Board of Directors, independent (as determined under Rule 10A-3 of the Exchange Act and NYSE Listed Company Manual) and financially literate. Further disclosure is provided under the heading "Audit Committee Information" contained in the 2026 AIF incorporated by reference herein.

CORPORATE GOVERNANCE

As a "foreign private issuer" listed on the NYSE, the Registrant is required to disclose the significant ways in which its corporate governance practices differ from those to be followed by U.S. domestic issuers under the NYSE listing standards. A summary of the significant differences can be found on the Registrant's website, www.atsautomation.com in the "Governance" section.

UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities in relation to which the obligation to file an Annual Report arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

A Form F-X signed by the Registrant and its agent for service of process was previously filed with the Commission. Any change to the name or address of a Registrant's agent for service shall be communicated promptly to the Commission by an amendment to Form F-X referencing the file number of the Registrant.

EXHIBIT INDEX

The following documents are being filed as exhibits to this Annual Report.

97	Clawback Policy (incorporated by reference to Exhibit 97 from the Registrant's Annual Report on Form 40-F (File No. 001-41713) filed with the Commission on May 16, 2024)
99.1	Annual Information Form for the year ended March 31, 2026
99.2	Management Discussion and Analysis for the year ended March 31, 2026
99.3	Audited consolidated Financial Statements for the year ended March 31, 2026
99.4	Certificate of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.5	Certificate of interim Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.6	Certificate of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.7	Certificate of interim Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.8	Consent of Independent Registered Public Accounting Firm
101	Inline Interactive Data File (formatted as Inline XBRL)
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereto duly authorized.

ATS CORPORATION
(Registrant)

Date: May 28, 2026

By: /s/ Gordon Raman
Name: Gordon Raman
Title: Chief Legal Officer

Exhibit 97

ATS CORPORATION

RULE 10D-1 CLAWBACK POLICY

The Board of Directors ("**Board**") of ATS Corporation (the "**Company**") has adopted this Policy in accordance with the New York Stock Exchange listing requirements.

A. Application of Policy

This Policy applies in the event ofany restatement ("**Restatement**") of the Company's financial results due to its material non-compliance with financial reporting requirements under the securities laws.[1] This Policy does not apply to restatements that are not caused by non-compliance with financial reporting requirements, such as, but not limited to, a retrospective: (1) application of a change in accounting principles; (2) revision to reportable segment information due to a change in the structure of the Company's internal organization; (3) reclassification due to a discontinued operation; (4) application of a change in reporting entity, such as from a reorganization of entities under common control; (5) adjustment to provision amounts in connection with a prior business combination; and (6) revision for stock splits, reverse stock splits, dividends or other changes in capital structure (collectively the "**Restatement Exclusions**").

B. Application of PolicyExecutive Officers Subject to the Policy

The "executive officers" of the Company are covered by this Policy. This includes the Company's current or former Chief Executive Officer, Chief Financial Officer, Chief Human Resources Officer, Chief Information Officer, any President or Vice-President of the Company in charge of a principal business unit, division or function, and any other current or former officer or person who performs a significant policy-making function for the Company, including executive officers of Company subsidiaries (the "**Executive Officers**"). All of these Executive Officers are subject to this Policy, even if an Executive Officer had no responsibility for the financial statement errors which required restatement.

C. Compensation Subject to the Policy

This Policy applies to any incentive-based compensation received by an Executive Officer during the period (the "**Clawback Period**") consisting of any of the three fiscal completed years immediately preceding:

- the date that the Company's Board (or Audit Committee) concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement, or
- the date that a court, regulator, or other legally authorized body directs the Company to prepare a Restatement.

1. Please note that this includes both big "R" restatement (to correct a material error to previously issued financial statements) and little "r" restatements (to correct errors that are not material to previously issued financial statements, but would result in a material misstatement if (a) the errors were left uncorrected in the current report or (b) the error correction was recognized in the current period).

This Policy covers all incentive-based compensation (including any cash or equity compensation) that is granted, earned or vested based wholly or in part upon the attainment of any "financial reporting measure". Financial reporting measures are those that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements and any measures derived wholly or in part from such financial information (including non-GAAP measures, stock price and total shareholder return). Incentive-based compensation is deemed "received" in the fiscal period during which the applicable financial reporting measure (as specified in the terms of the award) is attained, even if the payment or grant occurs after the end of that fiscal period.

Incentive-based compensation does not include base annual salary, compensation which is awarded based solely on service to the Company (e.g. a time-vested award, including time-vesting stock options or restricted share units), nor does it include compensation which is awarded based on subjective standards, strategic measures (e.g. completion of a merger) or operational measures (e.g. attainment of a certain project objectives).

D. Amount Required to be Repaid Pursuant to this Policy

The amount of incentive-based compensation that must be repaid (subject to the few limitations discussed below) is the amount of incentive-based compensation received by the Executive Officer that exceeds the amount of incentive-based compensation that otherwise would have been received had it been determined based on the Restatement (the "**Recoverable Amount**"). Applying this definition, after a Restatement, the Company will recalculate the applicable financial reporting measure and the Recoverable Amount in accordance with SEC and exchange rules. The Company will determine whether, based on that financial reporting measure as calculated relying on the original financial statements, an Executive Officer received a greater amount of incentive-based compensation than would have been received applying the recalculated financial measure. Where incentive-based compensation is based only in part on the achievement of a financial reporting measure performance goal, the Company will determine the portion of the original incentive-based compensation based on or derived from the financial reporting measure which was restated and will recalculate the affected portion based on the financial reporting measure as restated to determine the difference between the greater amount based on the original financial statements and the lesser amount that would have been received based on the Restatement. The Recoverable Amounts will be calculated on a pre-tax basis to ensure that the Company recovers the full amount of incentive-based compensation that was erroneously awarded.

In no event shall the Company be required to award Executive Officers an additional payment if the restated or accurate financial results would have resulted in a higher incentive compensation payment.

If equity compensation is recoverable due to being granted to the Executive Officer (when the accounting results were the reason the equity compensation was granted) or vested by the Executive Officer (when the accounting results were the reason the equity compensation was vested), in each case in the Clawback Period, the Company will recover the excess portion of the equity award that would not have been granted or vested based on the Restatement, as follows:

- if the equity award is still outstanding, the Executive Officer will forfeit the excess portion of the award;
- if the equity award has been exercised or settled into shares (the "**Underlying Shares**"), and the Executive Officer still holds the Underlying Shares, the Company will recover the number of Underlying Shares relating to the excess portion of the award (less any exercise price paid for the Underlying Shares); and
- if the Underlying Shares have been sold by the Executive Officer, the Company will recover the proceeds received by the Executive Officer from the sale of the Underlying Shares relating to the excess portion of the award (less any exercise price paid for the Underlying Shares).

The Board will take such action as it deems appropriate, in its sole and absolute discretion, reasonably promptly to recover the Recoverable Amount, unless the independent directors of the Board determine that it would be impracticable to recover the such amount because (1) the direct costs of enforcing recovery would exceed the Recoverable Amount[2], (2) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder[3], or (3) if the recovery of the incentive-based compensation would violate the home-country laws of the Company.

E. General Provisions

This Policy may be amended by the Board from time to time. Changes to this Policy will be communicated to all persons to whom this Policy applies.

The Company will not indemnify or provide insurance to cover any repayment of incentive-based compensation in accordance with this Policy.

The provisions of this Policy apply to the fullest extent of the law; provided however, to the extent that any provisions of this Policy are found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

This Policy is in addition to (and not in lieu of) any right of repayment, forfeiture or right of offset against any Executive Officer that is required pursuant to any other statutory repayment requirement (regardless of whether implemented at any time prior to or following the adoption of this Policy). Nothing in this Policy in any way detracts from or limits any obligation that those subject to it have in law or pursuant to any other policy of the Company or any management, employment, consulting or other agreement with the Company or any of its subsidiaries.

2. To reach this determination, the Company must have first made a reasonable and documented attempt at recovery.
3. To reach this determination, the Company must obtain an opinion of counsel.

All determinations and decisions made by the Board (or any committee thereof) pursuant to the provisions of this Policy shall be final, conclusive and binding on the Company, its subsidiaries and the persons to whom this Policy applies. If you have questions about the interpretation of this Policy, please contact the ATS Vice President, General Counsel.

Exhibit 99.1



ATS CORPORATION

Annual Information Form

For the Year Ended March 31, 2026

TSX: ATS
NYSE: ATS

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PRESENTATION OF INFORMATION

In this Annual Information Form ("AIF"), the terms "ATS" and the "Company" mean ATS Corporation. Unless otherwise noted, all references to "$" are expressed in Canadian dollars. References to fiscal years refer to the 12-month periods from April 1 to March 31.

INFORMATION INCORPORATED BY REFERENCE

This AIF is dated May 28, 2026, and the information provided herein is as of March 31, 2026, the end of the Company's fiscal year, unless otherwise indicated. The information that appears in the Company's Management's Discussion and Analysis for the fiscal year ended March 31, 2026 (the "fiscal 2026 MD&A") is hereby incorporated by reference, and forms part of this AIF. The fiscal 2026 MD&A is available on the Company's profile on SEDAR+ at *www.sedarplus.ca*, on the Company's profile on the U.S. Securities and Exchange Commission's EDGAR website at *www.sec.gov*, and on the Company's website at *www.atsautomation.com*.

1.0 CORPORATE STRUCTURE AND HISTORY

The Company was founded in 1978 as a special purpose machine builder. ATS was established by way of an amalgamation of ATS Inc. and 988740 Ontario Limited under the laws of the Province of Ontario pursuant to the *Business Corporations Act (Ontario)* (the "OBCA") through articles of amalgamation dated July 31, 1992. ATS amended its articles on December 7, 1993 to subdivide its outstanding share capital on a four-for-one basis. ATS completed a Canadian initial public offering of its common shares ("Common Shares") and began trading on the Toronto Stock Exchange ("TSX") on December 22, 1993. ATS further amended its articles on each of November 27, 1996 and on November 27, 1997 to subdivide its outstanding share capital, in each case, on a two-for-one basis. On September 8, 1998, ATS amended its articles to reorganize its share capital to remove the maximum number of Common Shares which the Company is authorized to issue and to provide for an unlimited number of authorized Common Shares. On April 1, 2001, ATS was amalgamated with 1032123 Ontario Limited under the laws of the Province of Ontario pursuant to the OBCA.

On April 1, 2003, ATS was further amalgamated with Canadian Induction Processing Ltd., ATS Test Systems Inc., ATS Omex Inc. and Micro Precision Plastics Ltd. under the provisions of the OBCA. Prior to amalgamation with ATS, the above-named corporations were each wholly owned subsidiaries of ATS.

On November 21, 2022, the name of the Company was changed from "ATS Automation Tooling Systems Inc." to "ATS Corporation" and the ticker symbol for ATS' Common Shares on the TSX was changed from "ATA" to "ATS".

On May 25, 2023, the Company's Common Shares began trading on the New York Stock Exchange ("NYSE") under the ticker symbol "ATS", representing the Company's initial public offering in the United States. On May 30, 2023, the Company announced the closing of the initial public offering.

The registered and head office is located at 730 Fountain Street North, Cambridge, Ontario, N3H 4R7.

Intercorporate Relationships

The table below lists the principal subsidiaries of the Company as at March 31, 2026, the percentage of voting securities beneficially owned directly or indirectly by ATS and the jurisdiction of incorporation of each subsidiary.

Certain subsidiaries whose total assets did not represent more than 10% of the Company's consolidated assets or whose revenues did not represent more than 10% of the Company's consolidated revenues as at March 31, 2026 were omitted. The subsidiaries that were omitted represent, as a group, less than 20% of the consolidated assets and revenue of the Company at such date.

Company	**Voting securities**	**Jurisdiction of incorporation**
ATS Automation LLC	100%	Delaware, USA
ATS Automation Tooling Systems GmbH	100%	Germany
ATS Industrial Automation GmbH & Co. KG	100%	Germany
ATS Industrial Automation Inc.	100%	Ontario, Canada
ATS Ohio, Inc.	100%	Ohio, USA
Avidity Science, LLC	100%	Delaware, USA
BioDot, Inc.	100%	California, USA
CFT S.p.A.	97.89%	Italy
Co.mac S.r.l.	100%	Italy
Comecer Barcelona S.L.U.	100%	Spain
Comecer S.p.A.	100%	Italy
Heidolph NA, LLC	100%	Illinois, USA
Heidolph Scientific Products GmbH	100%	Germany
NCC Automated Systems, Inc.	100%	Pennsylvania, USA
Orise Digital GmbH	100%	Germany
Orise GmbH	100%	Germany
Process Automation Solutions N.V.	100%	Belgium
Raytec Vision S.p.A.	100%	Italy
SP Industries, Inc.	100%	Delaware, USA
WeighPack Systems Inc.	100%	Canada
Corporate holding companies		
ATS Automation USA Holdings 6, Inc.	100%	Ohio, USA
Automation Tooling Systems Enterprises England Limited	100%	United Kingdom

2.0 OVERVIEW OF ATS AND GENERAL DEVELOPMENT OF THE BUSINESS

ATS is an industry leader in planning, designing, building, commissioning and servicing automated manufacturing and assembly systems - including automation products and test solutions - for a broadly diversified base of customers. ATS' reputation, knowledge, global presence and standard automation technology platforms differentiate the Company and provide competitive advantages in the worldwide manufacturing automation market for life sciences, consumer products, food & beverage, energy, and transportation.

At May 28, 2026, the Company employed over 7,000 people at more than 65 manufacturing facilities and over 85 offices in North America, Europe, Southeast Asia and Oceania.

ATS Business Model

To drive the creation of long-term sustainable shareholder value, the Company employs a three-part value creation strategy: Build, Grow and Expand. It applies the ATS Business Model ("ABM"), a management system developed by ATS, to enable these strategies, strive to outpace the growth of its chosen markets and drive year-over-year continuous improvement. To expand the Company's reach, management is focused on the development of new markets and business platforms, expansion of service offerings, including digital tools, investment in innovation and product development, and disciplined acquisitions that strengthen ATS. The Company pursues all of its initiatives by using a strategic capital framework aimed at driving the creation of long-term sustainable shareholder value. See "Strategy – ATS Business Model" in the fiscal 2026 MD&A.

Acquisitions

As part of its ongoing strategy to complement organic growth, ATS has acquired six businesses over the past three years. The Company uses a four-part framework for assessing acquisitions: (i) market (including growth potential, barriers to entry, regulation and fit); (ii) strategic value of the target (technology, capability, platform, geographic presence, after-market mix); (iii) integration (including ability to operate, synergies and alignment with the ABM); and (iv) financial return (including return on invested capital, strong profitability potential, earnings accretion).

Key Developments Over The Last Three Years

On May 25, 2023, the Company commenced trading of its Common Shares on the NYSE, under the ticker symbol "ATS" and the Company announced on May 30, 2023 the closing of the initial public offering. As a result, ATS became a dual-listed company, trading on both the TSX and NYSE. In conjunction with the initial public offering in the United States, the Company sold 6,900,000 Common Shares at a price of U.S. $41 per share, for gross proceeds of U.S. $282.9 million.

On June 30, 2023, the Company announced that the board of directors of the Company (the "Board" or "Board of Directors") approved the adoption of a shareholder rights plan (the "Rights Plan") pursuant to a shareholder rights plan agreement entered into with Computershare Investor Services Inc., as rights agent, dated June 30, 2023. The Rights Plan was adopted to ensure, to the extent possible, that all shareholders of the Company are treated fairly in connection with any takeover bid for the Company and to protect against "creeping bids", which involve the accumulation of more than 20% of the Company's Common Shares through purchases exempt from applicable take-over bid rules.

On July 5, 2023, the Company announced that it had acquired Yazzoom BV ("Yazzoom"), a Belgium-based provider of artificial intelligence and machine learning based tools for industrial production. Yazzoom joined ATS' Process Automation Solutions (“PA”) business to broaden its process optimization and digital capabilities in key focus sectors.

On July 19, 2023, the Company announced that it had acquired Odyssey Validation Consultants Limited ("Odyssey"), an Ireland-based provider of digitalization solutions for the life sciences industry. Odyssey joined ATS' PA business and provides expertise in delivering production process improvements through computer system validation.

On November 2, 2023, the Company issued its annual Sustainability Report entitled "Building Tomorrow Today". Included in the report were updates on several key topics, including: progress on previously disclosed sustainability goals, enhanced disclosure on governance, and ATS' strategic integration of sustainable operations.

On November 17, 2023, the Company announced it had acquired Avidity Science, LLC ("Avidity"), a growing designer and manufacturer of automated water purification solutions for biomedical and life science applications. Avidity bolsters ATS' value proposition for both new and existing customers by providing researchers confidence in their data during key stages of drug discovery, development and testing.

On December 13, 2023, the Company announced that the TSX had accepted a notice filed by the Company of its intention to make a Normal Course Issuer Bid (the "2023 NCIB"). Under the 2023 NCIB, ATS had the ability to purchase for cancellation up to a maximum of 8,044,818 Common Shares, representing approximately 10% of the public float of 80,448,183 Common Shares.

On February 7, 2024, the Company announced it had acquired IT.ACA. Engineering S.r.l ("IT.ACA"), an Italian automation system integrator. IT.ACA strengthens PA's market position in southern Europe, while also adding strong capabilities aligned with PA's in automation integration, digitalization, and production process optimization.

On March 27, 2024, the Company announced it had entered into an agreement with a fund managed by Mason Capital Management LLC (the "Selling Shareholder") and Scotiabank (the "Underwriter"), pursuant to which the Underwriter agreed to purchase, on a bought deal basis, 3,500,000 Common Shares of ATS from the Selling Shareholder, at a price of $46.55 per Common Share for gross proceeds to the Selling Shareholder of approximately $163 million. The Company did not receive any proceeds from the sale of the Common Shares by the Selling Shareholder, and the Selling Shareholder retained a significant ownership stake in ATS.

On July 24, 2024, the Company announced that it had acquired Paxiom Group ("Paxiom"), a provider of primary, secondary, and end-of-line packaging machines in the food & beverage, cannabis and pharmaceutical industries. Paxiom's product line complements ATS' packaging and food technology businesses and allow ATS to offer complete packaging and end-of-line solutions.

On August 21, 2024, the Company announced the closing of its private placement of $400 million aggregate principal amount of senior unsecured notes due 2032 (the "CAD Senior Notes"). The CAD Senior Notes were issued at par, bear interest at a rate of 6.50% per annum and mature on August 21, 2032. ATS used the net proceeds from the offering of the CAD Senior Notes to pay outstanding amounts owed under the revolving line of credit available under its senior syndicated credit facility.

On September 3, 2024, the Company announced that it had acquired Heidolph Instruments GmbH & Co. KG and Hans Heidolph GmbH, a leading manufacturer of premium lab equipment for the life sciences and pharmaceutical industries.

On December 12, 2024, the Company announced that the TSX had accepted a notice filed by the Company of its intention to make a Normal Course Issuer Bid (the "2024 NCIB"). Under the 2024 NCIB, ATS has the ability to purchase for cancellation up to a maximum of 8,259,180 Common Shares, representing approximately 10% of the public float of 82,591,806 Common Shares.

On December 16, 2024, the Company issued its annual Sustainability Report entitled "Future in Focus". Included in the report were updates on several key topics, including: progress on previously disclosed sustainability goals, and first fiscal year activity of Board-level Sustainability Committee.

On December 19, 2024, the Company announced the closing of a private placement of an additional $200 million of CAD Senior Notes, bringing the total amount of CAD Senior Notes issued to date to $600 million. The additional CAD Senior Notes have identical terms and will be fungible with, and a part

of a single series with, the $400 million CAD Senior Notes issued by the Company on August 21, 2024. ATS used the net proceeds from the offering of the additional CAD Senior Notes to pay outstanding amounts owed under the revolving line of credit available under its senior syndicated credit facility.

On May 23, 2025, the Company announced that it had reached a settlement agreement with an electric vehicle (“EV”) customer with respect to previously disclosed outstanding payments owed. Shortly thereafter, the Company received payment from the customer of USD $134.75 million.

On July 7, 2025, the Company announced that Andrew Hider would be stepping down from his role as Chief Executive Officer of the Company and from its Board of Directors to pursue a new leadership opportunity outside the automation industry.

On December 16, 2025 the Company announced that William Douglas (Doug) Wright had been appointed Chief Executive Officer and a member of its Board of Directors.

On December 18, 2025, the Company announced that the TSX had accepted a notice filed by the Company of its intention to make a Normal Course Issuer Bid (the "2025 NCIB"). Under the 2025 NCIB, ATS has the ability to purchase for cancellation up to a maximum of 8,225,621 Common Shares, representing approximately 10% of the public float of 82,256,213 Common Shares.

On January 19, 2026, the Company announced that Ryan McLeod had resigned from his role of Chief Financial Officer to pursue an opportunity in an unrelated industry.

On March 19, 2026, the Company issued its annual Sustainability Report entitled "Innovating for a Better Tomorrow". Included in the report were focused updates on key sustainability metrics.

For additional information regarding the general development of ATS' business, and consideration paid for recent acquisitions, see the fiscal 2026 MD&A.

3.0 NARRATIVE DESCRIPTION OF THE BUSINESS

BUSINESS OVERVIEW

With broad and in-depth knowledge across multiple industries and technical fields, ATS delivers custom automation solutions to customers designed to meet their volume and throughput requirements, lower their production costs, accelerate product delivery, and improve quality and quality control. ATS engages with customers on both greenfield programs, such as equipping new factories, and brownfield programs including capacity expansions, production relocations, equipment upgrades, software upgrades, efficiency improvements and factory optimizations. ATS is also building out its standard products and equipment portfolio and adding services and digital capabilities while growing its levels of reoccurring revenues. ATS is focused on expanding its market reach through its capabilities where high-value applications that are complex to manufacture and where quality is critical, align well with its strengths. ATS is selective in its choice of markets and favours regulated industries where quality and reliability are mandatory. ATS and its subsidiaries serve customers in the following markets: (a) life sciences, (b) consumer products, (c) food & beverage, (d) energy, and (e) transportation.

Life sciences includes automation solutions for high performance medical devices and hand-held and on-body monitoring devices, automated solutions for assay and chip assembly that deliver reliable test results and diagnoses, general pharmaceuticals and radiopharmaceuticals, and automation solutions for large and small scale pharmacy and laboratory operations. ATS is able to offer a unique value

proposition through automation and scalability and end-to-end manufacturing capabilities to deliver a customer-centric approach with a global reach.

Consumer products includes automation solutions for the production and packaging of personal care items, cosmetics, and household goods, as well as technologies that support warehouse packaging automation and distribution for retail and e-commerce channels. ATS leverages modular, high-speed platforms to deliver systems that enhance throughput, ensure quality, and optimize supply chain execution across a wide variety of consumer applications.

Food & beverage includes automation solutions for food processing and packaging, including comprehensive solutions for fresh food packaging and inspection and convenience food preparation, utilization of filling technologies for a wide range of beverages, optical sorting, X-Ray and vision technology to specialize in inspection and quality control for varied food products, and high-speed and high precision applications for packaging solutions. Within the food & beverage vertical, ATS is focused on increasing and improving service levels to support customer demand, differentiating from competitors through continued innovation and new capabilities and broadening global reach by expanding into new markets or penetrating further into existing markets.

Energy includes nuclear, solar and other green energy applications. Within nuclear, ATS supports the design and commissioning of new reactor builds, refurbishment, operational maintenance, and decommissioning activities across Canada Deuterium Uranium (CANDU) reactors, small modular reactors (SMRs) and large-scale nuclear reactors. ATS develops and delivers specialized systems to support customers in the Company's areas of specialization, including tubing, handling, nuclear fuel fabrication, factory automation of modular assemblies for new nuclear builds and nuclear waste handling. ATS is well positioned to serve as a strategic partner from the concept and design phases all the way to execution, with a focus on improving safety and reducing manual intervention in complex, regulated environments. ATS also has automation capabilities for stationary fuel cells used in industrial and grid backup and energy storage applications. ATS also supports customers in the oil and gas space.

Transportation includes automation solutions that support the assembly and testing of automotive components and systems, primarily for electric vehicles ("EV"). Although, transportation represents a smaller portion of ATS' business compared to several years ago, ATS continues to execute on projects where its specialized capabilities add value to specific customer solutions, including the need for volume and throughput requirements. Such projects include the specialized systems for the assembly and automation of battery modules and packs, motors, rotors and axles for electric vehicles, where the Company’s capabilities and customer’s needs align.

ATS engages at varying points in customers' automation cycles. During the pre-automation phase, ATS offers comprehensive services, including discovery and analysis, concept development, simulation and total cost of ownership modeling, all of which help customers to verify the feasibility of different types of automation, set objectives for factors such as line speed and yield, assess production processes for manufacturability and calculate the total cost of ownership.

For customers that have decided to proceed with an automation project, ATS offers specialized equipment for specific applications and markets, as well as automation and integration services, including engineering design, prototyping, process verification, specification writing, software and manufacturing process controls development, equipment design and build, standard automation products/platforms, third-party equipment qualification, procurement and integration, automation system installation, product line commissioning, validation and documentation. Following the installation of custom automation, ATS may supply duplicate or similar automation systems that

leverage engineering design completed in the original customer program. For customers seeking complex equipment production or build-to-print manufacturing, ATS provides value engineering, supply-chain management, integration and manufacturing capabilities, and other automation products and solutions.

Post-automation, ATS offers services including training, process optimization, preventative maintenance, emergency and on-call support, spare parts, retooling, retrofits and equipment relocation. Service agreements are often entered into at the time of new equipment sale or are available on an after-market basis on installed equipment. ATS offers a number of software and digital solutions to its customers, including connected factory floor management systems to capture, analyze and use real-time machine performance data to quickly and accurately troubleshoot, deliver process and product solution improvements, prevent equipment downtime, drive greater operational efficiency and unlock performance for sustainable production improvements.

Contract values for individual automation systems vary depending on the nature and complexity of the system and are often in excess of $1 million, with some contracts for enterprise-type programs well in excess of $10 million. Due to the custom nature of certain projects, contract durations vary, with typical durations for such projects ranging from six to 12 months, and some larger contracts extending to 18 to 24 months and beyond. Contracts for pre- and post-automation services range in value and can exceed $1 million with varying durations and can sometimes extend over several years. Contracts for other products range in value and duration, depending on their nature.

COMPETITION

ATS sells its automation solutions (products, technologies and services) in competitive international geographies and industries. Competitors vary in size and capabilities and do not necessarily bid for work across all of ATS' target geographies and industries (see "Risk Factors – Competition Risk").

Management believes ATS has the following competitive strengths:

Global presence, size and critical mass: Although ATS has larger competitors, as many of the Company's competitors are smaller and operate with a narrower geographic and/or industrial market focus, ATS' global presence and scale provide advantages in serving multinational customers. ATS and its subsidiaries have a presence in Canada, the United States, Italy, Germany, Belgium, the United Kingdom, Thailand, Netherlands, Ireland, China, Czech Republic, Australia, Spain, France, Indonesia, Slovakia, Japan, India, Sweden, Switzerland, Austria, South Korea and Portugal. ATS can deliver localized service through its network of over 85 locations globally. Management believes that ATS' scale and global footprint provide it with competitive and operational advantages in supporting large, multinational customer programs and in delivering a lifecycle-oriented service platform to customers' global operations. In addition, customers seeking to de-risk or enhance the resiliency of their supply chains also provide future opportunities for ATS to pursue by leveraging its global presence and the inherent advantages of automation on production reliability and cost.

Technical skills, capabilities and experience: ATS has designed, manufactured, assembled and serviced automation systems worldwide and has an extensive knowledge base and accumulated design expertise. Management believes ATS' broad experience in many different industrial markets and with diverse technologies, its talented workforce, which includes approximately 2,200 engineers and approximately 400 program management personnel, and its ability to provide custom automation, repeat automation, automation products and value-added services, position the Company well to serve complex customer programs in a variety of markets.

Product and technology portfolio: ATS owns an extensive product and technology portfolio through the successful completion of thousands of unique automation projects. ATS has a number of standard automation platforms and products, including: innovative linear motion transport systems; pallet handling and sanitary conveyance systems; robust cam-driven assembly platforms; advanced vision systems used to ensure product or process quality; optical sorting and inspection technologies; test systems; factory management and intelligence and other software solutions; proprietary weighing hardware and process control software technologies; precision fluid-dispensing equipment; aseptic containment technologies; and biopharma processing equipment and high-performance tube filling and cartoning systems. Management believes the Company's extensive product and technology portfolio provides advantages in developing unique and leading solutions for customers and in maintaining competitiveness.

Recognized brands: Management believes ATS is well-known within the global automation industry due to its long history of innovation and broad scope of operations. In addition, ATS' subsidiaries operate under industry recognized brands, such as: "Avidity", a designer and manufacturer of automated water purification solutions for biomedical and life sciences applications; "Scientific Products", a specialized designer and manufacturer of pharmaceutical and packaging equipment and systems in the life sciences market; "BioDot", a leading manufacturer of automated fluid-dispensing systems in the life sciences market; "Comecer", a provider of high-tech automation systems for the nuclear medicine and pharmaceutical industries; "Heidolph", a manufacturer of premium lab equipment for the life sciences and pharmaceutical industries; "NCC", a provider of engineered-to-order sanitary automation solutions and standalone precision conveyance equipment in the food & beverage industries; "MARCO", a provider of yield control and recipe formulation systems in the food, nutraceuticals and cosmetics sectors; "CFT", a specialist in the development and production of turn-key machines and systems for the food & beverage industries; "Paxiom", a provider of primary, secondary, and end-of-line packaging machines in the food & beverage, cannabis, and pharmaceutical industries; "IWK", a specialist in the packaging market; and "Orise", a provider of innovative automation and digital solutions for process and production sectors. Management believes that ATS' brands and global reputation improve sales prospecting, allowing the Company to be considered for a wide variety of customer programs.

Trusted customer relationships: ATS serves some of the world's largest multinational companies. Many customer relationships are long-standing, often spanning a decade or more, and many customers are repeat buyers who return to ATS and its subsidiaries time after time to meet their automation manufacturing, assembly, processing, and service needs.

Total-solutions capabilities: Customers often rely on ATS because it can provide comprehensive, turnkey solutions in automation. This allows customers to single source their most complex projects from ATS rather than rely on multiple engineering firms, equipment builders and/or service/component suppliers. In addition, ATS provides customers with other value-added services including pre-automation consulting, total cost-of-ownership studies, lifecycle material management, and post-automation service, optimization, training and support.

SUPPLY OF COMPONENTS AND RAW MATERIALS

ATS sources a wide variety of purchased goods from many suppliers depending on the requirements of the automation system application. In addition to metals and supplies, the Company often buys items such as industrial robots, controllers, machine vision components and subsystems, computers, computer control software, machines, conveyor material handling devices, software, sensors, bearings, pneumatic and hydraulic valves and cylinders. Most equipment and other supplies that are integrated into automation systems are typically available from several suppliers. Customers may specify a particular supplier for certain components of their automation system, and this specification may

constrain the availability of that equipment or supply. In the short term, ATS will continue to mitigate supply chain volatility, including volatility arising from evolving regulatory, geopolitical and tariff landscapes. Acceptable lead times are generally attainable in most key categories; however, supply chain volatility has been contributing to some lead time and cost uncertainty in the supply base over the past several quarters. To date, the Company has mitigated many of these supply chain disruptions through the use of alternative supply sources and savings on materials not affected by cost increases (see "Risk Factors – Availability of raw materials and other manufacturing inputs risk").

INTELLECTUAL PROPERTY AND INTANGIBLES

The success of ATS depends in part upon its ability to protect its brands, intellectual property, and proprietary technology. ATS relies primarily on patent, trademark, trade secret, copyright law, and other contractual restrictions to protect its intellectual property. The Company holds various patents and patents pending in respect of several of its standard products, automation platforms, and technologies (see "Risk Factors – Intellectual property risks").

RESEARCH AND DEVELOPMENT

Projects undertaken for the supply of new automation equipment typically involve considerable custom engineering that may include unique applications requiring research and development and innovation. Expenditures related to these activities are often incorporated in project costs. The Company also engages in developing its own standard products and technologies that can be integrated into a range of applications for customers to reduce risk, improve value and enable more effective production. Costs for the development of its own products and technologies are borne by the Company.

CYCLICALITY

The purchase of capital equipment is cyclical in nature. Changes in economic conditions, product lifecycles and customer product demand within ATS' markets may impact Order Bookings and revenues and the Company's earnings. To the extent the Company has not secured new Order Bookings sufficient to replace any reduction or loss of business that may arise under individual material contracts, the future impact on revenues and earnings of ATS may be materially negative. Operating performance quarter to quarter may also be affected by the timing of revenue recognition on large programs in Order Backlog, which is impacted by such factors as customer delivery schedules, the timing of third-party content delivery and by the timing of business acquisitions. The Company's broad customer base and its strategy of diversification through participation in different industries and geographic regions are intended to provide opportunities to generate new revenue and help reduce cyclical risk associated with individual markets. However, because of globalization of markets, economic downturns may be broad-based across regions and industries (see "Risk Factors – Macroeconomic condition risk").

ATS typically experiences some seasonality with its Order Bookings, revenues, and earnings from operations due to employee vacations, seasonality of growing seasons within the food industry, and summer plant shutdowns by its customers (see "Risk Factors – Pricing, quality, and delivery risk").

Order Bookings and Order Backlog are supplementary financial measures. See "Non-IFRS and Other Financial Measures" in the fiscal 2026 MD&A for an explanation of such measures.

EMPLOYEES

As at March 31, 2026, ATS employed over 7,000 people, including many employees skilled in engineering, software design development, program management, skilled trades, and assembly.

ETHICAL BEHAVIOUR AND DIVERSE PERSPECTIVES

The Company is committed to managing its activities in an ethical manner in all aspects. The Company's Board of Directors approved the Code of Business Conduct (the "Code") that applies to Company directors, officers, and employees, all of whom must review the Code on an annual basis. Everyone at ATS has an obligation to report any violation of the Code that comes to their attention. Several reporting channels, including a confidential 24/7 reporting system monitored by an independent third party are available to employees. The Company's Supplier Code of Conduct sets clear expectations of performance, including ethical conduct, for all supply partners.

The Board recognizes that a broad range of skills and expertise among its directors supports a balanced and comprehensive consideration of matters. To that end, the Board maintains a Board diversity policy that recognizes the importance of diverse perspectives and experience and the positive impact this has on decision-making and shareholder value. The Board also recognizes its obligation to promote development and inclusivity as part of the ATS corporate culture.

WORKPLACE HEALTH AND SAFETY

The Company maintains active and extensive health and safety programs at each of its operations and operates according to a global health, safety, and environment policy statement: "There is nothing that we will do today that is more important than protecting the health and safety of our employees." The ATS Global Health, Safety and Environmental Management System governs all operations and defines how the Company identifies, assesses, and controls occupational safety and environmental risks. Internal audits are conducted regularly, and action plans are used to address opportunities to improve. Risk areas include lock out/tag out, robot safety, and electrical safety/arc flash prevention.

ENVIRONMENTAL MATTERS INCLUDING CLIMATE CHANGE

The Company's operations are subject to regulation under various provincial, federal, state and international laws relating to environmental protection. Historically, the costs associated with compliance have not been material to the Company. These and other environmental laws may become more stringent over time, may be instituted and enforced in other jurisdictions where the Company operates, and may require ATS to incur substantial compliance costs.

ATS recognizes the long-term challenge posed by climate change and is committed to maintaining transparency and accountability in the disclosure of our sustainability performance. The Company currently tracks emissions across its operations and publicly discloses Scope 1 (direct emissions), Scope 2 (indirect emissions), and Scope 3 (specifically, the Company discloses emissions attributed to employee commuting and business travel) in its annual Sustainability Report.

The Company cannot currently predict the effects, if any, of more stringent greenhouse gas ("GHG") regulations on its customers. However, ATS serves the solar and nuclear energy markets where it enables customers to develop and produce sources of energy production that do not contribute to greenhouse gas. Management believes markets where sustainability requirements are an increasing focus for customers, including grid battery storage, consumer goods packaging, as well as EV and

nuclear, provide ATS with opportunities to use its capabilities to respond to customer sustainability standards and goals.

FOREIGN OPERATIONS

ATS and its subsidiaries have a presence in Canada, the United States, Italy, Germany, Belgium, the United Kingdom, Thailand, Netherlands, Ireland, China, Czech Republic, Australia, Spain, France, Indonesia, Slovakia, Japan, India, Sweden, Switzerland, Austria, South Korea, and Portugal. ATS can deliver localized service through its network of over 85 locations globally. In addition to foreign exchange risk, ATS is also subject to various other risks associated with operating in or servicing customers in foreign countries (see "Risk Factors - Doing business in foreign countries risk"). The Company is dependent upon its foreign subsidiaries to serve its multinational customer base. Management believes that ATS' scale and global footprint provide it with competitive and operational advantages in supporting large, multinational customer programs and in delivering a lifecycle-oriented service platform to customers' global operations. Expanding ATS' business in emerging markets is an important element of its strategy and, as a result, ATS' exposure to the risks of operating in foreign countries may be greater in the future. The likelihood of such occurrences and their potential effect on ATS vary from country to country and may be unpredictable.

In order to address certain of the risks associated with operations in emerging markets, ATS has adopted additional procedures relating to the internal controls of its foreign subsidiaries. For each foreign subsidiary there is a management certification process in place at the divisional General Manager, Controller, and other management levels. This certification process, as well as the entire internal control framework, is similar across all subsidiaries and business units of the Company. Also, the results of each subsidiary are reviewed at the corporate level. This control is designed to highlight any material errors in divisional reporting. Management’s assessment of internal control over financial reporting is more fully described in the Company's Annual MD&A under the heading "Internal Control over Financial Reporting."

Although ATS' operations in China are not considered material in the context of ATS' consolidated operations, the commercial and legal environment described below raises particular risks. See "Risk Factors – Risks related to operations in China".

ATS' operations in China are carried out through six wholly owned subsidiaries, each of which is required to have its own legal representative with statutory authority to represent and bind the subsidiary, including by signing contracts, government filings, and other documents on its behalf.

The legal representative may be held personally accountable for actions carried out by the applicable Chinese company. The legal representative is exposed to personal risks for acts and omissions, either individually, or by the company and its employees. The articles of ATS' Chinese subsidiaries do not provide for any variation to the role, powers, and responsibilities of the legal representative, other than those as typically provided under Chinese law. The legal representative represents the company and is responsible for performing duties and powers on behalf of the company in accordance with applicable Chinese laws and the company's articles of association. Most company registration or change filing-related formalities require the wet signature of the legal representative, and the legal representative also is typically provided a personal seal which serves as a formal signature for some other authorities or bank formalities. The legal representative's name is recorded on the Company's business license, which is publicized online.

There are certain procedures to be followed to legally remove a legal representative, directors, and officers of an entity under Chinese law, which may delay the effective date of a change in legal representative.

Under Chinese law, each of ATS' Chinese subsidiaries is also required to have at least one supervisor. The role of the supervisor is to supervise the directors of the subsidiary and senior management to ensure they are fulfilling their fiduciary duties.

The minute books, seals (or chops), and records of the six Chinese subsidiaries are kept in a secure location accessible only to authorized personnel. Chinese law requires the use of chops by corporate entities for certain contracts, invoices, legal documents and financial documents. Each of the China subsidiaries has an Official Chop (used for legal documents, and announcement), Financial Chop (used for financial documents such as banking and cheques), Contract Chop (used to sign contracts with external parties), Invoice Chop (used on official company invoices), and Legal Representative Chop (used for company announcements and any other official documents that require it). These chops are essential to Chinese subsidiaries' ability to enter into contracts, conduct banking activities, and undertake day-to-day corporate and business activities.

REORGANIZATIONS

As part of its continuous improvement approach, management regularly reviews the Company's operations to ensure alignment with market opportunities, and to achieve optimal structural and cost efficiencies. In the past three fiscal years, management has successfully completed three regional reorganizations.

In fiscal 2024, the Company completed a reorganization plan to remove unnecessary management positions in targeted areas across its global operations to improve its cost structure. The Company recorded restructuring expenses of $22.8 million in fiscal 2024 in relation to this reorganization.

In fiscal 2025, the Company completed a reorganization plan to improve its cost structure and reallocate investment to growth areas. The Company recorded restructuring expenses of $24.0 million in fiscal 2025 in relation to this reorganization.

In fiscal 2026, the Company completed various reorganization activities, including cost structure improvements across the business; the Company recorded restructuring expenses of $23.1 million in fiscal 2026 related to these activities. In addition, the Company announced further transportation and global-services-related reorganization initiatives, which have resulted in certain costs in fiscal 2026 and which will result in additional incremental costs and gains in fiscal 2027. For details, see "Reorganization Activity" in the fiscal 2026 MD&A.

4.0 RISK FACTORS

In addition to the discussion of risks faced by the Company contained above in this AIF (see "Narrative Description of the Business"), there are various other risks faced by the Company. The risks and uncertainties described below are not the only ones facing ATS. Additional risks and uncertainties that management is not aware of or has not focused on, or that management currently deems immaterial, may also impair the Company's business operations. If adverse effects of any of the following risks materialize, they could materially and adversely affect ATS' business, financial condition, liquidity, or results of operations.

MACROECONOMIC, GEOPOLITICAL AND OTHER RISKS

International trade risk. Current international, multinational, and/or bilateral trade agreements and tariffs and trade disputes in effect from time to time can significantly impact ATS and its subsidiaries' businesses and financial performance. Such trade agreements, disputes and tariffs can impact the demand for, and cost and production of, ATS and its subsidiaries' products. The continuation or increase of existing tariffs, the implementation of new tariffs, and/or the existence or escalation of trade disputes from time to time could have a material adverse effect on the financial results and profitability of ATS and its subsidiaries. In addition, such tariffs and disputes can, among other things, disrupt global and local supply chains, distort commodity pricing, impair the ability of ATS and its subsidiaries to make long-term investment decisions, create volatility in relative foreign exchange rates, contribute to stock market volatility and impair the ability of ATS' customers to make efficient long-term investment decisions. In particular, the imposition of tariffs and/or escalation of trade disputes which interfere with supply chains could have a material adverse effect on the Company's operations and profitability.

Significant changes or developments in U.S. laws and policies, such as laws and policies surrounding international trade, sanctions, foreign affairs, manufacturing and development and investment in the territories and countries where the Company or its customers operate, could have an adverse effect on the financial results and profitability of the Company and its subsidiaries and their operations. Various tariffs have been announced by the U.S. and have resulted in certain retaliatory tariffs by certain countries. Some of these tariffs apply to certain countries in which the Company operates. Even though some of these announced tariffs have been temporarily paused or have been found to be invalid by courts, such tariffs could be reinstated under different authority or new tariffs could be introduced. Any such tariffs currently in effect or that may be introduced may have a material adverse effect on the Company's business operations and financial condition. In addition, the uncertainty as to whether additional tariffs or trade policies will be adopted domestically or internationally and the uncertainty of the impact of such tariffs and trade policies have, and may continue to have, a negative impact on countries in which the Company operates and on the global economy generally. Consequently, such impact may adversely affect the Company's business operations and financial condition.

Geopolitical disputes and conflicts, acts of war, terrorism, natural or other disasters, or other disruptive risks. The Company has a substantial physical presence and operations outside of North America, including in Europe. The ongoing conflicts in Ukraine and the Middle East and the global response to these conflicts has resulted in significant uncertainty related to the global economy. Should these conflicts expand beyond these regions, or should other geopolitical disputes and conflicts emerge in other regions, it could result in adverse effects on the Company's operations. In addition, the extent and impact of political instability resulting from, and sanctions imposed in connection with, the conflicts in Ukraine and the Middle East, as well as the conflicts themselves, may cause financial market volatility, impact the global economy and the markets in which the Company operates, and have the effect of heightening certain other risks described in this section. In particular, there may be an increased risk of cyberattacks by state actors or criminal elements. Any increase in such attacks on the Company or its systems could adversely affect its platforms, networks, systems, or other operations. The Company may not be able to address these cybersecurity threats proactively or implement adequate preventative measures, and it may be unable to promptly detect and address any such disruption or security breach, if at all.

Other acts or threats of war or terrorism, international conflicts, political instability, natural or other disaster, and the actions taken by governments could create economic instability and could cause damage to or disrupt ATS' business operations, suppliers, or customers. Although it is not possible to predict such events or their consequences, these events could decrease demand for the Company's

products and services or make it difficult or impossible for the Company to deliver products and services. If ATS cannot complete its contracts on time, it may be subject to potential liability claims from its customers.

With a limited number of manufacturing facilities, including some in lesser developed countries, if operations at any one of these facilities were disrupted as a result of geopolitical disputes and conflicts, acts of war, terrorism, natural or other disasters, the Company's business could be seriously harmed because the Company may be unable to complete and ship an automation system, product, or parts to customers in a timely fashion. The impact of any disruption at one of ATS' facilities may be exacerbated if the disruption occurs at a time when the Company needs to rapidly increase capacity to meet increased demand or expedited shipment schedules.

Macroeconomic condition risk. A recession, slowdown and/or sustained downturn in the economy (or any particular segment thereof), including as a result of geopolitical risks outlined above could lead to lower growth rates, higher unemployment rates, rising interest rates, limited availability of capital, decreases in consumer spending rates, decreases in availability (and a corresponding increase in cost) of energy, inflation, and other economic impacts in the markets the Company serves and consequently may have a material adverse effect on the Company's business, results of operations, cash flow, financial condition, order bookings and the price of the Common Shares. A recession, slowdown and/or sustained downturn in the economy may also have the effect of heightening certain other risks described herein and in the documents incorporated by reference herein. There can be no assurance that any governmental action will be taken to curb or prevent a recession, slowdown and/or sustained downturn or that any governmental action taken will be effective. A recession, slowdown and/or sustained downturn may also lead to instability in credit and equity markets, affect the Company's ability to finance its operations, or finance on favourable terms. The impact of any recession, slowdown and/or sustained downturn on the financial condition, cash flows, operations, credit risk, liquidity and availability of credit of the Company is uncertain and cannot be predicted. Management will continue to monitor and assess the risk and potential impact of any recession, slowdown and/or sustained downturn on its judgments, estimates, accounting policies and amounts recognized in the consolidated financial statements.

Availability of raw materials and other manufacturing inputs risk. Inability to secure enough raw materials and other inputs to meet sales demands could negatively impact sales and earnings. Most equipment and other supplies that are integrated into automation systems and products are typically available from several suppliers. Customers may specify a particular supplier for certain components of their automation system, and this specification may constrain the availability of that equipment or supply. Changes in prices for raw materials may not be recoverable through price changes under the contract terms with the Company's customers. Rapid changes in raw material costs are likely to have a related impact on the profitability of ATS.

During fiscal 2026, as a result of inflation, and labour shortages, there have been disruptions in global supply chains leading to longer lead-times and cost increases on certain raw materials and components used by the Company. Mitigation techniques have been used to minimize the impact felt by the Company to date, however, further cost increases, or prolonged disruptions could impact the timing and progress of the Company's margin expansion efforts and the timing of revenue recognition.

STRATEGIC RISKS

Strategy execution risks. In order to be successful, the Company must successfully execute upon its strategic initiatives and effectively manage the resulting changes in its operations. The Company's assumptions underlying its strategic plans may not be correct, the market may react negatively to these plans, the Company may be unable to successfully execute these plans, and even if successfully executed, its actions may not be effective or may not lead to the anticipated benefits within the expected time frame.

Management has made, and will continue to make, judgments as to whether the Company should limit investment in, exit, or dispose of businesses that become non-core because of market changes, poor performance, or decisions to reallocate capital for higher returns. Any such actions may not proceed on terms or timing that are favourable to ATS, or at all, and may expose ATS to ongoing risk and exposure post-execution. ATS' inability to proceed with such actions on terms and timing favourable to it may have a material adverse effect on the Company's business, results of operations, and financial condition.

Any decision by ATS to further limit investment in, exit, or dispose of non-core businesses may result in the recording of additional restructuring and other charges. As well, future decisions respecting any such business or market conditions may trigger write-downs of the tangible and intangible assets following a review as to their recoverability. This is due to uncertainties in the estimates and assumptions used in asset valuations, which are based on forecasts of future business performance, and accounting estimates related to the useful life and recoverability of the net book value of these assets, including inventory, goodwill, net deferred income taxes, and other intangible assets.

Technology and innovation risk. While the Company continues to invest in technology and innovation, which are vital for long-term growth, the industries in which the Company operates are experiencing significant changes and disruptions driven by technological advancements. The Company's ability to foresee technological changes and successfully develop and launch new and improved products or manufacturing processes in a timely manner will be crucial for maintaining competitiveness. Moreover, the success of ATS hinges on the capacity to attract, develop, and retain employees with necessary technical or software skills. Should the Company fail or perform worse than its competitors in consistently creating innovative products or processes, the Company might face competitive disadvantages in securing new business and may not be able to recover all or part of the engineering, research, and development expenses, potentially resulting in a material adverse impact on profitability, financial condition, and ability to fully execute its corporate strategy.

Artificial intelligence risk. The Company offers certain artificial intelligence ("AI") and machine learning based software solutions to some of its customers and is increasingly using AI tools in its own operations. The development, use and application of AI continues to rapidly evolve and the pace of AI innovation continues to accelerate. While AI presents opportunities, it also involves risks such as flawed algorithms, insufficient or biased datasets, and ethical concerns that may lead to legal liability, reputational harm, and operational disruptions. The Company's ability to mitigate these risks will impact the adoption and success of its AI-powered solutions. These deficiencies could undermine the decisions, predictions, or analysis AI applications produce, subjecting the Company to competitive harm, legal liability, and brand or reputational harm. Additionally, if the Company is slow to innovate or adopt new AI technologies, its solutions may be less competitive or its operations may be less efficient, and therefore could negatively affect the Company's business. New laws and regulations, or the interpretation of existing laws and regulations, in any of the jurisdictions the Company operates in may also affect the use of the Company's AI powered solutions and expose the Company to government enforcement or civil suits. Further, the potential for AI systems, including AI products developed and

sold by the Company to malfunction or be tricked or hacked, leading to unreliable output, unpredictable data breaches and financial losses is another risk faced by the Company. To address these risks, the Company is taking a proactive approach to AI use and governance, including review and testing of the Company's products, as well as ongoing training and development of our workforce to support any transition to AI-enabled operations or products. However, due to the inherent complexity of AI, there is no guarantee that the Company will be able to effectively mitigate the risks associated with its use.

Acquisition risks. ATS will continue to seek growth through acquisition within the context of its established process. Acquisitions may expose the Company to a number of risks, including but not limited to:

- assumption of liabilities of an acquired business, including liabilities that were unknown at the time the acquisition was negotiated;
- valuation methodologies that do not accurately capture the value of the acquired business;
- failure to realize anticipated acquisition benefits, such as cost savings and revenue enhancements/synergies;
- difficulties relating to combining previously separate entities, where applicable, into a single, integrated, and efficient business;
- the effects of diverting management's attention from day-to-day operations to matters involving the integration of acquired companies;
- potentially substantial transaction costs associated with business combinations;
- potential impairment resulting from acquisition overpayment;
- difficulties in assimilating the personnel, services, and systems of an acquired business, and in assimilating marketing and other operational capabilities;
- increased burdens on the Company's staff and on its administrative, internal control, and operating systems, which may hinder its legal and regulatory compliance activities; and,
- difficulties in applying and integrating the Company's system of internal controls to an acquired business.

The Company seeks to leverage its organizational structure, the ABM, and related business processes and experience to successfully integrate acquired businesses. If the Company is unable to identify, invest in and successfully acquire and integrate new businesses, and implement new equipment, systems, processes and facilities, the Company may be unable to expand its business as planned.
While the Company often obtains indemnification rights from the sellers of acquired businesses or purchases insurance to cover potential losses, such rights may be limited in nature, may be difficult to enforce, the losses may exceed any indemnification caps, dedicated escrow funds or insurance coverage, and the indemnitors may not have the ability to financially support the indemnity.

In addition, there is no assurance that ATS will continue to locate suitable acquisition targets or that it will be able to consummate any such transaction on terms and conditions acceptable to ATS. Existing cash balances and cash flow from operations, together with borrowing capacity under its senior secured credit facility, may be insufficient to make acquisitions. Credit and equity market conditions may also make it more difficult and costly to finance acquisitions. Through acquisitions, the Company may also enter into business activities or markets where it has limited or no experience. This would expose it to additional business risks that are different than those it has traditionally experienced.

New product and/or services market acceptance, obsolescence, and commercialization risk. Market risk for new or developing technologies such as automation technology platforms is higher than for the Company's more established customer solutions and products. Developing new products and services requires high levels of innovation, and the development process is often lengthy and costly. There is no assurance that new products or services will be accepted by the market, that planned volumes will be

realized over the product life, or that the product or service life will not be shorter than expected due to obsolescence or competitive products in the marketplace. New products or services that are launched by ATS, or its competitors, may also have price or other advantages over earlier generations of products which compete for the same business, resulting in inventory obsolescence. In addition, newer offerings may also require more significant marketing and sales efforts to gain market acceptance.

OPERATIONAL RISKS

Security breaches or disruptions of information technology systems risk. ATS utilizes a variety of information technology systems to manage and operate its businesses and provide services to customers. These information systems may be owned and maintained by the Company or outsourced to providers, and may be managed on premise or through hosted cloud services. These information systems are subject to attacks, failures, and access denials from a number of potential sources including hackers, malware, viruses, destructive or inadequate code, power failures, and physical damage to computers, hard drives, communication lines, and networking equipment. Despite the implementation of extensive security measures (including access controls, data encryption, vulnerability assessments, continuous monitoring, security operations controls, and maintenance of back-up and protective systems), the Company's information technology systems are potentially vulnerable to interruptions or delays, ransomware, unauthorized access, computer viruses, cyberattack, and other events, ranging from individual attempts to advanced persistent threats, including threats based on the malicious use of AI. It is possible a security breach could result in theft of trade secrets or other intellectual property; disclosure of confidential customer, supplier, or employee information, or personal data; or harm or disruption to our operations or those of our customers. Should the Company be unable to prevent security breaches, disruptions could have an adverse effect on the Company's operations and financial results, as well as expose the Company to litigation, increased cybersecurity protection costs, and reputational damage.

Pricing, quality, and delivery risk. ATS is required to remain competitive on price, quality, and delivery as a condition of many of its contracts. Pricing is often subject to revision and adjustment as a result of negotiations and cost reduction obligations to which the Company may be subject. Price reductions may also be mandatory under the terms of some contracts. The Company may also believe it's necessary to voluntarily reduce prices as a way to secure higher proportions of customers' orders when competitive circumstances exist. To the extent ATS is obligated or agrees to reduce prices, and the impact of these reduced prices is not offset through cost reductions or efficiencies gained from higher volumes, operating margins and earnings will be negatively impacted. In addition, in order to respond to tariffs, the Company may have to adjust its pricing (either by potentially increasing pricing or by absorbing certain costs in order to refrain from increasing prices), and any such adjustments could affect volumes or operating margins and earnings. Failure to remain competitive on price, quality, and delivery may result in the loss of single-source status (if in place), reduced shipments, and possible termination of the contract.

First-time program and production risks. Many of the automation systems and services provided by ATS are customized. Customers may also purchase duplicate (or repeat) automation systems subsequent to an initial system purchase. ATS' earnings and operating margins may be impacted by changes in the proportion of revenue derived from first-time automation systems projects compared to more standardized automation systems and products and repeat automation systems projects. First-time systems may have lower margins than standardized systems or repeat systems because the technical risks associated with the development of such projects are higher. The costs of non-recurring engineering and development may also be higher than the amounts provided for in the Company's quotation. In addition, all first-time projects inherently involve higher risk in terms of the accuracy of cost estimates, the potential for project schedule delays, and challenges in project execution.

Standardized systems and repeat systems may be completed more quickly, with greater certainty of outcome, at lower costs, and with better margins because the development work was completed previously. Projects from first-time customers also have increased risk of lower margins as customer expectations may vary from those of the Company, resulting in higher costs to achieve customer acceptance of the order.

Expansion risks. The Company may experience negative impacts on operating results during periods of rapid change. New employees added in highly skilled areas may take 12 months or more to become fully-trained in ATS-specific technologies and procedures. New facilities may not be fully utilized immediately upon occupancy. Until new employees and new facilities are fully productive, operating margins may be lower than optimal. In addition, because of high recruiting and training costs, and the competitive advantages of retaining a stable and experienced workforce, the Company may retain skilled workers during periods of reduced demand resulting in lower earnings and operating margins during such periods. ATS' strategy addresses expansion and a number of other objectives. There is potential for negative sentiment towards the Company and resulting impairment of the Company's reputation if this strategy does not meet with optimal reception by ATS' customers and/or the market in general, or in the event of customer disputes or other performance issues.

Automation systems pricing risk. Prices and terms for individual contracts are typically negotiated between ATS and its customers. Profit margins vary depending on a number of factors, including, but not limited to, market conditions, technical risk, accurate cost estimates, project execution, competition, the results of negotiation, and revenue mix.

The nature of the Company's contracts with its customers requires the use of estimates to quote new business and many contracts are entered into on a fixed-price basis. If the actual costs incurred by the Company to complete a contract are significantly higher than estimated, the Company's earnings may be negatively affected. Revenues on fixed-price contracts and other long-term contracts are usually recognized on a percentage of completion basis as outlined in note 3(c) "Revenue" of the Company's audited consolidated financial statements for fiscal 2026. Judgment is required in determining the estimated costs to complete a contract. These cost estimates are reviewed at each reporting period and by their nature may give rise to income volatility. The use of estimates involves risks, since the work to be performed involves varying degrees of technical uncertainty, including possible development work to meet the customer's specifications, the extent of which is sometimes not determinable at the time the estimate is made. In the event the Company is unable to meet the defined performance specification in a contract, it may need to rework (potentially including redesign and rebuild) all or a portion of the system at its expense without an increase in the selling price. Certain contracts may have provisions that reduce the selling price or require a refund of the purchase price if the Company fails to deliver or complete the contract by specified dates. These provisions may expose the Company to liabilities or adversely affect the Company's results of operations or financial position.

Revenue mix risk. An automation systems order typically requires ATS to integrate third-party content (third-party equipment, components, and subcontract work) with its own products and services (ATS value-added) to produce a complete automated manufacturing system. Third-party content typically comprises a significant portion of the total value of an automation systems order. Specific third-party equipment, reflecting the functional requirements of the system, is sometimes required under the terms of a customer's order. ATS also subcontracts work on an automation systems order as required to supplement internal resources and to manage capacity and customer delivery schedules. The amount of revenue ATS earns from third-party content in automation systems in a particular reporting period depends primarily on the value of such content integrated by ATS during that period. The amount of third-party content may be subject to significant fluctuations from period to period and depends upon

the nature and specifications of the orders in process, the value and timing of deliveries of third-party content, and the amount of subcontracting used in the period.

The Company may earn lower margins on third-party content compared to margins from ATS value-added content. Therefore, higher-than-normal third-party content in a period may increase revenues while diluting margins, whereas lower third-party content in a period may reduce revenues and increase margins.

Product failure risks. Products and equipment manufactured by ATS are often customized, highly complex, and sophisticated and may contain defects that are difficult to detect and correct. Defects may be found in ATS' products or equipment after they are delivered to the customer and have been fully deployed and operated under peak stress conditions. Correcting such defects could require significant costs and ATS may not be able to correct such defects in a timely manner, or at all. In addition, some of ATS' products and equipment are combined with products from other suppliers, which may contain defects. As a result, should problems occur, it may be difficult to identify the source of the problem. The occurrence of such defects and failures could result in delays in delivery, warranty claims, significant re-engineering costs, and diversion of development and engineering resources that affect the profitability of a particular contract. It could also result in the loss of customers, failure to attract new customers or achieve market acceptance, and have a significant impact on the Company's reputation.

Certain of ATS' customers and/or government regulators have the ability to initiate recalls of products for safety reasons. Product recalls by customers may place ATS at risk for certain costs relating to recalls, even in situations where ATS disputes the need for a recall or the responsibility for any alleged defect. The obligation to compensate customers for the repair or replacement of defective products they sold could have a material adverse effect on ATS' operations and profitability. To the extent such obligations arise as a result of a product recall, ATS may face reputational damage, and the combination of administrative and product replacement- related compensation for which ATS may not be insured could have a material adverse effect on profitability.

ATS provides warranties for its products and equipment and accrues allowances for estimated warranty costs. The determination of such allowances requires management to make estimates of product return rates and expected costs to repair or replace the products or equipment under warranty. Management establishes warranty reserves based on historical warranty costs, and accordingly, if actual return rates or repair and replacement costs differ significantly from such estimates, adjustments to recognize additional cost of sales may be required in future periods.

ATS often manufactures or assembles automation systems and products based on the specifications of third parties and in some limited circumstances may use such automation systems to manufacture customer products for customer needs while the automation system still resides on ATS’ facilities. Although the Company does not believe it would be liable for a customer's product liability claim arising from a customer's manufacturing of a product using ATS' automation system or product, or from ATS manufacturing a customer product in the limited circumstances noted above, the success of the steps it takes to contractually reduce the risk of product liability-related claims cannot be assured with certainty. The effectiveness of such contractual limitations on liability depends, to a significant degree, on judicial decisions and the application of ever-developing jurisprudence in each of the jurisdictions in which the Company operates. These liabilities could exceed ATS' insurance coverage or impact the Company's ability to obtain insurance in the future.

Availability of human resources and dependence on key personnel risks. Management believes that to increase capacity, it must continue to attract, retain, and develop employees whose specialized skills are increasingly in demand. The Company's future success also depends upon a number of key members of ATS senior management. The unexpected loss or departure of any of the Company's key officers or employees could be detrimental to the future operations of the Company. There can be no assurance that the Company will be able to engage the services of such personnel or retain its current personnel.

The industries in which ATS participates are constantly undergoing development and change, and it is likely that their automation needs will change in the future as new products and technologies are introduced. The Company may need to make significant expenditures to train its employees and/or identify and hire new employees to keep pace with customer demands. ATS may not be successful in retaining existing employees or attracting required new talent.

ATS is party to several collective labour agreements throughout its business segments, which may be subject to expiration at various times in the future. If these collective agreements are not successfully renewed as they become subject to renegotiation from time to time, it could result in work stoppages and other labour disturbances.

Restructuring and work stoppage risk. In order to align resources with growth strategies, operate more efficiently, and control costs, ATS reviews its operations footprint regularly and, when appropriate, develops and applies restructuring plans, which may include workforce reductions, facilities closures and consolidations, asset impairments, and other cost reduction initiatives. ATS may undertake additional restructuring actions and workforce reductions in the future. As these plans and actions are complex, unforeseen factors could result in expected savings and benefits to be delayed or not realized to the full extent planned, and ATS' operations and business may be disrupted. ATS believes that its relations with labour unions and works councils that represent ATS' employees in certain jurisdictions are generally good. Although ATS has not experienced any material strikes or work stoppages recently, no assurances can be made that ATS will not experience these in the future due to restructuring plans or other actions taken by ATS that may result in conflict with labour unions, work councils, other groups representing employees or ATS employees generally, or that any future negotiations with labour unions, or the establishment of works councils or unionization at locations where those structures do not currently exist, will not result in significant increases in ATS' cost of labour.

Regional energy shortages; price increases. Parts of the world are experiencing energy shortages which appear to be related to a resurgence in demand, regulatory restrictions, weather events, and challenges related to the transition to renewable energy generation. Prices for energy inputs critical to manufacturing, such as natural gas and electricity, rose dramatically in parts of Europe and Asia in the recent past and may continue to increase in these or other markets. Russia's invasion of Ukraine has and could continue to disrupt natural gas supplies from Russia to Europe and/or may continue to cause elevated prices to rise further. Similarly, the conflict in the Middle East creates the potential for a prolonged disruption of energy supplies resulting in elevated energy prices. Such a prolonged energy disruption and/or significant energy price increase could have an adverse effect on the Company's operations and profitability.

Lengthy sales cycles and quarterly results variability risk. ATS' customers may need several months to evaluate and approve the capital investment that is typical in committing to purchase an automated manufacturing solution. In addition, the customer's internal approval process may be delayed beyond original expectations or result in the capital investment not being approved. This could result in the delay or loss of anticipated revenues from the customer contract being pursued. As a result of this lengthy sales cycle, the Company may incur significant selling, general, and administrative expenses

before generating the related revenues, and the anticipated revenues may never be realized if the customer cancels an order or changes its plans.

The revenues, operating margins, and earnings of ATS may vary from quarter to quarter as a result of lengthy sales cycles and other risk factors discussed in this AIF, and ATS' results of operations in some quarters may be below market expectations, which may have a material adverse effect on the price of ATS' Common Shares. ATS' quarterly results of operations may be substantially affected by a number of factors, many of which are outside management's control, including: changes in the proportion of revenue derived from the different activities of the Company; the proportions of ATS revenue derived from standardized systems, repeat systems, and first-time systems; different margins on work performed; acquisitions; cost of workforce reductions and severances; rate of capacity utilization and expansion; changes in the mix of products sold and value-added services provided; variations in capital expenditures by customers and unplanned additional expenses such as manufacturing failures, defects, and changes in manufacturing costs; variations in customers' operating expenditures related to after-market services; number of new employees added in a period; level of general and administrative expenses required to support the Company's growth; level and timing of research and development activities; expenses associated with the rationalization of operations including the closing of facilities; the availability and pricing of raw materials; unpredictable volume, timing of customer orders or the loss of, or a significant reduction or postponement in orders from, one or more large customers; the timing of new product or technology announcements or introductions by ATS' competitors, and other developments in the competitive environment; costs of resolving customer disputes; bad-debt expenses; changes in the Company's share price which can cause volatility in the Company's stock-based compensation expenses; changes in prevailing currency exchange rates which are used to translate the financial results of foreign subsidiaries into Canadian dollars; and other risk factors identified in this AIF.

Dependence on performance of subsidiaries risk. Among ATS' principal assets are the equity interests it owns in its operating subsidiaries. As a result, ATS may be dependent upon cash dividends, distributions, or other transfers it receives from its subsidiaries in order to repay any debt it may incur and to meet its other obligations. The ability of ATS' subsidiaries to pay dividends and make payments to ATS will depend on their results of operations and may be restricted by, among other things, applicable corporate, tax and other laws and regulations and agreements of those subsidiaries. ATS' subsidiaries are separate and distinct legal entities. Any right that ATS has to receive any assets of or distributions from any subsidiary upon its bankruptcy, dissolution, liquidation, or reorganization, or to realize proceeds from the sale of the assets of any subsidiary, will be junior to the claims of that subsidiary's creditors, including trade creditors. ATS may also be exposed to claims upon insolvency of a subsidiary in some jurisdictions where local laws or case law may provide for recourse against shareholders, especially when assets are insufficient to cover liabilities, including workforce redundancy costs. In addition, ATS or its subsidiaries may enter into joint ventures with third parties as a means to execute business strategies. ATS' ability to access its assets, including cash in these joint ventures, may be restricted by the governing documents of any such ventures.

Risks related to operations in China. ATS conducts certain of its operations in China, where the distinctive political, economic, and legal environment exert a considerable influence on its business activities, financial condition, and overall performance. The policies of the Chinese government are subject to rapid changes, which can affect various facets of the business, including currency controls and taxation. For instance, the government regulates the convertibility and remittance of the Chinese currency, Renminbi ("RMB"), necessitating companies to obtain approval for converting RMB into foreign currency for capital account transactions. This regulation can impact ATS' ability to repatriate profits and manage its finances efficiently.

The legal system in China is relatively nascent and lacks a comprehensive body of case law, which creates uncertainties in the interpretation and enforcement of laws. This uncertainty can pose challenges for ATS in ensuring compliance and safeguarding its interests. Furthermore, intellectual property rights in China are still in the process of development. ATS must exercise vigilance in protecting its intellectual property to maintain its competitive advantage, as inadequate protection could result in unauthorized use or infringement by competitors.

Land use rights in China constitute another critical consideration. The government holds the authority to revoke these rights for public interest, a term that is often broadly interpreted. While compensation is generally provided, the process can disrupt business operations. Foreign-owned enterprises such as ATS may also be subject to different regulations compared to local companies, and any reversal or tightening of foreign investment policies could adversely affect ATS' operations and growth prospects.
Government regulations concerning various aspects such as production, taxation, and foreign investment can directly impact ATS' business activities. Additionally, rising labor costs and the potential for labor disputes in China can escalate operational expenses, thereby affecting profitability. ATS' subsidiaries in China are required to obtain and periodically renew various permits and licenses to operate. The compliance standards for these permits can change, adding a layer of uncertainty to the business environment.

The security of company chops (official seals) is crucial for the seamless operation of ATS' subsidiaries. Misuse or loss of these chops can disrupt business activities, as they are essential for authorizing documents and transactions. Furthermore, ATS' Chinese subsidiaries are subject to local laws, and enforcing Canadian court judgments in China may prove challenging, adding another layer of risk to the company's legal and operational framework.

The Company needs to remain informed about regulatory changes, protect its intellectual property, manage labor costs, and ensure the security of its operational assets to sustain its competitive position in the Chinese market.

COMMERCIAL AND CUSTOMER RELATED RISKS

Competition risk. ATS' current and potential competitors may have greater brand recognition, more established distribution networks, access to larger customer bases, and substantially greater financial, distribution, technical, sales, marketing, manufacturing, and other resources than ATS. As a result, those competitors may have advantages relative to ATS, including stronger bargaining power with suppliers that may result in more favourable pricing, better access to supplies in times of shortages, economies of scale in production, the ability to respond more quickly to changing customer demands, and the ability to devote greater resources to the development, promotion, and sales of their products and services. Such competitors may also have stronger bargaining power with customers that may allow them to pass on increased costs to their customers. Additionally, ATS is facing competitors with manufacturing operations in low-cost countries. While ATS continues to utilize its current manufacturing footprint to take advantage of manufacturing opportunities in low-cost countries, management cannot guarantee that ATS will be able to fully realize such opportunities. If the Company is unable to compete effectively, it may experience a loss of market share or reduced profitability.

ATS obtains a significant portion of its contracts through competitive bidding processes that subject ATS to the risk that it will expend substantial time and effort on proposals for contracts that may not be awarded to it. ATS cannot assure that it will continue to win competitively awarded contracts at the same rate as in the past.

Customer concentration risk. Certain of the markets in which ATS operates may have or develop a higher customer concentration. The loss of or significant reduction in business with one or more of ATS' significant customers could have a material adverse effect on ATS' business and results of operations. Revenue from customers that have accounted for significant historical sales could grow over time, leading to higher customer concentration and revenue from customers that have accounted for significant sales in the past may not reach or exceed historical levels in any future period. Customer concentration increases credit risk and may also have the effect of heightening certain other risks described herein and in the documents incorporated by reference herein. Shifts in market share away from a significant customer could also have a material adverse effect on ATS' business and results of operations. Any losses of or significant reductions in business may come as a result of a variety of factors affecting ATS' customers, including that the end markets in which ATS' customers operate are rapidly changing and subject to general economic conditions such as commodity prices, inflation and interest rates. Delays and cancellations across any of ATS' programs could have a negative impact on its Order Backlog and revenues for any particular fiscal period. If ATS loses or experiences a significant reduction of business from a significant customer, ATS may not be able to replace the lost revenue with revenue from other customers, which could have a material adverse effect on ATS' business and results of operations.

Cumulative loss of several significant contracts risk. The Company often enters into large, project-oriented contracts and service agreements. These agreements may be terminated or breached, or customers may fail to renew these agreements. If ATS were to lose several significant agreements and fail to develop alternative opportunities, the Company could experience a material adverse effect on its business, financial condition, results of operations, and cash flows.

Other customer-related risks. Major changes in the economic situation of the Company's customer base could subject ATS to credit risks that may impair the collectability of accounts receivable and/or construction contracts in process from customers. In difficult economic periods, ATS' customers may lose revenue and find it difficult to pay for products or services purchased from ATS. Although credit reviews may be done at the time of sale, rapidly changing economic conditions can have sudden impacts on customers' ability to pay. Although the Company may from time to time purchase insurance to mitigate this risk in relation to specific customers, not all customers and contracts are eligible for this insurance and the cost of this insurance has a negative impact on the Company's earnings.

Many of the Company's customers fund the purchase of ATS systems out of capital budgets. In some cases, these capital budgets may be financed by the customer through external third parties. In a poor economic or industry climate, customers may choose to defer capital expenditures and/or be unable to finance those expenditures, in either case resulting in a negative impact on the Company's earnings. Capital expenditures are, by their very nature, more sporadic than operating expenses regularly incurred by ATS' customers. This may add to volatility in Order Bookings and revenues for ATS.

Many of ATS' customers are large and able to exert significant leverage in negotiating contractual terms and may operate in industries where customer-friendly terms are widely accepted by suppliers. In its normal course, ATS may enter into customer contracts with terms and conditions that expose ATS to risk and liability in the event of non-performance.

The highly complex and customized nature of the systems sold by ATS give rise to a greater risk of project delay, inability to meet specifications, inability to satisfy customer demands, and other project failures. To the extent any of these risks materialize on a customer project, ATS may be subject to exposure on that project and its reputation may suffer generally with existing and potential customers, all of which may have a material adverse effect on its business, financial condition, or results of operations.

Lack of long-term customer commitment risk. Sales of ATS automation solutions and services are often made pursuant to individual purchase orders or contracts and not under long-term commitments. The Company's customers frequently do not provide any assurance of minimum or future sales and are generally not contractually prohibited from purchasing alternative systems from ATS' competitors at any time. Accordingly, the Company is exposed to competitive pricing pressures on each potential order. ATS' customers may also engage in the practice of purchasing products from more than one manufacturer to avoid dependence on sole-source suppliers for certain of their needs. The existence of these practices may make it more difficult for ATS to increase prices, gain new customers, and win repeat business from existing customers.

Industry consolidation risk. The automation industry includes many small- and mid-sized companies, and is therefore subject to potential consolidation, the result of which would be a reduction in the number and an increase in the size of companies that compete with ATS. If ATS' competitors consolidate, they could gain economies of scale that enhance their ability to compete with ATS and/or add expertise, products, and technologies that could displace ATS' solutions, services, and product offerings.

Consolidation within ATS' customers' industries could affect ATS' customers and their relationships with ATS. If one of ATS' customers acquires another ATS customer, ATS may lose business. As ATS customers become larger and more concentrated, they could exert pricing pressure on all suppliers, including ATS. Additionally, consolidation could contribute to volatility in Order Bookings, and add customer concentration risk as larger but fewer customers make capital purchases, and do so more sporadically.

Volume risk. Variations from planned volumes may occur for a number of reasons including changes in demand for the customer's end product, capacity constraints, quality problems, competition, and obsolescence. Significant changes in volumes could have a material impact on the level of fixed-cost absorption and the profitability of ATS. Cancellations, negative scope changes, or rescheduling of customer orders which may be part of the Company's Order Bookings or Order Backlog could result in the delay or loss of anticipated sales or revenue without allowing sufficient time to reduce or delay the recognition of corresponding inventory and operating expenses. It is also possible that the Company's customers may delay or cancel a product program that has been awarded to the Company. The Company's revenues, operating results and financial condition could be adversely affected relative to its current financial plans if the Company does not realize substantially all the revenue from its new and incremental Order Backlog. For these reasons, Order Bookings and Order Backlog may not necessarily be indicative of the Company's future earnings.

Risks associated with product businesses. ATS is developing and investing in automation businesses that manufacture products or offerings that are more standardized than the customized design and build automation business that has traditionally comprised the largest share of its revenue. While standard product businesses offer lower risks in a number of respects, they pose more significant risks in some cases, such as intellectual property infringement, product defects, competitor innovation, cost of inputs, etc., as the negative impact affects the whole of the business as opposed to an individual project. Should one or more of the Company's product businesses experience any such negative impact, it could have a material adverse effect on the Company's business, financial condition, and results of operations.

OTHER EXTERNAL RISKS

Action of activists risks. From time to time, the Company may be subject to proposals by activists urging the Company to take certain actions. If activist activities ensue, ATS' business could be adversely affected because responding and reacting to actions by activists can be costly and time-consuming, disrupt our operations and divert the attention of management and our employees. For example, the Company may be required to retain the services of various professionals to advise it on activist matters, including legal, financial and communications advisors, the costs of which may negatively impact its future financial results. In addition, perceived uncertainties as to the Company's future direction, strategy or leadership created as a consequence of activist initiatives may result in the loss of potential business opportunities, harm the Company's ability to attract new investors, customers, employees, and joint venture partners, and cause the Company's share price to experience periods of volatility.

Infectious disease, pandemic, or similar public health threat risks. A local, regional, national or international outbreak of an infectious disease, pandemic or similar public health threat, or a fear of any of the foregoing could result in restrictive measures being taken by the Company or various governments and businesses which may result in additional risks and uncertainties to ATS' business, operations and financial condition. The extent of the effect of the disease, pandemic, or public health threat on ATS' operational and financial performance will depend on numerous factors, including the duration, spread and intensity of the outbreak, the actions by governments and others taken to contain the outbreak or mitigate its impact and changes in the preferences of consumers, all of which are uncertain and difficult to predict as such factors evolve rapidly over the course of any such event or public health threat.
Certain aspects of ATS' business and operations that have been or could potentially continue to be impacted by the outbreak of any disease, pandemic, or public health threat include impacts on customer demand, elongation of the sales cycle for the Company's products, order cancellations or scope reductions as customers limit capital or operating expense spending, a reduction or suspension of ATS operations, disruption of global supply chains and equipment installation and servicing, increased government regulations, legislative interventions and taxation, disruption of cross-border movement of goods and people, increased operating costs, temporary or long-term labour shortages or disruptions, difficulties in recruiting and integrating new employees, impairments and/or write-downs of assets, decreased supply of electricity and natural gas, impacts on the timing and extent of capital expenditures, and increased market volatility.

The economic and global financial and market impacts of the disease, pandemic, or public health threat, including subsequent waves of the disease, may lead to instability in credit and equity markets, affect the Company's ability to finance its operation, or finance on favourable terms, directly impact the Company's share price, and lead to increased competition and adverse changes in the financial condition of the Company's customers and their ability to obtain credit, or credit at a reasonable cost, to fund growth.

Environmental, Social, and Governance ("ESG") risk. ATS has adopted various initiatives and policies addressing ESG factors relevant to the Company, its employees, its suppliers, its customers, and the community generally. ESG considerations are important to ATS, employees, customers, and investors. ATS' approach, response, and compliance with investors' ESG requirements may impact customer and shareholder investment decisions. There is no certainty that ATS will be able to fully address ESG expectations and requirements of each customer or investor. Any such actual or perceived failure may negatively impact the market price for ATS' securities and result in lost customer business.

LIQUIDITY, FINANCIAL, LEGAL AND REGULATORY RISKS

Liquidity, access to capital markets, and leverage risk. The Company's ability to generally carry on its business and pursue its growth strategy may require it to raise additional capital. Additional capital may be sought through public or private debt or equity financings by ATS or another ATS entity and may result in dilution to or otherwise may have a negative effect on existing shareholders. Further, there can be no assurances that additional financing will be available to ATS when required or desired by ATS, on advantageous terms or at all, which may adversely affect ATS' ability to carry on its business.

ATS relies on long-term borrowings and access to revolving credit facilities to fund its ongoing operations. The Company's ability to refinance or renew such debt is dependent upon financial market conditions. ATS has U.S. senior unsecured notes (the "U.S. Senior Notes") maturing in 2028, CAD Senior Notes maturing in 2032, a senior secured credit facility that is committed to 2029, and a non-amortized secured term credit facility maturing in December 2029. Renewed or additional financing may not be available when required, or may not be available on commercially favourable or otherwise satisfactory terms in the future. ATS may need to raise additional debt or equity capital to fund strategic acquisitions, expand its operations and distribution networks, invest in partnerships and research and development, enhance its services and products, or invest in or acquire additional capital assets or complementary products, services, businesses, or technologies. The ability of ATS to arrange such financing to fund investments in future opportunities will depend in part upon prevailing capital market conditions as well as ATS' business performance and investor perceptions of future business potential. ATS' access to financial markets could be adversely impacted by various factors including but not limited to: changes in credit markets that reduce available credit or the ability to renew existing facilities on acceptable terms or at all; a deterioration in ATS' financial situation that would violate current covenants and/or prohibit ATS from obtaining capital from banks, financial institutions, or investors; an adverse perception in capital markets of ATS' financial condition or prospects; a decline in credit ratings; extreme volatility in credit markets that increase margin or credit requirements; significant and rapid increases in market interest rates; volatility in equity markets where ATS stock trades; general economic conditions; or volatility in ATS' results that would substantially increase the cost of its capital. A lowering or withdrawal of the debt ratings assigned to the Company and its U.S. Senior Notes or CAD Senior Notes by rating agencies may increase future borrowing costs and reduce access to capital. The debt under its U.S. Senior Notes or CAD Senior Notes currently has a non-investment grade rating, and any rating assigned could be lowered or withdrawn entirely by a rating agency if, in that rating agency's judgment, future circumstances relating to the basis of the rating, such as adverse changes, so warrant. Any lowering of the Company's credit rating may make it more difficult or more expensive to obtain additional debt financing.

Any debt financing secured by ATS in the future could involve restrictive covenants relating to its capital-raising activities and other financial and operational matters, which may make it more difficult for ATS to obtain additional capital and to pursue business opportunities, including potential acquisitions. There can be no assurance that ATS will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to management or at all. If ATS raises additional funds through further issuances of convertible debt or equity securities, its existing shareholders could suffer significant dilution, and any new equity securities ATS might issue could have rights, preferences, and privileges superior to those attaching to its Common Shares.

If ATS raises additional funds through the issuance or incurrence of additional debt, the Company's degree of leverage could increase significantly and could have material adverse consequences, including: limiting the ability of the Company to further access financial markets as described above; having to dedicate a portion of the Company's cash flows from operations to the payment of interest on its existing indebtedness and not having such cash flows available for other purposes, including

operations, innovation, and future business opportunities; exposing the Company to increased interest expense on borrowings at various rates; limiting the Company's ability to adjust to changing market conditions; placing the Company at a competitive disadvantage compared to its competitors that have less debt; making the Company vulnerable in a downturn in general economic conditions; and rendering the Company unable to make capital expenditures that are important to its growth and strategies. As the amount of debt issued or incurred by the Company increases, there is an increased risk that cash flows generated by the Company will be insufficient to service its debt obligations.

Internal controls risk. Effective internal controls are necessary for ATS to provide reliable financial reports and effectively prevent fraud. Under applicable securities law requirements, ATS' Chief Executive Officer and Interim Chief Financial Officer are required to certify that they are responsible for establishing and maintaining disclosure controls and internal controls over financial reporting for the Company; that those disclosure controls and internal controls have been designed, subject to certain conditions, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board; and that they have evaluated, or caused to be evaluated, the effectiveness of such disclosure controls and internal controls and in the fiscal 2026 MD&A have disclosed their conclusions on the effectiveness of such controls. ATS maintains compliance with applicable securities law requirements by assessing, testing and strengthening the system of internal controls to provide the basis for the certification. However, the continuous process of strengthening ATS' internal controls and complying with applicable securities law requirements is expensive and time consuming. ATS cannot be certain that the measures it is taking will ensure that it maintains adequate control over financial processes and reporting. Furthermore, as ATS grows its business, the controls will become more complex and the Company could require more resources to ensure its internal controls remain effective. Following the evaluation described above, as disclosed in the 2026 MD&A, management has identified a material weakness in internal controls over financial reporting related to an enterprise resource planning system (“ERP”) transition delay in one of the Company’s international divisions, which resulted in the control design associated with management review controls not being sufficiently precise, including controls over the completeness and accuracy of data used in the performance of controls. Management has concluded that, due to such a material weakness, the Company’s internal controls over financial reporting were not effective as of March 31, 2026. Management’s remediation plan with respect to the material weakness described above is disclosed in the fiscal 2026 MD&A. Failure to implement required new or improved controls, or difficulties encountered in their implementation or difficulties in remediating any material weakness could harm ATS' results of operations or cause it to fail to meet its reporting obligations. Any material weakness, even if quickly remedied, could reduce the market's confidence in ATS' audited consolidated financial statements and harm its share price.

Cost of compliance risk. As a public company in the United States, the Company incurs additional legal, accounting, NYSE, reporting and other expenses. The additional demands associated with being a U.S. public company may disrupt regular operations of the business by diverting the attention of some of the Company's senior management team away from revenue-producing activities to additional management and administrative oversight, adversely affecting the ability to attract and complete business opportunities and increasing the difficulty in both retaining professionals and managing and growing the business. Any of these effects could harm the business, results of operations and financial condition.

If efforts to comply with U.S. laws, regulations and standards differ from the activities intended by regulatory or governing bodies, such regulatory bodies or third parties may initiate legal proceedings against the Company and the business may be adversely affected. As a public company in the United States, it is more expensive to obtain or retain director and officer liability insurance, and depending on

the cost of said insurance, the Company may be required to accept reduced coverage or incur substantially higher costs to continue coverage. These factors could also make it more difficult to attract and retain qualified directors.

The U.S. Sarbanes-Oxley Act 2002, as amended (the "U.S. Sarbanes-Oxley Act"), requires that the Company maintain effective disclosure controls and procedures and internal control over financial reporting. Pursuant to Section 404 of the U.S. Sarbanes-Oxley Act ("Section 404"), the Company is required to furnish a report by management on internal control over financial reporting ("ICFR"), which is required to be accompanied by an attestation report on ICFR issued by the Company's independent registered public accounting firm.

To achieve compliance with Section 404 within the prescribed period, the Company has been required to document and evaluate the ICFR, which is both costly and challenging. As part of ongoing compliance with Section 404, the Company will need to continue to dedicate internal resources, potentially engage outside consultants and manage a detailed work plan to assess and document the adequacy of the ICFR, continue steps to improve control processes as appropriate, validate through testing that controls are functioning as documented and maintain continuous reporting and improvement process for ICFR. Management has disclosed in its fiscal 2026 MD&A its conclusions that such controls were not effective as of March 31, 2026, as a result of a material weakness disclosed therein and has included a description of the weakness, the impact of the weakness on financial reporting and internal controls over financial reporting and plans for remediating the weakness. Despite the Company's efforts to remediate the material weakness disclosed in the fiscal 2026 MD&A and outlined in the internal controls risk factor above and any other material weaknesses that may be identified in the future, if it is unable to do so this could cause an adverse reaction in the financial markets due to a loss of confidence in the reliability of the Company's consolidated financial statements. In addition, in the event that the Company is not able to demonstrate compliance with the U.S. Sarbanes-Oxley Act, that the internal control over financial reporting is perceived as inadequate, or that the Company is unable to produce timely or accurate financial statements, investors may lose confidence in operating results and the price of the Company's Common Shares may decline. In addition, if the Company is unable to continue to meet these requirements, the Company may not be able to remain listed on the NYSE.

Litigation risk. ATS is subject to numerous risks relating to legal proceedings to which it is currently a party or that could develop in the future. In the ordinary course of its business, ATS may become subject to actual or threatened litigation and legal claims, including but not limited to, suits involving allegations of failure of automation systems or products to meet specifications, late and/or improper delivery of goods or services, product liability, wrongful dismissal, product defects, quality problems, and intellectual property infringement. These claims could include claims for compensatory damages, punitive and consequential damages and/or injunctive relief. Such claims, even those that may ultimately prove to be without merit, can be time-consuming and expensive to defend. It is often difficult to assess the merits of a claim until facts become available through discovery, court or arbitral hearing, or other process and this can result in a comprehensive assessment not being available until a significant period after ATS first becomes aware of a claim. Although management is unaware of any material claims against it that have not been reflected in its audited consolidated financial statements, there can be no assurance that third parties will not assert claims against ATS in the future or that any such assertion will not result in costly litigation, or a requirement that ATS enter into costly settlement arrangements. There can be no assurance that such arrangements will be available on reasonable terms, or at all. In addition, from time to time, ATS may need to bring claims against other parties or customers to preserve its rights or pursue amounts owing to it. There can be no assurance that ATS will be successful in any such claims that it brings. Any litigation may have a material adverse effect on ATS' business, reputation, financial condition, or results of operations.

Litigation and regulatory proceedings are subject to inherent uncertainties and unfavorable rulings can and do occur. Pending or future claims against ATS could result in professional liability, product liability, criminal liability, warranty obligations, and other liabilities which, to the extent ATS is not insured against or its insurer fails to provide coverage, could have a material adverse impact on its business, financial condition, and results of operations.

Availability of performance and other guarantees from financial institutions risk. In the normal conduct of its operations, the Company may provide guarantees as security for advances received from customers pending delivery and contract performance. Some customers require that such performance guarantees be issued by a financial institution. In addition, the Company provides guarantees from financial institutions for post-retirement obligations and may provide guarantees from financial institutions as security on equipment under lease and on order. The Company's ability to obtain these guarantees is dependent on its creditworthiness.

If, in the future, ATS cannot obtain such a guarantee from a financial institution on commercially reasonable terms or at all, the Company could be prevented from bidding on, or obtaining, some contracts, or costs with respect to such contracts could be higher, which would reduce the profitability of the contracts. If ATS cannot obtain guarantees on commercially reasonable terms or at all from financial institutions in the future, there could be a material impact on its business, financial condition, results of operations, or liquidity.

Restrictive covenants risk. The Company's existing senior secured credit facility and the note indentures pursuant to which the Company's U.S. Senior Notes and CAD Senior Notes were issued contain restrictive covenants that limit its ability to, among other things:

- borrow money or guarantee the debts of others;
- use certain assets as security in other transactions;
- incur or permit to exist certain liens;
- make loans or investments;
- sell, transfer or otherwise dispose of assets;
- pay dividends or make distributions; and
- consolidate, amalgamate or merge with or into other companies.

In addition, the senior secured credit facility is subject to a net debt-to-EBITDA test and an interest coverage test.

These restrictions could limit management's ability to plan for or react to market conditions or meet extraordinary capital needs and could otherwise restrict other financing activities.

ATS' ability to comply with the covenants and other terms of the senior secured credit facility and the note indentures will depend on future operating performance. If the Company fails to comply with such covenants and terms, it may be in default and the maturity of the related debt could be accelerated and become immediately due and payable. ATS may be required to obtain waivers from its lenders in order to maintain compliance, including waivers with respect to compliance with certain financial covenants. If ATS were unable to obtain necessary waivers and the payment of applicable debt was accelerated, the Company may not have sufficient cash or other assets to repay the debt. In such a case, the Company would be required to seek replacement financing at prevailing market rates. There can be no assurance that the Company would be able to obtain replacement financing on acceptable terms, or at all. If the Company becomes unable to pay its debt service charges or otherwise commits an event of

default, lenders to the Company may be able to foreclose on or sell the assets of the Company and/or its subsidiaries.

Insurance coverage risk. ATS maintains property, business interruption, casualty insurance, credit insurance, and other coverages. Such insurance may not cover all risks associated with the hazards of the Company's business and is subject to limitations, including policy exclusions, deductibles, and maximum liabilities covered. The Company is potentially at risk if one or more of its insurance carriers fail. Additionally, severe disruptions in the domestic and global financial markets could adversely impact the ratings and survival of some insurers. In the future, ATS may not be able to obtain coverage at current levels, if at all, and premiums may increase significantly on coverage that is currently maintained.

Foreign exchange risk. The operation and activities of the Company in foreign markets creates both foreign currency translation and transaction exposure to changes in exchange rates, primarily to the US dollar and the Euro. This transaction risk is significant during periods when the relative value of the Canadian dollar increases sharply against foreign currencies because contracts may be fixed at certain pre-determined exchange rates. Unfavorable currency fluctuations could require the Company to increase prices to foreign customers, which could result in lower net sales to such customers.

Earnings of the Company's foreign subsidiaries are translated into Canadian dollars each period. As a result, fluctuations in the value of the Canadian dollar relative to these other currencies will impact reported revenues and net income. Foreign currency risks arising from the translation of assets and liabilities of foreign operations into the Company's functional currency are generally not hedged.

To reduce its estimated net foreign currency transaction exposure, the Company maintains a hedging program which is described in note 3(k) to the Company's audited consolidated financial statements for fiscal 2026. To the extent net foreign currency cash inflows are not fully hedged, strengthening of the Canadian currency vis-à-vis these foreign currencies will negatively impact the Company's earnings stated in Canadian dollars. The transaction hedging program helps mitigate the short-term impact of changes in exchange rates on the Company's revenues, earnings, balance sheet, and Order Backlog while the Company seeks to adjust to longer-term changes in exchange rates and the impact on the Company's competitiveness in foreign markets.

To further reduce the longer-term impact of U.S. dollar currency movements on the Company's competitiveness, ATS has a significant operating presence in the United States, and may also be able to manage the amount of foreign purchases in its Canadian operations to reduce its net currency exposure. However, the Company has significant competition located in the United States, and, to the extent the Company's Canadian operations are not able to adjust to changes in exchange rates by reducing costs, by increasing work in the United States, or by providing more valuable products that command higher prices, revenues and earnings could be negatively impacted. The audit and finance committee of the Board of Directors (the "Audit and Finance Committee") reviews the Company's hedging policy. Management cannot predict the impact of future exchange rate fluctuations on the Company's results of operations and ATS may incur net foreign currency losses in the future. Therefore, fluctuations in currency exchange rates could have a material adverse effect on the Company's business, financial condition, and results of operations.

Doing business in foreign countries risk. ATS has direct operations in both Europe and Asia. In addition to the foreign exchange risk addressed separately in these Risk Factors, ATS is also subject to various other risks associated with operating in or servicing customers in foreign countries, including: the cost and complexity of using foreign representatives and consultants; complying with laws in multiple jurisdictions; contracting under foreign laws without advice from local counsel; inability to recruit

qualified personnel in a specific country or region; difficulty in staffing foreign operations in diverse cultures; language barriers; conflicting international business practices; difficulty in establishing and maintaining relationships with local vendors; trade, customs and tax risks, such as the imposition of tariffs, embargoes, controls, and other restrictions impeding the free flow of goods, information and capital; difficulties in obtaining financing and/or insurance coverage from export credit agencies; fluctuations in foreign currency exchange and interest rates, particularly in Europe and Asia; transportation delays and interruptions; increases in shipping costs or increases in fuel costs; longer payment cycles; greater difficulty in collecting accounts receivable; insufficient infrastructure; use of incompatible systems and equipment; increases in working capital requirements related to long supply chains; difficulty in protecting intellectual property rights; multiple, and possibly overlapping, tax structures; potentially adverse tax assessments; foreign state takeovers of the Company facilities; climatic or other natural disasters; acts of war or terrorism; general changes in economic and geopolitical conditions that may affect local economies and access; and other difficulties related to the management and administration of a global business. Expanding ATS' business in emerging markets is an important element of its strategy and, as a result, ATS' exposure to the risks previously described may be greater in the future. The likelihood of such occurrences and their potential effect on ATS vary from country to country and may be unpredictable. To the extent the Company's operations are affected by the factors listed above, its business, financial condition, and results from operations may be adversely affected.

Legislative & regulatory compliance risk. In operating its business, ATS must comply with a variety of laws and regulations across the jurisdictions in which it operates to meet its corporate and social responsibilities and to avoid the risk of financial penalties and/or criminal and civil liability for its officers and directors. Areas of principal risk include environment, health and safety, trade compliance, import, export, sanctions, licensing, competition law, privacy and data protection, anti-bribery and corruption, disclosure, securities, insider trading, supply chain due diligence, sustainability-related reporting, artificial intelligence, cybersecurity, and other laws and regulations. Failure to comply with applicable regulations could result in sanctions and financial penalties by regulatory bodies that could impact ATS' earnings and reputation. ATS customers also may be required to comply with such legislative and regulatory requirements, and a failure to comply by any such customer could adversely affect such customer's ability to purchase ATS products and services. Changes in these requirements could impact demand for ATS products, solutions, and services.

Additionally, legislative and regulatory action may be taken in the various countries and other jurisdictions where ATS operates that may affect ATS' business activities in these countries or may otherwise increase the costs of doing business. For example, ATS operates in the life sciences, pharmaceuticals, nuclear medicine, nuclear energy, food & beverage, and chemicals markets, each of which increasingly require compliance with various product, certification and safety laws and regulations. Customers may also be required to comply with such legislative and regulatory requirements. These requirements could increase ATS' costs and could potentially have an adverse effect on ATS' ability to do business in certain jurisdictions. Changes in these requirements could also impact demand for ATS' products, technologies, and services. ATS is required to comply with increasing privacy regulation, including the European Union's General Data Protection Regulation, which could increase ATS' operating costs as part of efforts to protect and safeguard sensitive data and personal information. Additionally, failure to maintain information privacy could result in legal liability or reputational harm.

In addition, cybersecurity, data governance, artificial intelligence, connected products, digital technologies, data sharing, and electronic communications laws and regulatory standards (such as the EU NIS2 Directive where applicable) are evolving globally and may apply to ATS depending on the nature of its products, services, technologies, customers, jurisdictions and business activities. These

developments may require ongoing investment in compliance, governance, systems, controls, and technology.

ATS is also subject to securities laws in both Canada and the U.S. Any non-compliance with applicable securities law requirements could subject ATS to a variety of administrative sanctions, including the suspension of trading or delisting of its Common Shares, which could materially adversely affect its share price and reputation.

Environmental compliance risk. ATS is required to comply with all foreign, national, and local laws and regulations regarding the operation of industrial facilities, pollution control, environmental protection, and health and safety. In addition, under some statutes and regulations, a government agency or other parties may seek recovery and response costs from operators of facilities where releases of hazardous substances have occurred or are ongoing, even if the operator was not responsible for such release or otherwise at fault. ATS may use, store, generate, and discharge toxic, volatile, and hazardous chemicals and wastes in its research and development and manufacturing activities. Failure to comply with present or future environmental laws, rules, and regulations may result in substantial fines, suspension of production, or cessation of operations. In addition, if more stringent laws and regulations are adopted in the future, the costs of compliance with these new laws and regulations could be substantial or could impose significant changes in ATS' manufacturing process. Should ATS discover contamination at properties that it owns or operates, it could be required to conduct investigative or remedial activities that could have a material adverse effect on its financial condition and operating results.

Canadian Corruption of Foreign Public Officials Act (CFPOA), United States Foreign Corrupt Practices Act (FCPA), and Anti-bribery laws risk. ATS is subject to compliance with various laws and regulations, including the CFPOA, the FCPA, and similar worldwide anti-bribery laws, which generally prohibit companies and their intermediaries from engaging in bribery or making other improper payments to foreign officials for the purpose of obtaining or retaining business, or gaining an unfair business advantage. ATS employees are trained and required to comply with these laws, and ATS is committed to legal compliance and corporate ethics. The Company operates in jurisdictions that have experienced governmental and private sector corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with certain local customs and practices. There is no assurance that the Company's training and strict compliance program requirements will protect it from acts committed by its employees, affiliates, or agents. Violations of these laws could result in severe criminal or civil sanctions and financial penalties, and other consequences that may have a material adverse effect on ATS business, reputation, financial condition, or results of operations.

Intellectual property risks. The success of ATS depends in part upon its ability to protect its intellectual property and proprietary technology, without infringing on the intellectual property rights of third parties. ATS relies primarily on patent, trademark, trade secret, copyright law, and other contractual restrictions to protect its intellectual property. Nevertheless, these afford only limited protection and the actions ATS takes to protect its intellectual property rights may not be adequate. In addition, the laws of some countries in which ATS operates do not protect intellectual property rights to the same extent as Canada or the United States. It is possible that: some or all of ATS' confidentiality agreements will not be honoured; disputes will arise with customers, consultants, strategic partners, or others concerning the ownership of intellectual property; unauthorized disclosure of ATS' know-how, trade secrets, and other confidential information will occur; or third parties may copy, infringe, misappropriate, or reverse engineer ATS' proprietary technologies or other intellectual property rights.

ATS' success and ability to compete is impacted by the patent protection it obtains for its proprietary technology. ATS holds a number of patents and has made applications for other patents. ATS' patent

applications may not result in issued patents, and even if they result in issued patents, the patents may not have claims of the scope ATS seeks. In addition, any issued patents may be challenged, invalidated, or declared unenforceable, or competitors could develop similar or more advantageous technologies on their own or design around ATS' patents. The value of ATS' patents depends in part on their duration. Shorter periods of patent protection are relatively less valuable. Because the period between the filing of a patent application to the issuance of a patent is often longer than three years, a 20-year patent term from the filing date may result in substantially shorter patent protection. In some cases, ATS may need to re-file some patent applications and, in these situations, the patent term will be measured from the filing date of the earliest prior application to which benefit of earlier filing date in the applicable jurisdiction is claimed in such a patent application. This would also shorten ATS' period of patent exclusivity. Similarly, because of the extensive time required for the development and commercialization of products based on ATS' technologies, it is possible that, before some products can be commercialized, any related patents may expire or remain in force for only a short period following commercialization, thereby reducing any advantages of these patents and making it unlikely that ATS will be able to recover investments it has made to develop its technologies or products based on its technologies. A shortened period of patent exclusivity, resulting from a change in patent laws, the passage of time, or otherwise, may negatively impact ATS revenue protected by its patents.

Policing unauthorized use of proprietary technology can be difficult and expensive. Also, litigation may be necessary to enforce ATS' intellectual property rights, protect its trade secrets, or determine the validity and scope of the proprietary rights of others. The outcome of any such potential litigation may not be in ATS' favour. Such litigation may be costly and may divert management's attention away from ATS' business. In certain situations, ATS may have to bring such suit in foreign jurisdictions, in which case it is subject to additional risk associated with the result of the proceedings and the amount of damages that it can recover. Certain foreign jurisdictions may not provide protection to intellectual property comparable to that provided in the United States and Canada. An adverse determination in any such litigation would impair ATS' intellectual property rights and may harm its business, financial condition, and results of operations. ATS' present and future patents may provide only limited protection for its technology and may not be sufficient to provide ATS with competitive advantages. In addition, given the costs of obtaining patent protection, ATS may choose not to protect certain innovations that later turn out to be important.

Any inability to obtain or adequately protect ATS' proprietary rights could harm its ability to compete, generate revenue, and grow its business, which could have a material adverse effect on its business, financial conditions, and results of operations.

Further, the validity and scope of claims relating to patents involve complex scientific, legal, and factual questions and analysis and, therefore, may be highly uncertain. ATS may be unaware that it infringes third-party intellectual property rights, in particular process-related patents. This risk may be greater for ATS as its business involves the continuous development of custom solutions for its customers and therefore the potential generation of new technology that could be subject to third-party challenge. ATS may become subject to litigation involving claims of patent infringement or violation of intellectual property rights of third parties. The defence and prosecution of intellectual property suits, patent opposition proceedings, and related legal and administrative proceedings can be both costly and time-consuming and may significantly divert the efforts and resources of ATS' technical and management personnel. An adverse determination in any such litigation or proceedings to which ATS may become a party could subject ATS to significant liability to third parties, require ATS to seek licenses from third parties, pay ongoing royalties, redesign its products, or subject ATS to injunctions prohibiting the manufacture and sale of ATS' products or the use of its technologies. Protracted litigation could also result in ATS' customers or potential customers deferring or limiting their purchases or use of ATS'

products until resolution of such litigation. All these judgments could materially damage ATS' business and financial results.

Impairment of intangible assets risk. As of March 31, 2026, the Company had $1,399.3 million of goodwill and $704.2 million in net intangible assets, primarily as a result of its acquisitions. The Company assesses its goodwill for impairment and the estimated useful lives of its identifiable intangible assets on an annual basis, taking into consideration any events or circumstances that might result in either a diminished fair value, or for intangible assets, a revised useful life. These events and circumstances include significant changes in the business climate, legal factors, operating performance indicators, advances in technology, and competition. Any impairment or revised useful life could have a material and adverse effect on the Company's financial position and results of operations, and could materially adversely affect its share price.

Income and other taxes and uncertain tax liabilities risk. The Company operates and is subject to income tax and other forms of taxation (which are not based upon income) in numerous tax jurisdictions. Changes in taxation rates or law, misinterpretation of the law, any tax authority disagreeing with a tax position taken by ATS, the requirement to respond to a tax audit, or any failure to manage tax risks adequately could result in increased costs, charges, financial loss or damages, including penalties and reputational damage, and could have a material adverse effect on the Company's prospects, business, financial condition and results of operations. The Company is currently, and may be in the future, subject to audits, examinations or reviews by tax authorities in various jurisdictions. Such audits or examinations may result in assessments that differ from the Company's interpretation of applicable tax laws, potentially leading to additional tax liabilities, interest and penalties that could be material. ATS' overall effective income tax rate may be adversely affected by the following: changes to current domestic laws in the countries in which the Company operates; changes to or terminations of the income tax treaties the Company currently relies on; an increase in income and withholding tax rates; changes to free trade and export processing zone rules in certain countries; changes in domestic laws and income tax treaties that may result from the Organization for Economic Co-operation and Development (OECD) initiatives against base erosion and profit shifting (BEPS); changes to guidance regarding the interpretation and application of domestic laws, free trade and export processing zones, and income tax treaties; increases in the proportion of the Company's overall profits being earned in higher tax rate jurisdictions due to changes in the locations of the Company's operations; or other factors.

The Company may have exposure to greater than anticipated tax liabilities or expenses. The Company is subject to income taxes and non-income taxes in a variety of jurisdictions and its tax structure is subject to review by both domestic and foreign taxation authorities. The determination of the Company's worldwide provision for income taxes and other tax liabilities requires significant judgment. Tax filings are subject to audits, which could materially change the amount of current and deferred income tax assets and liabilities. As outlined in note 18 to the audited consolidated financial statements, the Company has unrecognized deferred income tax assets which are reassessed at each reporting date and are recognized to the extent that it has become probable the benefit will be recovered. If the Company achieves a consistent level of profitability, the likelihood of recording a deferred income tax asset on its consolidated balance sheets for some portion of the losses incurred in prior periods in one of its business jurisdictions will increase. Any change to the recognition of the deferred income tax asset would also result in an income tax recovery or income tax expense, as applicable, on the Company's consolidated statements of operations in the period in which the recognition of assets is changed. In addition, if the Company has recorded a deferred income tax asset on the consolidated balance sheets, it will record income tax expense in any period in which it uses that deferred income tax asset to offset any income tax payable in that period, reducing net income reported for that period, perhaps materially.

Insolvency or financial distress of third parties risk. ATS is exposed to the risk that third parties to various arrangements who owe ATS money or goods and services, or who purchase goods and services from ATS, will not be able to perform their obligations or continue to place orders due to insolvency or financial distress. If third parties fail to meet their obligations under arrangements with ATS, ATS may be unable to recover obligations owed to it or may be forced to replace the underlying commitment at unfavourable, above-market prices or on other terms that are unfavorable to ATS. In such events, ATS may incur losses, or its results of operations, financial condition, or liquidity could otherwise be adversely affected.

RISKS RELATING TO OWNING SECURITIES

Share price volatility risk. The trading price of the Common Shares has in the past been, and may continue to be, subject to significant fluctuations. This may make it more difficult for holders of Common Shares to resell their Common Shares when they want at prices that they find attractive. These fluctuations may be caused by events related or unrelated to the Company's operating performance and beyond its control. Factors that may contribute to fluctuations include, but are not limited to:

- revenues, margins, Order Bookings, or results of operations in any quarter failing to meet the expectations, published or otherwise, of the investment community;
- changes in recommendations or financial estimates by industry or investment analysts;
- security or industry analyst downgrading the Company stock or publishing inaccurate or unfavourable research;
- change in demand and reduced trading volume as a result of analyst failure to publish reports or ceasing coverage;
- changes in management or the composition of the Company's Board of Directors;
- inability to close acquisition transactions after they have been announced to the market;
- outcomes of litigation or arbitration proceedings;
- announcements of technological or competitive developments by the Company or its competitors;
- introduction of new products or the gain or loss of significant customer contracts or relationships by the Company or its competitors;
- developments with respect to the Company's intellectual property rights or those of the Company's competitors;
- rumours or dissemination of false and/or misleading information;
- fluctuations in the share prices of other companies operating in business sectors comparable to those that the Company operates in;
- changes in the industries in which the Company or its customers operate;
- investor perceptions on how macroeconomic conditions may affect the industry in which the Company operates, and specifically the Company itself;
- loss of or significant reduction in business with one or more of the Company's significant customers;
- general market or economic conditions; and
- other risk factors set out in this AIF.

If the market price of the Common Shares drops significantly, holders of Common Shares could institute securities litigation, including class action lawsuits, against the Company, regardless of the merits of such claims. Such a lawsuit could cause the Company to incur substantial costs and could divert the time and attention of management and other resources from its business.

In addition, the market price for securities in the stock markets, including the TSX and the NYSE, have experienced significant price and trading fluctuations as a result of reactions to actual or potential tariffs, interest rate changes, inflation, conflict in eastern Europe and in the Middle East, recession concerns, global automobile market sales volume, events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, that have in the past and that may in the future lead to market-wide liquidity problems, and other factors. These fluctuations resulted in volatility in the market prices of securities that often has been unrelated or disproportionate to changes in operating performance. Accordingly, broad market fluctuations may adversely affect the market prices of the Common Shares.

Foreign private issuer risk. ATS is currently a "foreign private issuer" as such term is defined in Rule 405 under the U.S. Securities Act, and is permitted, under a multijurisdictional disclosure system adopted by the United States and Canada, to prepare disclosure documents filed under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), in accordance with Canadian disclosure requirements. Under the Exchange Act, the Company is subject to reporting obligations that, in certain respects, are less detailed and less frequent than those of U.S. domestic reporting companies. As a result, the Company does not file the same reports that a U.S. domestic issuer would file with the SEC, although the Company is required to file or furnish to the SEC the continuous disclosure documents that are required to be filed in Canada under Canadian securities laws. In addition, as a Canadian foreign private issuer that complies with Canadian insider reporting requirements, our officers, directors, and principal shareholders are exempt from the reporting and "short swing" profit recovery provisions of Section 16 of the Exchange Act. Therefore, shareholders may not know on as timely a basis when officers, directors and principal shareholders purchase or sell shares, as the reporting deadlines under the corresponding Canadian insider reporting requirements are longer.

As a foreign private issuer, the Company is exempt from the rules and regulations under the Exchange Act related to the furnishing and content of proxy statements. The Company is also exempt from Regulation FD, which prohibits issuers from making selective disclosures of material non-public information. While the Company expects to comply with the corresponding requirements relating to proxy statements and disclosure of material non-public information under Canadian securities laws, these requirements differ from those under the Exchange Act and Regulation FD and shareholders should not expect to receive in every case the same information at the same time as such information is provided by U.S. domestic companies.

In addition, as a foreign private issuer, the Company has the option to follow certain Canadian corporate governance practices, except to the extent that such laws would be contrary to U.S. securities laws, and provided that the Company disclose the requirements which are not being followed and describe the Canadian practices which are followed instead. For example, the Company does not intend to follow the minimum quorum requirements for shareholder meetings as well as certain NYSE shareholder approval requirements prior to the issuance of securities, as permitted for foreign private issuers. As a result, shareholders may not have the same protections afforded to shareholders of U.S. domestic companies that are subject to all U.S. corporate governance requirements.

The Company may cease to qualify as a foreign private issuer in the future or the SEC may remove some or all of the accommodations applicable to foreign private issuers in the future, and if so the Company will be subject to the same reporting requirements and corporate governance requirements as a U.S. domestic issuer which may increase costs of being a public company in the United States.

5.0 DIVIDEND POLICY

ATS does not pay dividends and is not contemplating the payment of dividends as its policy is to retain future earnings for reinvestment in its business to earn attractive returns for shareholders. The payment of dividends may be reviewed by the Board of Directors from time to time in light of the Company's earnings and financial requirements, covenant restrictions, and other prevailing conditions.

6.0 CAPITAL STRUCTURE AND MARKET FOR SECURITIES

Common Shares

The Company is authorized to issue an unlimited number of Common Shares, without par value, for unlimited consideration. The Common Shares are not redeemable or convertible. Each Common Share carries the right to receive notice of, and entitles a shareholder to one vote, at a meeting of shareholders; the right to participate in any distribution of the assets of the Company on liquidation, dissolution or winding up; and the right to receive dividends if, as and when declared by the Board of Directors. As of March 31, 2026, there were 98,106,632 Common Shares outstanding (see notes 17 and 19 of the Company's audited consolidated financial statements for the number of outstanding shares for accounting purposes). During the most recent fiscal year, 472,230 stock options were exercised under the employee stock-based compensation plan at an average exercise price of $26.31. The Company has not yet purchased any Common Shares under the 2025 NCIB program, and purchased 308,758 Common Shares under the 2024 NCIB program for $10.0 million during fiscal 2026. The Common Shares are listed on the TSX and NYSE under the symbol "ATS".

On May 18, 2022, the Company's Restricted Share Unit ("RSU") plan was amended so that RSUs granted may be settled in Common Shares purchased on the open market, where deemed advisable by the Company, as an alternative to cash payments. It is the Company's intention to settle these RSUs with Common Shares. During the year ended March 31, 2026, 238,621 Common Shares were purchased for $9.6 million and are held in trust and may be used to settle some or all of the fiscal 2024, fiscal 2025, and fiscal 2026 grants when such RSU grants are fully vested.

Market for securities

The following tables summarize the trading prices and volume of Common Shares on the TSX and NYSE on a monthly basis from April 1, 2025 to March 31, 2026:

	Common Shares – TSX	
Month	Price range (Cdn. $)	Total volume traded
April 2025	$29.81 - $37.70	5,859,900
May 2025	$34.42 - $43.33	4,857,200
June 2025	$38.81 - $43.67	3,118,900
July 2025	$39.23 - $44.46	5,706,800
August 2025	$36.72 - $42.69	4,515,700
September 2025	$35.73 - $39.59	4,237,100
October 2025	$35.52 - $38.89	3,247,800
November 2025	$33.72 - $42.25	3,716,900
December 2025	$34.79 - $39.56	3,031,000
January 2026	$37.21 - $43.12	3,739,300
February 2026	$37.54 - $45.12	4,658,900
March 2026	$37.47 - $45.06	5,915,300

	Common Shares – NYSE	
Month	Price range (U.S. $)	Total volume traded
April 2025	$20.90 - $26.32	3,304,500
May 2025	$24.84 - $31.50	3,148,800
June 2025	$28.31 - $32.14	1,988,600
July 2025	$28.63 - $32.73	3,678,300
August 2025	$26.46 - $31.06	2,679,800
September 2025	$25.63 - $28.77	2,186,500
October 2025	$25.35 - $27.77	1,936,500
November 2025	$23.85 - $30.00	2,381,800
December 2025	$24.89 - $28.74	1,834,800
January 2026	$26.85 - $31.03	2,799,200
February 2026	$27.40 - $33.01	3,589,900
March 2026	$26.91 - $32.98	4,286,000

Prior Sales

The following table sets forth the date, number and prices at which the Corporation has issued Common Shares and securities that are convertible into Common Shares for the fiscal year ended March 31, 2026.

Date of Issuance	Type of Security Issued	Number of Securities Issued	Issuance/Exercise Price per Security	Reason for Issuance
April 1, 2025 - June 29, 2025	Common Shares	18,845	$20.30 - $35.78	Common Shares issued pursuant to exercise of stock options
June 30, 2025 - September 28, 2025	Common Shares	402,582	$20.22 - 35.78	Common Shares issued pursuant to exercise of stock options
September 29, 2025 - December 28, 2025	Common Shares	1,798	$30.07	Common Shares issued pursuant to exercise of stock options
December 29, 2025 - March 31, 2026	Common Shares	49,005	$20.22 - $35.78	Common Shares issued pursuant to exercise of stock options

Senior Notes

The Company's U.S. $350 million aggregate principal amount of U.S. Senior Notes were issued at par, bear interest at a rate of 4.125% per annum and mature on December 15, 2028. After December 15, 2023, the Company may redeem the U.S. Senior Notes, in whole at any time or in part from time to time, at specified redemption prices and subject to certain conditions required by the U.S. Senior Notes. If the Company experiences a change of control, the Company may be required to repurchase the U.S. Senior Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount of the U.S. Senior Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date. The U.S. Senior Notes contain customary covenants that restrict, subject to certain exceptions and thresholds, some of the activities of the Company and its subsidiaries, including the Company's ability to dispose of assets, incur additional debt, pay dividends, create liens, make investments, and engage in specified transactions with affiliates. At March 31, 2026, all of the covenants under the indenture governing the U.S. Senior Notes were met. Subject to certain exceptions, the U.S. Senior Notes are guaranteed by each of the subsidiaries of the Company that is a borrower or has guaranteed obligations under the senior secured credit facility. This description of the provisions of the U.S. Senior Notes herein is a summary and is qualified by the actual provisions contained in the indenture with respect to the U.S. Senior Notes which can be found at the Company's profile on SEDAR+ *www.sedarplus.ca.*

On August 21, 2024, the Company completed a private placement of $400.0 million aggregate principal amount of CAD Senior Notes. The CAD Senior Notes were issued at par, bear interest at a rate of 6.50% per annum and mature on August 21, 2032. On December 19, 2024, the Company completed a private placement of an additional $200.0 million of CAD Senior Notes, bringing the total amount of CAD Senior

Notes issued to date to $600.0 million. The additional CAD Senior Notes were issued at a premium of $1.3 million which is classified as long-term debt. The Company may redeem the CAD Senior Notes, at any time after August 21, 2027, in whole or in part, at specified redemption prices and subject to certain conditions required by the CAD Senior Notes. If the Company experiences a change of control, the Company may be required to repurchase the CAD Senior Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount of the CAD Senior Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date. The CAD Senior Notes contain customary covenants that restrict, subject to certain exception and thresholds, some of the activities of the Company and its subsidiaries, including the Company's ability to dispose of assets, incur additional debt, pay dividends, create liens, make investments, and engage in specified transactions with affiliates. At March 31, 2026, all of the covenants under the indenture governing the CAD Senior Notes were met. Subject to certain exceptions, the CAD Senior Notes are guaranteed by each of the subsidiaries of the Company that is a borrower or has guaranteed obligations under the senior secured credit facility. This description of the provisions of the CAD Senior Notes herein is a summary and is qualified by the actual provisions contained in the indenture with respect to the CAD Senior Notes which can be found at the Company's profile on SEDAR+ *www.sedarplus.ca.*

Credit ratings

The following information relating to the Company's credit ratings is provided as it relates to the Company's financing costs and liquidity. Credit ratings are intended to provide investors with an independent measure of credit quality of an issue of securities and an independent assessment of the credit quality of an issue or issuer of securities and do not speak to the suitability of particular securities for any particular investor. A security rating or a stability rating is not a recommendation to buy, sell, or hold securities and may be subject to revision or withdrawal at any time by the rating organization.

S&P Global Ratings ("S&P") and Moody's Investors Services, Inc. ("Moody's") have assigned the Company corporate credit ratings and rated the Company's U.S. Senior Notes and CAD Senior Notes. The Company's credit ratings from these two agencies are as follows:

Category	**S&P**	**Moody's**
Corporate rating	BB+ ('stable' outlook)	Ba3 ('stable' outlook)
U.S. Senior Notes	BB (recovery rating of 5)	B1 (LGD rating of 5)
CAD Senior Notes	BB (recovery rating of 5)	B1

The Company has paid applicable service fees to S&P's and Moody's for the rating of the Company and the U.S. Senior Notes and CAD Senior Notes along with the annual review thereof. No payments were made by the Company to these rating agencies in the last two years in respect of any services other than as it relates to the above ratings.

S&P

An S&P issuer credit rating is a forward-looking opinion about an obligor's overall financial capacity (its creditworthiness) to pay its financial obligations. Such opinion focuses on the obligor's capacity and willingness to meet its financial commitments as they come due. An S&P issued credit rating is a forward-looking opinion about the creditworthiness of an obligor with respect to a specific financial obligation. It takes into consideration the creditworthiness of guarantors, insurers, or other forms of credit enhancement on the obligation and takes into account the currency in which the obligation is

denominated. The opinion reflects S&P's view of the obligor's capacity and willingness to meet its financial commitments as they come due, and may assess terms, such as collateral security and subordination, which could affect ultimate payment in the event of default.

S&P ratings range from a high of "AAA" to a low of "D". Ratings from "AA" to "CCC" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.
According to S&P's rating system, obligations rated "B" are regarded as having significant speculative characteristics. While such obligations will likely have some quality and protective characteristics, these may be outweighed by large uncertainties or major exposures to adverse conditions. An obligation rated "B" is more vulnerable to nonpayment than obligations rated "BB", but the obligor currently has the capacity to meet its financial commitment on the obligation. Adverse business, financial, or economic conditions will likely impair the obligor's capacity or willingness to meet its financial commitment on the obligation. An obligor rated "BB" is less vulnerable in the near term than other lower-rated obligors. However, it faces major ongoing uncertainties and exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitments. An S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). The outlook may be qualified as Positive, Negative, Stable, Developing or N.M. (not meaningful). A Positive rating outlook means that a rating may be raised.

A recovery rating of "5" for the U.S. Senior Notes and CAD Senior Notes indicates an expectation for an average of 10% to 30% recovery in the event of default.

Moody's

Moody's appends numerical modifiers to each generic rating classification from "AAA" through "C". The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

According to Moody's rating system, obligations rated "Ba" are judged to be speculative and are subject to substantial credit risk. Obligations rated "B" are considered speculative and are subject to high credit risk.

Loss Given Default ("LGD") assessments are Moody’s opinions on the expected severity of financial loss on a debt instrument in the event of default, expressed as a percentage of principal and accrued interest, and are based on Moody’s assessment of expected recoveries considering factors such as instrument priority, security, collateral and applicable insolvency regimes. A LGD rating of "5" on the U.S. Senior Notes indicates a loss range of greater than or equal to 70% and less than 90%.

A Moody's rating outlook is an opinion regarding the likely direction of an issuer's rating over the medium term. Where assigned, rating outlooks fall into the following four categories: Positive ("POS"), Negative ("NEG"), Stable ("STA"), and Developing ("DEV"). A Stable outlook indicates a low likelihood of a rating change over the medium term.

7.0 DIRECTORS AND OFFICERS

The following table presents, as at May 28, 2026, the name, province or state of residence, position with the Company or a subsidiary of the Company, and the principal occupation of each of the directors and executive officers of ATS and, in the case of the directors, the year each director first became a director of the Company. Each director is elected at the Company's annual general meeting or appointed

pursuant to the by-laws of the Company to serve until the next annual general meeting or until a successor is elected or appointed.

BOARD OF DIRECTORS

Name and Municipality of Residence	Position with Company	Principal Occupation	Year First Became Director
AVIK DEY [1, 2] Alberta, Canada	Director	President and Chief Executive Officer of Capital Power Corporation	August 2025

Mr. Dey is a seasoned global executive and transformational leader with over two decades in the energy business in roles spanning operations, entrepreneurial ventures, investment management and investment banking. As the President and CEO of Capital Power, Mr. Dey leads the company in its growth and expansion across Canada and the U.S. and champions the team in accelerating its current strategic drive to deliver reliable, affordable and clean energy. From 2021 to 2022, Mr. Dey was the Senior Vice President and Chief Financial Officer of NOVA Chemicals Corporation. Prior to that, for seven years he was at Canada Pension Plan Investment Board, where most recently he served as Managing Director, Head of Energy and Resources. He has invested over $12 billion in growing long-term value for energy and energy transition companies.

Mr. Dey brings diverse experience across energy & power, private equity and pension fund leadership. His financial expertise and operational experience allow him to navigate complex landscapes and make informed capital allocation decisions.

JOANNE S. FERSTMAN [1, 2, 3] Ontario, Canada	Director	Corporate Director	August 2018

Ms. Ferstman currently serves as a corporate director. She has over 20 years of progressive experience in the financial industry. Over an 18-year period until her retirement in June 2012, she held several leadership positions with the Dundee group of companies, which operated in wealth management, resources and real estate verticals. She was responsible for financial and regulatory reporting and risk management, and was involved in mergers and acquisitions and strategic development and held the position of Chief Financial Officer for many years and latterly held the positions of Vice Chair of Dundee Wealth Inc. and President and Chief Executive Officer of Dundee Capital Markets Inc. Prior to joining the Dundee group of companies, Ms. Ferstman spent five years at a major international accounting firm. She is a Chartered Professional Accountant and has a Bachelor of Commerce and Graduate Diploma in Public Accountancy from McGill University, in addition to earning a certificate from Rotman in Generative and Agentic AI for Business. She currently serves as the Chair of DREAM Unlimited Corp. (a real estate company). She also serves as director of EQB Inc. (a digital financial services company) and sits on the Board of SINAI Health, an internationally recognized acute care academic health science centre. Ms. Ferstman was formerly a director of Cogeco Communications (a communication company) from 2016 to 2026 and OR Royalties Inc. (a mining royalty company) from 2014 to 2025.

Ms. Ferstman brings a wealth of experience. She was CEO of Dundee Capital Markets Inc., a financial services company focused on investment banking, sales trading and financial advisory. She is a financial expert, being a CPA, having been a CFO of complex public companies for approximately 18 years, and an audit committee member/chair in various industries. Her capital markets experience was gained throughout her executive career at a financial company which operated in the capital markets and performed a variety of capital markets functions for clients. In addition, as a CFO of a public company, Ms. Ferstman dealt with many aspects of capital markets, debt and equity financings, research analysis, and M&A transactions. Ms. Ferstman's international exposure includes having overseen operations in the U.S. and Europe. She has had the opportunity to deal with many aspects of executive compensation in her career. Her experience on various boards of directors has provided additional exposure to capital markets, international business, human resources, legal, and governance matters.

KIRSTEN LANGE [3, 5] Ulm, Germany	Director	Non-executive board member of several companies	October 2017

Ms. Lange, a German citizen, has more than 30 years of business experience in top management and in consulting across many of the geographies ATS serves, including Germany and China. Most recently, she was the CEO of Fritsch Holding AG, a mid-sized German machinery company. Before that, she served as a member of the Management Board of Voith Hydro, where she was responsible for growing the Automation and Service divisions as well as for developing new digital business models. Previous to that, Ms. Lange spent 22 years with the Boston Consulting Group (BCG), based in Munich, Germany, where she worked as a Partner and Managing Director with over 100 companies in sectors such as machine and plant construction, chemicals, automotive, energy, packaged consumer goods and many more. During her time with BCG she spent two years in Shanghai, running the local office and developing the Chinese market. Ms. Lange was a member of the Board of Directors and Audit Committee of Heidelberger Druckmaschinen AG from 2015 to 2020, Chair of the Supervisory Board and member of the Audit Committee of Blue Cap AG from 2022 to 2024 and is currently serving as Chair of Terrafend Ltd. Ms. Lange graduated from the University of Munich with a degree in Journalism and earned a Master of Business Administration from INSEAD/France, where she is also teaching in the MBA program as Adjunct Professor.

Ms. Lange brings to ATS a broad skill set including: her experience as a CEO at Fritsch Holding AG, overseeing all aspects of the business; direct experience in operations, manufacturing, sales and marketing, R&D/technology, and digital offerings at Voith Hydro, where she was responsible for the after-market business, automation business, running a sales and marketing organization, product management of turbines, generators and complete power plants, and development of new digital offerings. At BCG, Ms. Lange gained human resources experience, being responsible for career development in Germany and leading the European women's initiative. Having lived and worked in China for two years and having spent several months in each of the USA, Russia, Brazil, Israel, UK, and Thailand (among others), Ms. Lange brings a unique international perspective. In addition to Ms. Lange's exposure to financial matters throughout her career, financial experience was also gained by way of an MBA specialization in corporate finance and having been a member of the Audit Committee of Heidelberger Druckmaschinen AG.

MICHAEL E. MARTINO [2, 4] Connecticut, USA	Chairman of the Board of Directors	Principal, Mason Capital Management LLC	September 2007

Mr. Martino is a founder and principal of Mason Capital Management, an event driven multi-billion dollar hedge fund with a global investment portfolio. With over three decades of experience in the capital markets, he has an extensive track record of sourcing and executing complex investment opportunities across a variety of transaction types and industries, including industrial, media, energy and financial services. Mr. Martino has also led efforts to leverage Mason Capital's company, investor and advisor relationships in opportunistic longer-term investments in which Mason Capital works directly with management and other stakeholders to develop and implement organic growth and capital allocation strategies to drive superior investment returns.

Since joining the ATS Board in 2007 and subsequently assuming the role of Chair of the Board of Directors, Mr. Martino has played a central role in guiding ATS's transformation into a leading, high-growth automation supplier with a focus on life sciences and other key end markets, while advising the Company on all capital markets activities to date, including bond offerings, bank refinancings, share buybacks, and strategic acquisitions. Mr. Martino also currently serves as Executive Chairman of CB&I Holding, LLC, a privately held storage solutions and asset solutions company serving energy, chemical, nuclear and water markets. Additionally, he serves on the board of McDermott International, Ltd., a premier global provider of integrated engineering and construction solutions for the energy industry. He was formerly a director of Spar Aerospace Limited, a publicly-traded aerospace company.

Mr. Martino began his investment career at Oppenheimer & Company where he was responsible for risk arbitrage research; he ended his tenure at Oppenheimer as Executive Director, Risk Arbitrage. He began his business career at GE Capital Corporation where he held positions in information systems and business analysis. Mr. Martino graduated from Fairfield University with a degree in Political Science and earned a Master of Business Administration in Finance from New York University's Stern School of Business.

SHARON C. PEL [2, 3, 5] Ontario, Canada	Director	Corporate Director	August 2023

Ms. Pel is an experienced board member, trustee and senior executive. She has more than 40 years' experience as a strategic business advisor, with extensive expertise in governance, securities regulatory and policy matters, and corporate, commercial and securities law. Ms. Pel was SVP, Group Head Legal and Business Affairs at TMX Group from 2003 until 2015, where she was responsible for advising the TMX board and executive management on all aspects of its governance, operations, growth strategies and legal and regulatory affairs. Prior to that, she was a partner at Torys LLP, an international business law firm.

Ms. Pel served on the Board of Trustees of OPTrust from February 2017 to February 2026, and served as Chair from 2020 to 2022, and Vice-Chair from 2018-2020. Ms. Pel is a past Board Chair of Canadian Feed the Children (now Kinvia) where she served as a member of the board from June 2016 to December 2023. She served on the board of IPL Plastics Inc. from June 2018 to November 2020, when it was taken private. She has a BA from the University of Toronto and an LLB from the University of Ottawa. She is also an Institute Certified Director (ICD.D) from the Institute of Corporate Directors, holds a Certificate in Pension Law from Osgoode Hall Law School, and has completed the Pension Governance Education Program at the International Centre for Pension Management at the University of Toronto Rotman School of Management. Ms. Pel also earned a certificate from Rotman in Generative and Agentic AI for Business.

Ms. Pel brings a broad range of experience to ATS. She has a deep knowledge of corporate governance in Canada and internationally. She has been involved in capital markets throughout her career, advising public and private companies on debt and equity financings, M&A transactions and securities regulatory matters. Ms. Pel has been involved in addressing the strategic issues challenging a wide array of businesses in Canada and abroad. She has participated in many high-stakes strategic initiatives to advance the interests of various businesses and their stakeholders, through to successful conclusions.

DANIEL PRYOR [1, 4] Washington D.C., USA	Director	Private Investor	August 2025

Mr. Pryor is a seasoned executive with over 30 years of experience across the industrial and medical technology sectors. He most recently served as Executive Vice President, Strategy, Business Development, and Information Technology at Enovis Corporation (formerly Colfax Corporation), a role he held from 2013 – 2026. In this role, he was a key architect in the company's transformation, executing over 50 acquisitions and divestitures that accounted for over $14 billion in enterprise value. Under his influence, Enovis transitioned from a specialty industrial pump manufacturer to a prominent player in the medical technology space, emphasizing innovation and strategic growth. During his tenure with the company, Mr. Pryor also served as Chairman of the Board for ESAB-SeAH Corporation, a joint venture between SeAH Holdings Corporation and ESAB Corporation (a former subsidiary of Colfax Corporation), and Chairman of the Board of ESAB India Ltd, a subsidiary of ESAB Corporation traded on the Bombay and National Stock Exchanges.

Previously, Mr. Pryor was with The Carlyle Group as Managing Director and Partner in the US buyout group which further solidified his expertise in capital goods and industrial sectors, and where he led substantial portfolio company acquisitions. He also held significant roles at Danaher Corporation, including Corporate Vice President of Strategic Development. Mr. Pryor’s experience spans from strategic growth to operational efficiency.

PHILIP B. WHITEHEAD [4] Basingstoke, UK	Director	Chairman Emeritus of Danaher's European Board and Vice President Corporate Development, Danaher Corporation	August 2018

Mr. Whitehead is an experienced business leader. He is currently Chairman Emeritus of Danaher's European Board and Vice President Corporate Development of the Danaher Corporation, a global science and technology company. Since joining Danaher in 1992, Mr. Whitehead has held a number of executive and operational roles beginning with Managing Director of Veeder Root Europe. In his current position, he supports Danaher's mergers and acquisition activity in Europe and also supports the corporation's growth initiatives in selected high growth markets. Earlier in his career, Mr. Whitehead worked in senior sales and marketing roles at Procter and Gamble, Hovis Marketing, and Unilever. He also operated his own management consultancy business. Mr. Whitehead has a Diploma in Marketing, Accounting and Finance from Bournemouth College, UK. Mr. Whitehead also served as a director of Mason Industrial Technology, a special purpose acquisition company.

Mr. Whitehead is skilled in overseeing businesses, having held CEO/managing director roles at several public and private companies in the UK and one in Switzerland. He has operations, manufacturing and lean operations experience through the many roles he has had within Danaher group companies, including Veeder Root, Gems Sensors, and others. Mr. Whitehead's capital markets experience was gained from his involvement in the listing of Micrelec as a UK public company, serving as Chairman of Nobel Biocare while it was publicly listed in Switzerland and through the many public to private deals completed as the lead on Danaher's prolific M&A record where he has been Managing Director of Corporate Development in Europe for the last 20 years. Mr. Whitehead sees his main skill set as lying within sales and marketing; and mergers and acquisitions, where he has held many senior responsibilities, including Brand Manager at Procter and Gamble, National Sales Manager at Unilever, and Marketing Director at Micrelec PLC. Internationally, he has had roles covering many geographies, including EU, South Africa, Australia, Middle East, Russia, Turkey, Hong Kong and parts of Asia and South America.

WILLIAM DOUGLAS (DOUG) WRIGHT [4, 5] North Carolina, USA	Chief Executive Officer & Director	Chief Executive Officer, ATS Corporation	January 2026

Mr. Wright joined ATS as Chief Executive Officer in January 2026. Before ATS, he served as CEO of Indicor, a diversified industrial solutions company known for its market-leading businesses that deliver specialized, mission-critical solutions to niche markets. Prior to this, he was the President and CEO, Building Technologies, at Honeywell International from 2020 to 2023. He was also President and CEO of Source Photonics from 2013 to 2019 and has held numerous leadership roles with United Technologies Corporation (now Ratheon Technologies) and Ingersoll Rand. Through his career, Mr. Wright has a track record of delivering organic growth, margin expansion, and growth through strategic, value-accretive acquisitions. He holds a BS in Mechanical Engineering from Virginia Tech, and an MBA in International Business from the University of North Carolina at Charlotte.

Notes:
(1) Member of Audit and Finance Committee.
(2) Member of Human Resources Committee.
(3) Member of the Corporate Governance and Nominating Committee.
(4) Member of Strategic Opportunities Committee.
(5) Member of Sustainability Committee.

EXECUTIVE OFFICERS

Name and place of residence	Position with Company or subsidiary
WILLIAM DOUGLAS (DOUG) WRIGHT North Carolina, USA	Chief Executive Officer
ANNE CYBULSKI Ontario, Canada	Interim Chief Financial Officer
JEFF ADAMSON Colorado, USA	Chief Information Officer
ANGELLA ALEXANDER Ontario, Canada	Chief Human Resources Officer
STEVE EMERY Ontario, Canada	Senior Vice President, ATS Business Model
MIROSLAV KAFEDZHIEV Ohio, USA	President, ATS Industrial Automation
SARAH MOORE Georgia, USA	Group Executive, Life Sciences
FILIP STROOBANT[1] Westerlo, Belgium	President, Orise
GORDON RAMAN Ontario, Canada	Chief Legal Officer
SIMON ROBERTS Ontario, Canada	President, Packaging & Food Technology
JOE TASSONE Ontario, Canada	Vice President, Mergers & Acquisitions

[1] Position was previously held by Christian Debus who stepped out of the role as of May 12, 2026.

All of the above-mentioned persons have held their present positions or other senior positions with the Company for the last five years except as follows:

- From 2017 to 2023, Jeff Adamson served as Vice President, Global Business Services & Infrastructure at Sanmina Corporation.
- From 2006 to 2024, Miroslav Kafedzhiev served at Honeywell, most recently in the role of Vice President and General Manager of Honeywell Intelligrated.
- From 2019 to 2024 Gordon Raman served as Partner & Chair, ESG & Sustainability Practice at Fasken Martineau DuMoulin LLP.

- From 2018 to 2025 Sarah Moore served at Danaher Corporation, most recently as Senior Vice President and Chief Commercial Officer of Lecia Biosystems and Mammoteome, a Danaher Company.

Shareholdings of directors and executive officers

As at May 28, 2026, the directors and executive officers of ATS, as a group, beneficially owned or controlled, directly or indirectly, 16,644,701 Common Shares representing approximately 16.96% of the issued and outstanding Common Shares.

Additional disclosure for directors and executive officers

No director or executive officer was a director or executive officer of other companies which became bankrupt, made a proposal under legislation relating to bankruptcy or insolvency or were subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets in the 10 years preceding the date of this AIF and while they were directors or executive officers of the specified companies or within one year after they ceased to be directors or executive officers of the specified companies.

No director or executive officer was a director, chief executive officer or chief financial officer of another company which is at the date of this AIF, or was within 10 years before, subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer, or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer, or chief financial officer. For the purposes of the above, "order" means a cease trade order; an order similar to a cease trade order; or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

8.0 LEGAL PROCEEDINGS AND REGULATORY ACTIONS

In the normal course of operations, the Company is a defendant in certain legal proceedings currently pending before various courts in relation to commercial disputes with customers and other third parties. The Company intends to vigorously defend its position in these matters.

While the Company cannot predict the final outcome of legal proceedings pending as at March 31, 2026, based on information currently available, no claim individually or in aggregate is material and the Company does not expect the resolution of these legal proceedings to have a material adverse effect on its financial position.

9.0 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

A summary of the Company's related party transactions is contained in the fiscal 2026 MD&A (see "Related Party Transactions").

10.0 MATERIAL CONTRACTS

Other than the agreements entered into during the normal course of business, the only material contracts entered into in fiscal 2026 or before fiscal 2026 and which are still in force, are the following:

1. Sixth Amended and Restated Credit Agreement dated as of July 29, 2020, as amended on May 21, 2021, August 21, 2021, November 4, 2022, October 5, 2023, and December 4, 2025 among the Company, certain of its subsidiaries as Guarantors, the Bank of Nova Scotia, in its capacity as Administrative Agent, National Bank Capital Markets, Royal Bank of Canada and TD Securities, in their capacity as Syndication Agent, and various lenders who become parties to the agreement from time to time, in respect of a $900,000,000 secured committed revolving line of credit and a $150,000,000 non-amortized secured term credit facility; and
2. Indenture dated as of December 29, 2020, among the Company, certain of its subsidiaries as Guarantors and Computershare Trust Company, N.A., as trustee (the "Computershare N.A."), as amended by the First Supplemental Indenture, dated as of February 8, 2021 between the Company and Computershare N.A. (and as further amended and supplemented), in respect of U.S. $350,000,000 principal amount of 4.125% Senior Notes due 2028 (referred to as the U.S. Senior Notes in this AIF).
3. Indenture dated as of August 21, 2024, among the Company, certain of its subsidiaries as Guarantors and Computershare Trust Company of Canada, as trustee ("Computershare Canada"), as supplemented by the Supplemental Indenture, dated as of December 19, 2024 between the Company and Computershare Canada, in respect of $600,000,000 principal amount of 6.50% Senior Notes due 2032 (referred to as the CAD Senior Notes in this AIF).

11.0 INTEREST OF EXPERTS

Ernst & Young LLP, Chartered Professional Accountants, the external auditors of the Company, reported on the fiscal 2026 audited consolidated financial statements of the Company which were filed by the Company with securities regulators pursuant to National Instrument 51-102 – Continuous Disclosure Obligations. Ernst & Young LLP is independent with respect to the Company within the meaning of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario and the applicable rules and regulations adopted by the SEC and the Public Company Accounting Oversight Board (United States) (PCAOB).

12.0 AUDIT COMMITTEE INFORMATION

The Audit and Finance Committee's primary purpose is to assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control over financial reporting and accounting compliance, and the audit process and processes for identifying, evaluating, and monitoring the management of the Company's principal risks impacting financial reporting. The committee also assists the Board of Directors with the oversight of financial strategies and principal risks identified by management that could materially impact the financial reporting of the Company.

A copy of the Audit and Finance Committee's Charter is attached to this AIF as "Appendix A".

The Audit and Finance Committee is composed of Ms. Ferstman (Chair), Mr. Dey, and Mr. Pryor. Each of the members of the committee is an unrelated, financially literate director and is considered by the Board of Directors to be independent of management. The committee met formally eight times during the fiscal year ended March 31, 2026. The following sets out the education and experience of the members of the Audit and Finance Committee:

- Ms. Ferstman currently serves as a corporate director. She has over 20 years of progressive experience in the financial industry. Over an 18-year period until her retirement in June 2012, she held several leadership positions with the Dundee group of companies, which operated in wealth management, resources and real estate verticals. She was responsible for financial and regulatory reporting and risk management, and was involved in mergers and acquisitions and strategic development and held the position of Chief Financial Officer for many years and latterly held the positions of Vice Chair of Dundee Wealth Inc. and President and Chief Executive Officer of Dundee Capital Markets Inc. Prior to joining the Dundee group of companies, Ms. Ferstman spent five years at a major international accounting firm. She is a Chartered Professional Accountant and has a Bachelor of Commerce and Graduate Diploma in Public Accountancy from McGill University, in addition to earning a certificate from Rotman in Generative and Agentic AI for Business. She currently serves as the Chair of DREAM Unlimited Corp. (a real estate company). She also serves as director of EQB Inc. (a digital financial services company) and sits on the Board of SINAI Health, an internationally recognized acute care academic health science centre. Ms. Ferstman was formerly a director of Cogeco Communications (a communication company) from 2016 to 2026 and OR Royalties Inc. (a mining royalty company) from 2014 to 2025.

  Ms. Ferstman brings a wealth of experience. She was CEO of Dundee Capital Markets Inc., a financial services company focused on investment banking, sales trading and financial advisory. She is a financial expert, being a CPA, having been a CFO of complex public companies for approximately 18 years, and an audit committee member/chair in various industries. Her capital markets experience was gained throughout her executive career at a financial company which operated in the capital markets and performed a variety of capital markets functions for clients. In addition, as a CFO of a public company, Ms. Ferstman dealt with many aspects of capital markets, debt and equity financings, research analysis, and M&A transactions. Ms. Ferstman's international exposure includes having overseen operations in the U.S. and Europe. She has had the opportunity to deal with many aspects of executive compensation in her career. Her experience on various boards of directors has provided additional exposure to capital markets, international business, human resources, legal, and governance matters.
- Mr. Dey is a seasoned global executive and transformational leader with over two decades in the energy business in roles spanning operations, entrepreneurial ventures, investment management and investment banking. As the President and CEO of Capital Power, Mr. Dey leads the company in its growth and expansion across Canada and the U.S. and champions the team in accelerating its current strategic drive to deliver reliable, affordable and clean energy. From 2021 to 2022, Mr. Dey was the Senior Vice President and Chief Financial Officer of NOVA Chemicals Corporation. Prior to that, for seven years he was at Canada Pension Plan Investment Board, where most recently he served as Managing Director, Head of Energy and Resources. He has invested over $12 billion in growing long-term value for energy and energy transition companies.

  Mr. Dey brings diverse experience across energy & power, private equity and pension fund leadership. His financial expertise and operational experience allow him to navigate complex

landscapes and make informed capital allocation decisions.

- Mr. Pryor is a seasoned executive with over 30 years of experience across the industrial and medical technology sectors. He most recently served as Executive Vice President, Strategy, Business Development, and Information Technology at Enovis Corporation (formerly Colfax Corporation), a role he held from 2013 – 2026. In this role, he was a key architect in the company's transformation, executing over 50 acquisitions and divestitures that accounted for over $14 billion in enterprise value. Under his influence, Enovis transitioned from a specialty industrial pump manufacturer to a prominent player in the medical technology space, emphasizing innovation and strategic growth. During his tenure with the company, Mr. Pryor also served as Chairman of the Board for ESAB-SeAH Corporation, a joint venture between SeAH Holdings Corporation and ESAB Corporation (a former subsidiary of Colfax Corporation), and Chairman of the Board of ESAB India Ltd, a subsidiary of ESAB Corporation traded on the Bombay and National Stock Exchanges.

  Previously, Mr. Pryor was with The Carlyle Group as Managing Director and Partner in the US buyout group which further solidified his expertise in capital goods and industrial sectors, and where he led substantial portfolio company acquisitions. He also held significant roles at Danaher Corporation, including Corporate Vice President of Strategic Development. Mr. Pryor’s experience spans from strategic growth to operational efficiency.

Included in section D(2)(m) of the Charter for the Audit and Finance Committee of the Board of Directors (Appendix A), are requirements surrounding engagement of the Company's external auditors for any non-audit related services ("Requirement for Pre-Approval of Non-Audit Services"). The objective of the Requirement for Pre-Approval of Non-Audit Services is to ensure the external auditors' objectivity is not compromised. This section of Appendix A sets out the rules to be followed when engaging the Company's external auditors for any non-audit related engagement, including a list of services that the Company's external auditors are prohibited from providing, as well as a list of services that may be provided subject to the approval of the Audit and Finance Committee. The Audit and Finance Committee must pre-approve all permitted non-audit related services. The Audit and Finance Committee may delegate its pre-approval authority to a designated member of such Committee; such designated member must report any decisions that they make to the full Audit and Finance Committee at its next scheduled meeting.

13.0 COMPENSATION OF AUDITORS

The breakdown of fees incurred for services provided in fiscal 2026 by the Company's current auditors, Ernst & Young LLP, initially appointed on June 18, 2009, are as follows:

	Fiscal 2026
Audit fees	$ 10,688,000 [1]
Audit-related fees	$ 223,000 [2]
Tax fees	$ 4,859,000 [3]

The breakdown of fees incurred for services provided in fiscal 2025 are as follows:

	Fiscal 2025
Audit fees	$ 6,213,000 [1]
Audit-related fees	$ 196,000 [2]
Tax fees	$ 2,473,000 [3]

Notes
(1) "Audit fees" include professional services provided by the external auditors for the annual audit of the consolidated financial statements, the audit of the effectiveness of internal control over financial reporting, and the review of interim financial reports.
(2) "Audit-related fees" are primarily related to work in respect of statutory audit fees for entities outside the scope of the consolidated audit.
(3) "Tax fees" are primarily related to global tax compliance and advisory services.

14.0 TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is Computershare Investor Services Inc., and may be contacted at its principal office located at 320 Bay Street, 14th floor, Toronto, Ontario M5H 4A6. General shareholder inquiries by phone: 1-800-564-6253 (toll free North America – International 514-982-7555), by fax: 1-888-453-0330 (toll free North America – International 416-263-9524) or by email: service@computershare.com.

15.0 ADDITIONAL INFORMATION

Additional information regarding the Company is available at the Company's profile on SEDAR+ at *www.sedarplus.ca*, on the Company's profile on the U.S. Securities and Exchange Commission's EDGAR website at *www.sec.gov*, and on the Company's website at *www.atsautomation.com*.

Additional information, including directors' and officers' remuneration, principal holders of the Company's securities and details of options to purchase securities is contained in the Company's Management Information Circular prepared for the most recent annual meeting of shareholders and available on the Company's profile on SEDAR+ at *www.sedarplus.ca* and on the Company's profile on U.S. Securities and Exchange Commission's EDGAR website at *www.sec.gov*. Additional financial information, including the Company's audited consolidated financial statements for the fiscal year ended March 31, 2026, is provided in the Company's annual audited consolidated financial statements, the notes thereto, auditor's report thereon, and accompanying fiscal 2026 MD&A. A copy of all such documents may be obtained upon request from the Secretary of the Company and can also be found at the Company's issuer profile on SEDAR+ at *www.sedarplus.ca*, on the Company's profile on the U.S. Securities and Exchange Commission's EDGAR website at *www.sec.gov*, and on the Company's website at *www.atsautomation.com*.

Notes to readers:
Amounts are expressed in Canadian currency unless otherwise noted.

Forward-looking statements:
This Annual Information Form of ATS contains certain statements that may constitute forward-looking information and forward-looking statements within the meaning of applicable Canadian and United States securities laws ("forward-looking statements"). All such statements are made pursuant to the “safe harbour” provisions of Canadian provincial and territorial securities laws and the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical facts regarding possible events, conditions or results of operations that ATS believes, expects or anticipates will or may occur in the future, including, but not limited to: the value creation strategy; the ABM; the Company's strategy to expand organically and through development of new markets and business platforms, expanding service offerings, investment in innovation and product development, and strategic and disciplined acquisition, and the expected benefits to be derived therefrom; the development of the Company's digital capabilities; various market opportunities for ATS; potential impacts of variability in bookings caused by the timing and geographies of customer capital expenditure decisions on larger opportunities; expected results of reorganization activity and their anticipated timeline; the Company’s belief with respect to the outcome or impact of any lawsuits, claims, counterclaims and contingencies; the remediation plan for the material weakness in the Company's internal control over financial reporting; and the uncertainty and potential impact on the Company’s business and operations due to the current macro-economic environment including the impacts of inflation, uncertainty caused by supply chain dynamics, interest rate changes, decreases in availability and a corresponding increased in cost of energy and supplies, global price increases, and shifting trade dynamics.

Forward-looking statements are inherently subject to significant known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of ATS, or developments in ATS’ business or in its industry, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Important risks, uncertainties and factors that could cause actual results to differ materially from expectations expressed in the forward-looking statements include, but are not limited to, the impact of regional or global conflicts; general market performance including capital market conditions and availability and cost of credit; risks related to the shifting trade dynamics; risks related to a recession, slowdown, and/or sustained downturn in the economy; performance of the markets that ATS serves; industry challenges in securing the supply of labour, materials and, in certain jurisdictions, energy sources such as natural gas; impact of inflation; interest rate changes; foreign currency and exchange risk; the relative weakness of the Canadian dollar; risks related to customer concentration; impact of factors such as increased pricing pressure, increased cost of energy and supplies and delays in relation thereto, and possible margin compression; the regulatory and tax environment; the emergence of new infectious diseases or any epidemic or pandemic outbreak or resurgence, and collateral consequences thereof, including the disruption of economic activity, volatility in capital and credit markets, and legislative and regulatory responses; that the ABM is not effective in accomplishing its goals; inability to successfully expand organically or through development of new markets and business platforms, expanding service offerings, investment in innovation and product development, and strategic and disciplined acquisition, due to an inability to grow expertise, personnel, and/or facilities at required rates or to identify, negotiate and conclude one or more acquisitions, or to raise, through debt or equity, or otherwise have available, required capital; that the market opportunities ATS anticipates do not materialize or that ATS is unable to exploit such opportunities; that the Company is unable to expand in emerging markets, or is delayed in relation thereto, due to any number of reasons, including inability to effectively execute organic or inorganic expansion plans, focus on other business priorities, or local government regulation or delays; the impacts of inflation, uncertainty caused by the

supply chain dynamics, interest rate changes, shifting trade dynamics, and regional or global conflicts that have in the past and may in the future lead to significant price and trading fluctuations in the market price for securities in the stock markets, including the TSX and the NYSE; energy shortages and global prices increases; the failure to realize the savings expected from reorganization activity or within the expected timelines; the remediation plan for the material weakness in the Company's internal control over financial reporting and the upgraded ERP system are not effective; risk that the ultimate outcome of lawsuits, claims, and contingencies give rise to material liabilities for which no provisions have been recorded; that the Company is not successful in growing its product portfolio and/or service offering or that expected benefits are not realized; that acquisitions made are not integrated as quickly or effectively as planned or expected and, as a result, anticipated benefits and synergies are not realized; underlying trends driving customer demand will not materialize or have the impact expected; the consequence of activist initiatives on the business performance, results, or share price of the Company; the impact of analyst reports on price and trading volume of ATS' shares; and other risks and uncertainties detailed from time to time in ATS' filings with securities regulators, including, without limitation, the risk factors described in this Annual Information Form for the fiscal year ended March 31, 2026, which are available on the System for Electronic Data Analysis and Retrieval+ ("SEDAR+") at www.sedarplus.ca and on the U.S. Securities Exchange Commission's Electronic Data Gathering, Analysis, and Retrieval System ("EDGAR") at www.sec.gov. ATS has attempted to identify important factors that could cause actual results to materially differ from current expectations; however, there may be other factors that cause actual results to differ materially from such expectations.

Forward-looking statements are necessarily based on a number of estimates, factors and assumptions regarding, among others, management's current plans, estimates, projections, beliefs and opinions, the future performance and results of the Company's business and operations; the ability of ATS to execute on its business objectives; the effectiveness of ABM in accomplishing its goals; the assumption of successful implementation of margin improvement initiatives; the anticipated growth and capabilities in the life sciences, food & beverage, consumer products, energy and transportation markets; the ability to seek out, enter into and successfully integrate acquisitions; ongoing cost inflationary pressures and the Company's ability to respond to such inflationary pressures; the effects of foreign currency exchange rate fluctuations on its operations; the Company's competitive position in the industry; the Company's ability to adapt and develop solutions that keep pace with continuing changes in technology and customer needs; the ability to maintain mutually beneficial relationships with the Company's customers; planned restructuring and reorganization activities will be implemented as expected and within anticipated cost ranges; and general economic and political conditions and global events, including any regional and global conflicts, epidemic or pandemic outbreak or resurgence, and the international trade dynamics.

Forward-looking statements included herein are only provided to understand management's current expectations relating to future periods and, as such, are not appropriate for any other purpose. Although ATS believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties, and ATS cautions you not to place undue reliance upon any such forward-looking statements, which speak only as of the date they are made. ATS does not undertake any obligation to update forward-looking statements contained herein other than as required by law.

APPENDIX A

ATS CORPORATION
(the "Company")

CHARTER FOR
THE AUDIT AND FINANCE COMMITTEE OF
THE BOARD OF DIRECTORS
(the "Board")

A. PURPOSE

1. The primary functions of the Audit and Finance Committee (the "Committee") are to (a) monitor the quality and integrity of the Company's consolidated financial statements; (b) oversee the accounting and financial reporting practices of the Company and the audit of the Company's consolidated financial statements; and (c) exercise the responsibilities and duties set forth below, including, but not limited to, (i) assisting the Board in its oversight of: (A) the Company's financial disclosures; and (B) management's evaluation of the Company's internal controls over financial reporting and disclosure controls and procedures, including management's reports and reports of the external auditor regarding the adequacy and effectiveness of such controls; (ii) overseeing the Company's compliance with the binding requirements of any stock exchanges on which the securities of the Company are listed, the rules of applicable Canadian securities regulators, the rules promulgated by the U.S. Securities and Exchange Commission and all other applicable laws in respect of the above (collectively, the "**Applicable Requirements**"); (iii) selecting the Company's external auditor for shareholder approval; (iv) reviewing the qualifications, independence and performance of the external and internal auditors; (v) reviewing the qualifications, independence and performance of the Company's financial management and internal audit function; and (vi) evaluating and monitoring the management of the Company's principal risks impacting financial reporting. The Committee also assists the Board with the oversight of financial strategies and overall risk management.
2. The Committee is not responsible for (a) planning or conducting audits; (b) certifying or determining the completeness or accuracy of the Company's financial statements or that the financial statements are in accordance with generally accepted accounting principles; or (c) guaranteeing the report of the Company's external auditor. The fundamental responsibility for the Company's financial statements and disclosure rests with management. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and Applicable Requirements. The external auditor of the Company is responsible for planning and carrying out a proper audit of the Company's annual consolidated financial statements and for reviewing the Company's unaudited interim financial statements. In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not full-time employees of the Company and are not, and do not represent themselves to be, accountants or auditors by profession or experts in the fields of accounting or auditing including in respect of auditor independence. As such, it is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Audit

Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and external to the Company from which it receives information, (ii) the accuracy of the financial and other information provided to the Audit Committee by such persons or organizations absent actual knowledge to the contrary and (iii) representations made by management as to non-audit services provided by the auditors to the Company.

B. MEMBERSHIP AND ORGANIZATION

1. **Composition**
    a. The Committee shall consist of not less than three independent members of the Board.
    b. At the invitation of the Committee, members of the Company's management and others may attend Committee meetings as the Committee considers necessary or desirable.
2. **Appointment and Removal of Committee Members**
    a. Each member of the Committee shall be appointed by the Board on an annual basis and shall serve at the pleasure of the Board, or until the earlier of (i) the close of the next annual meeting of the Company's shareholders at which the member's term of office expires; (ii) the death of the member; or (iii) the resignation, disqualification (including ceasing to be independent other than as contemplated in section B.2.b.) or removal of the member from the Committee or from the Board.
    b. If a member ceases to be independent for reasons outside the member's reasonable control, they may continue to serve for a period ending on the later of: (i) the close of the next annual meeting of the Company's shareholders; and (ii) the date that is six months from the occurrence of the event which caused the member to not be independent; provided that the Board has determined that it will not materially adversely affect the ability of the Committee to act independently and to satisfy the other Applicable Requirements.
    c. The Board may fill a vacancy in the membership of the Committee.
3. **Appointment of Chair** - The Board shall designate from time to time one member of the Committee as the Committee Chair. In selecting a Committee Chair, the Board may consider any recommendation made by the Corporate Governance and Nominating Committee.
4. **Independence** - Each member of the Committee shall meet the independence and audit committee composition requirements of the Applicable Requirements (including but not limited to sections 1.4 and 1.5 of National Instrument 52-110 – Audit Committees with respect to the meaning of independence). Committee members shall not receive any compensation from the Company other than director's fees.
5. **Financial Literacy**
    a. At the time of their appointment to the Committee, each member of the Committee shall be able to read and understand a set of financial statements, including a balance sheet, cash flow statement and income statement, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's

financial statements.

b. At the time of their appointment to the Committee, each member of the Committee shall not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the preceding three years.
c. At least one member shall be designated as an “audit committee financial expert” as defined by the Applicable Requirements, including within the meaning of Section 407 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the U.S. Securities and Exchange Commission.

C. MEETINGS

1. **Meetings** - The members of the Committee shall hold meetings as are required to carry out this Charter. The external and internal auditors and non-Committee Board members are entitled to receive notice of and attend and be heard at each Committee meeting. The Chair, any member of the Committee, the external auditor, the internal auditor, the Board Chair, the Chief Executive Officer, or the Chief Financial Officer may call a meeting of the Committee by notifying the Company’s Corporate Secretary who will notify the members of the Committee. The Chair shall chair all Committee meetings that they attend, and in the absence of the Chair, the members of the Committee present may appoint a chair from their number for a meeting.
2. **Corporate Secretary and Minutes** - The Corporate Secretary, their designate or any other person the Committee requests, shall act as secretary at Committee meetings. Minutes of Committee meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Committee for approval.
3. **Quorum** - A majority of the members of the Committee shall constitute a quorum. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution of the Committee.
4. **Access to Management and Outside Advisors** - The Committee shall have unrestricted access to the Company’s management and employees and the books and records of the Company, and, from time to time may hold unscheduled or regularly scheduled meetings or portions of regularly scheduled meetings with the external auditor, the internal auditor, the Chief Financial Officer, the Chief Executive Officer or any other officer or employee of the Company or its affiliates. The Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any Company officer.
5. **Funding** - The Company shall provide appropriate funding, as determined by the Committee, for (a) payment of compensation to any external auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (b) payment for the services of any advisors retained by the Committee; and (c) the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
6. **Meetings Without Management** - The Committee shall hold unscheduled or regularly scheduled meetings, or portions of regularly scheduled meetings, at which only independent directors are present, either alone or with the external auditor, the internal auditor, or other Company

management.

D. FUNCTIONS AND RESPONSIBILITIES

1. The Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate pursuant to the Applicable Requirements.
2. **Financial Reports**
    a. **General** - The Committee is responsible for overseeing the preparation of the Company's financial statements and financial disclosures. Management is responsible for the preparation, presentation and integrity of the Company's financial statements and financial disclosures and for the appropriateness of the accounting principles and the reporting policies used by the Company. The external auditor is responsible for auditing the Company's annual consolidated financial statements and for reviewing the Company's unaudited interim financial statements.
    b. **Annual Financial Reports** - The Committee, management, and the external auditor, shall discuss and review the annual consolidated audited financial statements of the Company, the external auditor's report thereon, the related management's discussion and analysis ("**MD&A**"), the financial disclosure in any earnings press release, and, if applicable, either at a general or specific level, any financial information and earnings guidance provided to analysts and rating agencies before the Company publicly discloses the information. If advisable, the Committee shall approve and recommend for Board approval the annual financial statements, the related MD&A, and the earnings press release.
    c. **Interim Financial Reports** - The Committee, management, and the external auditor, shall discuss the interim consolidated financial statements of the Company, the external auditor's review report thereon, the related MD&A, the financial disclosure in any earnings press release, and, if applicable, either at a general or specific level, any financial information and earnings guidance provided to analysts and rating agencies before the Company publicly discloses the information. If advisable, the Committee shall approve the interim financial statements, the related MD&A, and the earnings press release and may recommend same for approval by the Board.
    d. **Internal Controls** – The Committee shall discuss the integrity of the Company's financial information and related attestations by the external auditor of the Company's internal control over financial reporting, and shall discuss with management and the external auditor, and report to the Board on, management's evaluation of:
        i. the adequacy and effectiveness of the Company's system of internal control over financial reporting, including any significant deficiencies and significant change in internal controls; and
        ii. the Company's disclosure and controls procedures.
    e. **Considerations** - In conducting its review of the annual financial statements or the interim financial statements, the Committee shall:

i. meet with management, the external auditor, and the internal auditor to discuss the financial statements and the related MD&A;
ii. discuss the disclosures in the financial reports;
iii. discuss the audit report or review report prepared by the external auditor;
iv. discuss with management, the external auditor and internal legal counsel, as requested, any litigation claim or other contingency that could have a material effect on the financial statements;
v. discuss critical accounting and other significant estimates and judgements underlying the financial statements as presented by management;
vi. discuss any material effects of regulatory accounting initiatives or off-balance sheet structures on the financial statements
vii. discuss any material changes in accounting policies and any significant changes in accounting practices and their impact on the financial statements;
viii. discuss the use of any non- International Financial Reporting Standards ("**IFRS**") measures and additional IFRS measures, including "pro forma" or "adjusted" information;
ix. discuss management's report on the design and effectiveness of disclosure controls and procedures and internal controls over financial reporting;
x. discuss results of the Company's hotline program;
xi. meet in private with external auditor, internal auditor, and one or more senior executives;
xii. discuss with the external auditor any audit problems or difficulties and management's response; and
xiii. discuss any other matters, related to the financial statements, that are brought forward by the external or internal auditor, management, or which are required to be communicated to the Committee under Applicable Requirements.

f. **Approval of Other Financial Disclosures** - The Committee shall discuss and, if advisable, approve and recommend for Board approval financial disclosure in a prospectus or other securities offering documents as well as in other reports or documents of the Company.

3. External Auditor

a. **General** - The Committee shall be directly responsible for oversight of the work of the external auditor, including the external auditor's work in preparing or issuing an audit report, performing other audit, review or attest services or any other related work. The external auditor shall report directly to the Committee and the Committee shall have authority to communicate directly with the Company's external auditor.

b. **Appointment and Compensation** - The Committee shall recommend to the Board (i) the external auditor to be put forward for shareholder approval at the annual meeting for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and if necessary, recommend to the Board for approval the external auditor's removal; and (ii) the compensation of such external auditor.
c. **Resolution of Disagreements** – The Committee shall resolve any disagreements between management and the external auditor as to financial reporting matters brought to its attention.
d. **Discussions with External Auditor** – At least annually, the Committee shall discuss with the external auditor such matters as are required by applicable auditing standards to be discussed by the external auditor with the audit committee as required by Applicable Requirements, including (i) critical accounting policies; (ii) any critical audit matters arising from the audit; (iii) material selections of accounting policies; and (iv) any material written communications between the external auditor and management.
e. **External Audit Plan** - At least annually, the Committee shall review a summary of the external auditor's annual audit plan. The Committee shall consider and review with the external auditor any material changes to the scope of the plan.
f. **Quarterly Review Report** - The Committee shall review a report prepared by the external auditor in respect of the results of the external auditor's review of the interim financial statements of the Company.
g. **Independence of External Auditor** - At least annually, and before the external auditor issues its report on the annual financial statements, the Committee shall: (i) obtain from the external auditor a formal written statement describing all relationships between the external auditor and the Company; (ii) discuss with the external auditor any disclosed relationships or services that may affect the objectivity and independence of the auditor; and (iii) obtain written confirmation from the external auditor that they are objective and independent within the meaning of the applicable Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered accountants to which it belongs and other Applicable Requirements. The Committee shall take appropriate action to assess the independence of the external auditor.
h. **Evaluation of Qualifications and Performance of External Auditor** - At least annually, the Committee shall review the qualifications and performance of the external auditor, including the quality of services delivered by the external auditor, the performance of the lead partner and assess the experience and competence of the audit team and determine that all partner rotation requirements are implemented. Periodically, the Committee shall undertake a more comprehensive review of the external auditor.
i. **Hiring of Partners and Employees of External Auditor** - The Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.
j. **Requirement for Pre-Approval of Non-Audit Services** - The Committee shall approve in advance all non-audit services to be provided to the Company or its subsidiaries by the external auditor and adopt specific policies and procedures for the engagement of the non-audit services in accordance with Applicable Requirements. The Chair of the

Committee and any other member(s) of the Committee designated by the Committee shall have delegated pre-approval authority. The decisions of any member of the Committee to whom this authority has been delegated must be presented to the full Committee at its next scheduled Committee meeting.

4. **Internal Audit Function**
    a. **General** - The Committee shall review and approve the internal audit plan and the budget and resource plan for the internal audit function. The Committee shall review and discuss reports prepared by the head of Internal Audit, together with management's response and follow-up on outstanding issues.
    b. **Oversight** - The Committee shall oversee management's design, implementation, and maintenance of disclosure controls and procedures and systems of internal control over financial reporting, each in accordance with Applicable Requirements. In support of this oversight, at least annually, the Committee shall receive and discuss a report from Internal Audit with respect to:
        i. the effectiveness of, or weaknesses or deficiencies in: (A) the design or operating effectiveness of the Company's internal controls over financial reporting); and (B) disclosure controls;
        ii. any significant changes in internal control over financial reporting that are disclosed, or considered for disclosure, including those in the Company's periodic regulatory filings;
        iii. any material issues raised by any inquiry or investigation by the Company's regulators;
        iv. the Company's fraud prevention and detection program; and
        v. any related significant issues and recommendations of the external auditor together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls.
5. **Compliance with Legal and Regulatory Requirements** - The Committee shall receive and review regular reports from the Company's Chief Legal Officer and other management members on: (a) legal or compliance matters that may have a material impact on the Company; (b) material contingencies; and (c) any material communications received from regulators. The Committee shall discuss management's evaluation of and representations relating to compliance with specific Applicable Requirements, and management's plans to remediate any deficiencies identified.
6. **Committee Hotline Procedures** - The Committee shall establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Any such complaints or concerns that are received shall be reviewed by the Committee and, if the Committee determines that the matter requires further investigation, it will direct the Chair of the Committee to engage outside advisors, as necessary or appropriate, to investigate the

matter and will work with management, the internal auditor, the external auditor (as necessary), and the Chief Legal Officer to reach a satisfactory conclusion.

7. **Compliance with Hotline** - The Committee shall:
    a. at least annually, discuss the adequacy of and, if advisable, approve and recommend for Board approval, any amendments to the Company's telephone/internet hotline service ("Hotline") or how the availability of that service is communicated to employees through the Code of Business Conduct or otherwise;
    b. review and, if advisable, approve the Company's processes for administering the Hotline; and
    c. review, on a regular basis, summaries of the usage of, and the matters being reported to, the Hotline.
8. **Committee Disclosure** - The Committee shall prepare, review and approve any audit committee disclosures required by securities regulators in the Company's disclosure documents.
9. **Delegation** - The Committee may, to the extent permissible by Applicable Requirements, designate a sub-committee to review any matter within this mandate as the Committee deems appropriate.

E. FINANCIAL STRATEGY

1. The Committee shall discuss with management significant financial matters affecting the Company, and shall report on such matters to the Board.
2. The Committee shall oversee the development of financial and tax planning initiatives, including with respect to financing and investment (i.e., capital structure, funding vehicles, and financial performance criteria), and shall receive periodic reporting on related financial and tax matters, including: (i) compliance with material covenants and reporting obligations under financing and other material agreements, (ii) tax compliance and material tax matters, and (iii) related-party transactions.

F. RISK MANAGEMENT

1. The Committee shall monitor the management of the principal risks identified by management that could materially impact the financial reporting of the Company, and shall meet at least annually with management to review and discuss the Company's enterprise risk management program, risk appetite statement, major financial risk exposures, and policy steps management has taken to monitor and control such exposures.
2. The Committee shall discuss periodically the Company's information technology and operational technology risk exposures, including cybersecurity, artificial intelligence, system integrity, emerging technology, data and privacy risks, and the steps the Company has taken to monitor or mitigate such exposures. The Committee shall also discuss with management any material cybersecurity incidents and, where applicable, any related disclosure obligations and disclosures to be made by the Company in accordance with Applicable Requirements.

G. REPORTING TO THE BOARD

1. The Chair shall report to the Board, as required by Applicable Requirements or as deemed necessary by the Committee or as requested by the Board, on matters arising at Committee meetings and, where applicable, shall present the Committee's recommendation to the Board for its approval.
2. All resolutions and minutes of meetings of the Committee shall be made available to the Board through posting of such documents once approved by the Committee, unless the Committee determines that the matter should be brought before the Board at an earlier date.

H. GENERAL

1. The Committee shall, to the extent permissible by Applicable Requirements, have such additional authority as may be reasonably necessary or desirable, in the Committee's discretion, to exercise its powers and fulfill its duties under this Charter.
2. The Committee shall review this Charter on a periodic basis or more frequently, as required. Where appropriate, the Committee shall propose changes to this Charter to the Board.
3. The Committee shall assess and report annually to the Board on the performance of the Committee and its members.

I. CURRENCY OF THE AUDIT COMMITTEE CHARTER

1. This Charter was last amended and approved by the Board on March 9, 2026.

Exhibit 99.2



ATS CORPORATION

Management's Discussion and Analysis

For the Year Ended March 31, 2026

TSX: ATS
NYSE: ATS

Management's Discussion and Analysis
For the Year Ended March 31, 2026

This Management's Discussion and Analysis ("MD&A") for the year ended March 31, 2026 ("fiscal 2026") is as of May 28, 2026 and provides information on the operating activities, performance and financial position of ATS Corporation ("ATS" or the "Company"). It should be read in conjunction with the audited consolidated financial statements of the Company for fiscal 2026 ("Audited Consolidated Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and are reported in Canadian dollars. All references to "$" or "dollars" in this MD&A are to Canadian dollars unless otherwise indicated. Additional information is contained in the Company's filings with Canadian and U.S. securities regulators, including its Annual Information Form for fiscal 2026, found on the Company's profile on System for Electronic Data Analysis and Retrieval+ ("SEDAR+") at www.sedarplus.ca, on the Company's profile on the U.S. Securities and Exchange Commission's Electronic Data Gathering, Analysis and Retrieval System ("EDGAR") website at www.sec.gov, and on the Company's website at www.atsautomation.com.

IMPORTANT NOTES

Forward-Looking Statements
This document contains forward-looking information within the meaning of applicable securities laws. Please see "Forward-Looking Statements" for further information on page 41.

Non-IFRS and Other Financial Measures
Throughout this document, management uses certain non-IFRS financial measures, non-IFRS ratios and supplementary financial measures within the meaning of applicable securities laws to evaluate the performance of the Company. See "Non-IFRS and Other Financial Measures" on page 44 for an explanation of such measures and "Reconciliation of Non-IFRS Measures to IFRS Measures" beginning on page 29 for a reconciliation of non-IFRS measures.

COMPANY PROFILE

ATS is an industry leader in planning, designing, building, commissioning and servicing automated manufacturing and assembly systems - including automation products and test solutions - for a broadly diversified base of customers. ATS' reputation, knowledge, global presence and standard automation technology platforms differentiate the Company and provide competitive advantages in the worldwide manufacturing automation market for life sciences, consumer products, food & beverage, energy, and transportation. Founded in 1978, ATS employs over 7,000 people at more than 65 manufacturing facilities and over 85 offices in North America, Europe, Asia and Oceania. The Company's website can be found at www.atsautomation.com. The Company's common shares are traded on the Toronto Stock Exchange ("TSX") and the New York Stock Exchange ("NYSE") under the symbol ATS.

STRATEGY

To create sustainable shareholder value, the Company employs a three-part value creation strategy: Build, Grow and Expand.

Build: To build on the Company's foundation and drive performance improvements, management is focused on the advancement of the ATS Business Model ("ABM"), the pursuit and measurement of value drivers and key performance indicators, a rigorous strategic planning process, succession planning, talent management, employee engagement, and instilling autonomy with accountability.

Grow: To drive organic growth, ATS has developed and implemented growth tools under the ABM, which provide innovation and value to customers and work to grow reoccurring revenues.

Expand: To expand the Company's reach, management is focused on the development of new markets and business platforms, expanding service offerings, investment in innovation and product development, and strategic and disciplined acquisitions that strengthen ATS.

The Company pursues all of its initiatives by using a strategic capital framework aimed at driving the creation of long-term sustainable shareholder value.

ATS Business Model

The ABM is a business management system that ATS developed with the continuing goal of enabling the Company to pursue its strategies, outpace the growth of its chosen markets, and drive year-over-year continuous improvement. The ABM emphasizes:

- **People:** developing, engaging and empowering ATS' people to build the best team;
- **Process:** aligning ATS' people to implement and continuously improve robust and disciplined business processes throughout the organization; and
- **Performance:** consistently measuring results in order to yield world-class performance for ATS' customers and shareholders.

The ABM is ATS' playbook, serving as the framework to achieve business goals and objectives through disciplined, continuous improvement. The ABM is employed by ATS divisions globally and is supported with extensive training in the use of key problem-solving tools, and applied through various projects to drive continuous improvement. When ATS makes acquisitions, the ABM is quickly introduced to new companies as a means of supporting cultural and business integration.

Key ABM drivers include:

- **Strengthening the core:** adopting a customer-first mindset; implementing a robust performance management system; adhering to eight value drivers; managing through key performance indicators; and leveraging daily management to measure at the point of impact;
- **Delivering growth:** aligning with customer success; developing organizational talent; regularly confirming progress toward stated goals; and creating annual operating and capital deployment plans for each ATS division;

- **Pursuing excellence:** deploying specific goals that segment strategies into relevant areas of concentration; and improving continuously using Kaizen events, problem solving and other continuous improvement initiatives, which target increased performance annually; and

- **Pioneering innovation:** driving technology leadership in automation markets; creating innovative platforms and analytics that benefit customers by reducing complexity, shortening development cycles and improving production efficiencies; and expanding the reach and scope of ATS' capabilities for competitive advantage.

Management is pursuing several initiatives to grow revenues and improve profitability with the goal of expanding its adjusted earnings from operations margin to 15% over time through a combination of operational initiatives and portfolio development. Operational initiatives include a focus on pursuing continuous improvement in all business activities through the ABM, including in acquired businesses, improving global supply chain management, increasing the use of standardized platforms and technologies, and growing revenues while leveraging the Company's cost structure. Asset efficiency is also a priority, with the Company committed to ensuring its asset base is managed effectively to deliver long-term shareholder value. Portfolio development initiatives include efforts to grow the Company's products and after-sales service revenues as a percentage of overall revenues. Management also sees the development of the Company's digital capabilities as another key area of growth for the portfolio, including the collection and interpretation of data to help optimize performance for customers, particularly in relation to the Company's after-sales service offerings. In addition, management is focused on investing in innovation and employing a consistent, strategic approach to acquisitions.

BUSINESS OVERVIEW

With broad and in-depth knowledge across multiple industries and technical fields, ATS delivers custom automation solutions to customers designed to meet their volume and throughput requirements, lower their production costs, accelerate product delivery, and improve quality and quality control. ATS engages with customers on both greenfield programs, such as equipping new factories, and brownfield programs including capacity expansions, production relocations, equipment upgrades, software upgrades, efficiency improvements and factory optimizations. ATS is also building out its standard products and equipment portfolio and adding services and digital capabilities while growing its levels of reoccurring revenues. ATS is focused on expanding its market reach through its capabilities where high-value applications that are complex to manufacture and where quality is critical, align well with its strengths. ATS is selective in its choice of markets and favours regulated industries where quality and reliability are mandatory. ATS and its subsidiaries serve customers in the following markets: (a) life sciences, (b) consumer products, (c) food & beverage, (d) energy, and (e) transportation.

Life sciences includes automation solutions for high performance medical devices and hand-held and on-body monitoring devices, automated solutions for assay and chip assembly that deliver reliable test results and diagnoses, general pharmaceuticals and radiopharmaceuticals, and automation solutions for large and small scale pharmacy and laboratory operations. ATS is able to offer a unique value proposition through automation and scalability and end-to-end manufacturing capabilities to deliver a customer-centric approach with a global reach.

Consumer products includes automation solutions for the production and packaging of personal care items, cosmetics, and household goods, as well as technologies that support warehouse packaging automation and distribution for retail and e-commerce channels. ATS leverages modular, high-speed platforms to deliver systems that enhance throughput, ensure quality, and optimize supply chain execution across a wide variety of consumer applications.

Food & beverage includes automation solutions for food processing and packaging, including comprehensive solutions for fresh food packaging and inspection and convenience food preparation, utilization of filling technologies for a wide range of beverages, optical sorting, X-Ray and vision technology to specialize in inspection and quality control for varied food products, and high-speed and high precision applications for packaging solutions. Within the food & beverage vertical, ATS is focused on increasing and improving service levels to support customer demand, differentiating from competitors through continued innovation and new capabilities and broadening global reach by expanding into new markets or penetrating further into existing markets.

Energy includes nuclear, solar and other green energy applications. Within nuclear, ATS supports the design and commissioning of new reactor builds, refurbishment, operational maintenance, and decommissioning activities across Canada Deuterium Uranium (CANDU) reactors, small modular reactors (SMRs) and large-scale nuclear reactors. ATS develops and delivers specialized systems to support customers in the Company's areas of specialization, including tubing, handling, nuclear fuel fabrication, factory automation of modular assemblies for new nuclear builds and nuclear waste handling. ATS is well positioned to serve as a strategic partner from the concept and design phases all the way to execution, with a focus on improving safety and reducing manual intervention in complex, regulated environments. ATS also has automation capabilities for stationary fuel cells used in industrial and grid backup and energy storage applications. ATS also supports customers in the oil and gas space.

Transportation includes automation solutions that support the assembly and testing of automotive components and systems, primarily for electric vehicles ("EV"). Although transportation represents a smaller portion of ATS' business compared to several years ago, ATS continues to execute on projects where its specialized capabilities add value to specific customer solutions, including the need for volume and throughput requirements. Such projects include the specialized systems for the assembly and automation of battery modules and packs, motors, rotors and axles for electric vehicles, where the Company's capabilities and customer's needs align. During the fourth quarter of fiscal 2026, ATS undertook further reorganization and related activities within its transportation businesses, intended to reduce costs, including overhead related to excess facility capacity and to progress the Company's efforts to streamline its operations related to executing on large transportation contracts — see "Reorganization Activity."

ATS engages at varying points in customers' automation cycles. During the pre-automation phase, ATS offers comprehensive services, including discovery and analysis, concept development, simulation and total cost of ownership modeling, all of which help customers to verify the feasibility of different types of automation, set objectives for factors such as line speed and yield, assess production processes for manufacturability and calculate the total cost of ownership.

For customers that have decided to proceed with an automation project, ATS offers specialized equipment for specific applications and markets, as well as automation and integration services, including engineering design, prototyping, process verification, specification writing, software and manufacturing process controls development, equipment design and build, standard automation products/platforms, third-party equipment qualification, procurement and integration, automation system installation, product line commissioning, validation and documentation. Following the installation of custom automation, ATS may supply duplicate or similar automation systems that leverage engineering design completed in the original customer program. For customers seeking complex equipment production or build-to-print manufacturing, ATS provides value engineering, supply-chain management, integration and manufacturing capabilities, and other automation products and solutions.

Post-automation, ATS offers services including training, process optimization, preventative maintenance, emergency and on-call support, spare parts, retooling, retrofits and equipment relocation. Service agreements are often entered into at the time of new equipment sale or are available on an after-market basis on installed equipment. ATS offers a number of software and digital solutions to its customers, including connected factory floor management systems to capture, analyze and use real-time machine performance data to quickly and accurately troubleshoot, deliver process and product solution improvements, prevent equipment downtime, drive greater operational efficiency and unlock performance for sustainable production improvements.

Contract values for individual automation systems vary depending on the nature and complexity of the system and are often in excess of $1 million, with some contracts for enterprise-type programs well in excess of $10 million. Due to the custom nature of certain projects, contract durations vary, with typical durations for such projects ranging from six to 12 months, and some larger contracts extending to 18 to 24 months and beyond. Contracts for pre- and post-automation services range in value and can exceed $1 million with varying durations and can sometimes extend over several years. Contracts for other products range in value and duration, depending on their nature.

Competitive strengths
Management believes ATS has the following competitive strengths:

Global presence, size and critical mass: Although ATS has larger competitors, as many of the Company's competitors are smaller and operate with a narrower geographic and/or industrial market focus, ATS' global presence and scale provide advantages in serving multinational customers. ATS and its subsidiaries have a presence in Canada, the United States, Italy, Germany, Belgium, the United Kingdom, Thailand, Netherlands, Ireland, China, Czech Republic, Australia, Spain, France, Indonesia, Slovakia, Japan, India, Sweden, Switzerland, Austria, South Korea and Portugal. ATS can deliver localized service through its network of over 85 locations globally. Management believes that ATS' scale and global footprint provide it with competitive and operational advantages in supporting large, multinational customer programs and in delivering a lifecycle-oriented service platform to customers' global operations. In addition, customers seeking to de-risk or enhance the resiliency of their supply chains also provide future opportunities for ATS to pursue by leveraging its global presence and the inherent advantages of automation on production reliability and cost.

Technical skills, capabilities and experience: ATS has designed, manufactured, assembled and serviced automation systems worldwide and has an extensive knowledge base and accumulated design expertise. Management believes ATS' broad experience in many different industrial markets and with diverse technologies, its talented workforce, which includes approximately 2,200 engineers and approximately 400 program management personnel, and its ability to provide custom automation, repeat automation, automation products and value-added services, position the Company well to serve complex customer programs in a variety of markets.

Product and technology portfolio: ATS owns an extensive product and technology portfolio through the successful completion of thousands of unique automation projects. ATS has a number of standard automation platforms and products, including: innovative linear motion transport systems; pallet handling and sanitary conveyance systems; robust cam-driven assembly platforms; advanced vision systems used to ensure product or process quality; optical sorting and inspection technologies; test systems; factory management and intelligence and other software solutions; proprietary weighing hardware and process control software technologies; precision fluid-dispensing equipment; aseptic containment technologies; and biopharma processing equipment and high-performance tube filling and cartoning systems. Management believes the Company's extensive product and technology portfolio

provides advantages in developing unique and leading solutions for customers and in maintaining competitiveness.

Recognized brands: Management believes ATS is well-known within the global automation industry due to its long history of innovation and broad scope of operations. In addition, ATS' subsidiaries operate under industry recognized brands, such as: "Avidity", a designer and manufacturer of automated water purification solutions for biomedical and life sciences applications; "Scientific Products", a specialized designer and manufacturer of pharmaceutical and packaging equipment and systems in the life sciences market; "BioDot", a leading manufacturer of automated fluid-dispensing systems in the life sciences market; "Comecer", a provider of high-tech automation systems for the nuclear medicine and pharmaceutical industries; "Heidolph", a manufacturer of premium lab equipment for the life sciences and pharmaceutical industries; "NCC", a provider of engineered-to-order sanitary automation solutions and standalone precision conveyance equipment in the food & beverage industries; "MARCO", a provider of yield control and recipe formulation systems in the food, nutraceuticals and cosmetics sectors; "CFT", a specialist in the development and production of turn-key machines and systems for the food & beverage industries; "Paxiom", a provider of primary, secondary, and end-of-line packaging machines in the food & beverage, cannabis, and pharmaceutical industries; "IWK", a specialist in the packaging market; and "Orise", a provider of innovative automation and digital solutions for process and production sectors. Management believes that ATS' brands and global reputation improve sales prospecting, allowing the Company to be considered for a wide variety of customer programs.

Trusted customer relationships: ATS serves some of the world's largest multinational companies. Many customer relationships are long-standing, often spanning a decade or more, and many customers are repeat buyers who return to ATS and its subsidiaries time after time to meet their automation manufacturing, assembly, processing, and service needs.

Total-solutions capabilities: Customers often rely on ATS because it can provide comprehensive, turnkey solutions in automation. This allows customers to single source their most complex projects from ATS rather than rely on multiple engineering firms, equipment builders and/or service/component suppliers. In addition, ATS provides customers with other value-added services including pre-automation consulting, total cost-of-ownership studies, lifecycle material management, and post-automation service, optimization, training and support.

FINANCIAL HIGHLIGHTS

(In millions of dollars, except per share and margin data)

	Q4 2026	Q4 2025	Variance	**Fiscal 2026**	Fiscal 2025	Variance
Revenues	**$ 747.1**	$ 574.2	30.1%	**$ 2,972.9**	$ 2,533.3	17.4%
Adjusted revenues[1]	**$ 744.3**	$ 721.1	3.2%	**$ 2,970.1**	$ 2,680.2	10.8%
Net income (loss)	**$ (16.2)**	$ (68.9)	76.5%	**$ 71.7**	$ (28.0)	356.1%
Adjusted earnings from operations[1]	**$ 76.8**	$ 74.3	3.4%	**$ 314.4**	$ 282.6	11.3%
Adjusted earnings from operations margin[2]	**10.3%**	10.3%	1bps	**10.6%**	10.5%	4bps
Adjusted EBITDA[1]	**$ 102.5**	$ 97.1	5.6%	**$ 413.0**	$ 368.9	12.0%
Adjusted EBITDA margin[2]	**13.8%**	13.5%	31bps	**13.9%**	13.8%	14bps
Basic earnings (loss) per share	**$ (0.16)**	$ (0.70)	77.1%	**$ 0.73**	$ (0.29)	351.7%
Adjusted basic earnings per share[1]	**$ 0.36**	$ 0.41	(12.2)%	**$ 1.69**	$ 1.47	15.0%
Order Bookings[3]	**$ 704**	$ 863	(18.4)%	**$ 2,952**	$ 3,305	(10.7)%

As At	**March 31 2026**	March 31 2025	Variance
Order Backlog[3]	**$ 1,958**	$ 2,139	(8.5)%

[1] Non-IFRS financial measure — See "Non-IFRS and Other Financial Measures."
[2] Non-IFRS ratio — See "Non-IFRS and Other Financial Measures."
[3] Supplementary financial measure — See "Non-IFRS and Other Financial Measures."

EXECUTIVE SUMMARY

- Following a review of its portfolio against its long-term value creation criteria, the Company determined that certain transportation-related businesses were no longer aligned with its return objectives, and took further steps in the quarter to realign its cost structure and capital needs accordingly. Included in net income is $28.3 million of costs associated with reorganizing the Company's transportation-related businesses — see "Reorganization Activity." These restructuring and other related costs are expected to be funded by proceeds of the sale of buildings in the U.S. and Germany. The reorganization activity will directly support the Company's margin expansion efforts.
- Fourth quarter revenues were $747.1 million, and included $2.8 million related to the impact of transportation reorganization — see "Reorganization Activity." On an adjusted basis[1], fourth quarter revenue growth was 3.2% year over year, primarily driven by organic revenue growth[2] of 1.5% in addition to the positive impact of foreign exchange translation of 1.7%. "Acquisitions" or "acquired companies" in this MD&A refer to companies that were not part of the consolidated group in the comparable prior-year periods.
- Order Bookings in the fourth quarter were $704 million, compared to $863 million in the fourth quarter last year, which reflected a decrease of 19.3% in organic Order Bookings[3]. The fourth quarter last year included a large customer project award within consumer products. This was partially offset by organic growth[3] in Order Bookings in food & beverage. Trailing twelve month book-to-bill ratio[3] of 0.99:1 at March 31, 2026 reflects the Company's execution against a strong

[1] Adjusted revenue and organic revenue are non-IFRS financial measures — see "Non-IFRS and Other Financial Measures."
[2] Organic revenue growth is a non-IFRS financial ratio — see "Non-IFRS and Other Financial Measures."
[3] Order Bookings, organic Order Bookings growth and book-to-bill ratio are supplementary financial measures — see "Non-IFRS and Other Financial Measures."

backlog built over the prior fiscal year, with the Company's funnel remaining active across its diversified end markets.

- Order Backlog[1] of $1,958 million at period-end was 8.5% lower than the fourth quarter last year. Order Backlog remains distributed across strategic global markets and regulated industries, provides good revenue visibility, and supports the Company's more modest revenue growth expectations for fiscal 2027 compared to fiscal 2026. The Company maintains its longer-term goal of growing its revenues greater than market growth rates in its chosen markets.
- Non-cash working capital as a percentage of adjusted revenues[2] was 12.1%. The improvement from 22.4% in the corresponding quarter last year was due to the previously disclosed payment received in the first quarter of fiscal 2026 from the settlement with a large EV customer. Improvement from 16.4% in the third quarter of fiscal 2026 was due to timing of milestone billings and payments, and the balance sheet impacts of the transportation reorganization, including adjustments to certain project-related balances. Continued focus on project execution and commercial discipline also supported working capital performance. The Company had a net debt to pro forma adjusted EBITDA ratio[2] at March 31, 2026 of 2.8 times, and management expects the Company to continue to operate within its targeted leverage ratio of 2.0 to 3.0 times throughout fiscal 2027. The Company may temporarily operate above this range in the event a capital deployment opportunity arises that meets its disciplined criteria for shareholder value creation, with a clear path to returning to management's targeted leverage ratio within a specified timeframe. The Company has been actively cultivating acquisition opportunities and has a healthy pipeline across a number of its end markets.
- Adjusted earnings from operations[3] for the quarter was $76.8 million (10.3% adjusted earnings from operations margin[2]), compared to $74.3 million (10.3% adjusted earnings from operations margin) a year ago, primarily due to higher revenues and improved gross margins.

ORDER BOOKINGS BY QUARTER

(in millions of dollars)

		Fiscal 2026		Fiscal 2025
Q1	**$**	**693**	$	817
Q2		**734**		742
Q3		**821**		883
Q4		**704**		863
Total Order Bookings	**$**	**2,952**	$	3,305

Fourth quarter of fiscal 2026 Order Bookings were $704 million, a 18.4% year-over-year decrease, reflecting a 19.3% decline in organic Order Bookings, partially offset by 0.9% from the positive impact of foreign exchange translation. By market, Order Bookings in life sciences decreased compared to the prior-year period primarily due to the timing of customer capital investment cycles. Order Bookings within life sciences in the quarter were well diversified, including orders for radiopharmaceutical applications and for medical device automation solutions outside of autoinjector (GLP-1) assembly equipment. Order Bookings in both consumer products and energy decreased from the prior period primarily due to timing of customer orders, while Order Bookings in food & beverage increased compared to the prior-year period primarily due to timing of customer orders in addition to the positive impact of foreign exchange translation. Order Bookings in transportation decreased, as expected, based on end-market capacity requirements, particularly in EV.

[1] Order Backlog is a supplementary financial measures — see "Non-IFRS and Other Financial Measures."

[2] Non-cash working capital as a percentage of revenues, net debt to pro forma adjusted EBITDA and adjusted earnings from operations margin are non-IFRS ratios — see "Non-IFRS and Other Financial Measures."

[3] Adjusted earnings from operations is a non-IFRS financial measure — see "Non-IFRS and Other Financial Measures."

Fiscal 2026 Order Bookings were $2,952 million, a 10.7% decrease compared to last year, reflecting a decline in organic Order Bookings of 14.4%, partially offset by 1.2% growth from acquired companies and a 2.5% increase due to foreign exchange translation, primarily reflecting the strengthening of the Euro relative to the Canadian dollar. Order Bookings from acquired companies totalled $39.8 million. By market, Order Bookings in life sciences decreased primarily due to the inclusion of several large enterprise Order Bookings last year. Order Bookings in consumer products increased primarily due to large customer project awards, including awards for warehouse packaging automation. Bookings in food & beverage increased primarily due to contributions of acquired companies of $13.6 million and the positive impact of foreign exchange translation, partially offset by timing of customer capital spending decisions in Europe for tomato processing. Order Bookings in energy increased primarily reflecting nuclear-related programs, including reactor refurbishment and fuel fabrication. Order Bookings in transportation decreased, as expected, based on end-market capacity requirements, particularly in EV.

Trailing twelve month book-to-bill ratio at March 31, 2026 was 0.99:1 reflecting the Company's execution against a strong backlog built over the prior fiscal year, as previously secured orders converted into revenues.

ORDER BACKLOG CONTINUITY

(In millions of dollars)

	Q4 2026	Q4 2025	**Fiscal 2026**	Fiscal 2025
Opening Order Backlog	**$ 2,053**	$ 2,060	**$ 2,139**	$ 1,793
Adjusted Revenues[1]	**(744)**	(721)	**(2,970)**	(2,680)
Order Bookings	**704**	863	**2,952**	3,305
Order Backlog adjustments[2]	**(55)**	(63)	**(163)**	(279)
Total	**$ 1,958**	$ 2,139	**$ 1,958**	$ 2,139

[1] Non-IFRS financial measure — see "Non-IFRS and Other Financial Measures."

[2] Order Backlog adjustments include incremental Order Backlog of acquired companies ($12 million acquired with Paxiom Group ("Paxiom") in the twelve months ended March 31, 2025), foreign exchange adjustments, and normal course scope changes and cancellations and the removal of Order Backlog related to the Company's disagreement with one of its EV customers in fiscal 2025.

OUTLOOK

Order Backlog by Market

(In millions of dollars)

As at	**March 31, 2026**	March 31, 2025
Life Sciences	**$ 1,077**	$ 1,199
Consumer Products	**278**	282
Food & Beverage	**214**	258
Energy	**260**	186
Transportation	**129**	214
Total	**$ 1,958**	$ 2,139

At March 31, 2026, Order Backlog was $1,958 million, 8.5% lower than at March 31, 2025.

The life sciences funnel remains strong and diversified, with opportunities in strategic submarkets such as pharmaceuticals, radiopharmaceuticals, and medical devices. Management continues to identify opportunities with both new and existing customers, including those who produce diagnostic and therapeutic radiopharmaceuticals, auto-injectors, wearable devices, automated pharmacy solutions, contact lenses and pre-filled syringes, as well as opportunities to provide life science solutions that

leverage integrated capabilities from across ATS. ATS serves customers in laboratory research where government funding in the U.S. has been and continues to be constrained. However, management has not seen a material impact on its overall life sciences funnel activity. ATS is also advancing a coordinated go-to-market reorganization across its lab equipment businesses, with early pipeline activity building. Funnel activity in consumer products is stable, although discretionary spending by consumers, influenced by factors such as inflationary pressures, may impact timing of some customer investments in the Company's solutions. Funnel activity in food & beverage remains strong. The Company continues to benefit from strong brand recognition within global tomato processing, as well as other soft fruit and vegetable processing industries. There is continued demand for automated solutions within the food & beverage market more broadly, in areas such as secondary processing and packaging. Funnel activity in energy remains strong and includes longer-term opportunities in the nuclear industry. The Company is focused on clean energy applications including solutions for the refurbishment of nuclear power plants, early participation in the new reactor build market, including small modular reactors, and grid battery storage. In transportation, the funnel consists of opportunities reflective of current end-market capacity needs and ATS' specialized capabilities, which can support customers as opportunities arise, including automation solutions that support the assembly and testing of automotive components and systems, primarily for EV. The capabilities of the ATS businesses historically focused on transportation are expected to continue to build their unique capabilities and technologies for use in other industrial applications.

Customers seeking to de-risk or enhance supply chain resiliency, address skilled worker shortages or combat higher labour costs present ongoing and future opportunities for ATS. Management believes that the underlying trends driving customer demand for ATS solutions, including growing labour constraints, production onshoring or reshoring and the need for scalable, high-quality, energy-efficient production, remain favourable. In addition, funnel growth in markets where sustainability requirements are a focus for customers — including nuclear and grid battery storage, as well as consumer goods packaging — provides ATS with opportunities to use its capabilities to respond to customer needs, such as global and regional requirements to reduce carbon emissions.

Order Backlog of $1,958 million is expected to help mitigate some of the impact of quarterly variability in Order Bookings on revenues in the short term. The Company's Order Backlog includes several large enterprise programs that have longer periods of performance and therefore longer revenue recognition cycles, particularly in life sciences. In the first quarter of fiscal 2027, management expects to generate revenues in the range of $700 million to $740 million. This estimate is calculated each quarter based on management's assessment of project schedules across all customer contracts in Order Backlog, expectations for faster-turn product and services revenues, expected delivery timing of third-party equipment and operational capacity. For fiscal 2027, the Company expects modest revenue growth, reflecting continued demand across its diversified global end markets, while the ongoing reorganization of its transportation-related operations is expected to remove dilutive revenues of approximately $50 million. Additionally, Life Sciences enters fiscal 2027 with a more normalized backlog, having worked through the strong bookings from fiscal 2025. Neither factor reflects a change in the underlying demand environment or the Company's expectations to outperform growth in its chosen markets over time. Over the long term, the Company's objective is to grow revenues at a rate that exceeds the underlying growth of its chosen end markets, supported by its global scale, technology differentiation, and disciplined execution of the ABM.

Adjusted earnings from operations margin is expected to improve by approximately 50 to 75 basis points in fiscal 2027. This improvement is expected to be achieved through a combination of lower costs achieved from the transportation reorganization (see "Reorganization Activity"), disciplined execution of the ABM across the portfolio, targeted commercial practices, and an improved after-market mix supported by the integration of services directly into the Company's operating units. A

portion of the savings from the reorganization will be reinvested in higher-growth areas, including the Company's nuclear business, where management sees meaningful long-term opportunity. Margin improvement will not be linear across quarters and should be considered on a full-year basis. The Company's long-term adjusted earnings from operations margin target of 15% remains unchanged. As progress is made toward this target, the Company may update its long-term margin objectives. Adjusted earnings from operations margin is a non-IFRS ratio — see "Non-IFRS and Other Financial Measures."

Supplier lead times are generally acceptable across key categories; however, inflationary or other cost increases (see "Tariffs"), and price and lead-time volatility may continue to disrupt the timing and progress of the Company's margin expansion efforts and may affect revenue recognition. Over time, achieving management's margin target assumes that the Company will successfully implement its margin expansion initiatives, and that such initiatives will result in improvements to its adjusted earnings from operations margin that offset these shorter-term pressures (see "Forward-Looking Statements" for a description of the risks underlying the achievement of the margin target in future periods).

The timing and geographies of customer capital expenditure decisions on larger opportunities, including as a result of their evaluations of tariffs, can cause variability in Order Bookings from quarter to quarter (see "Tariffs"). Revenues in a given period are dependent on a combination of the volume of outstanding projects the Company is contracted to perform, the size and duration of those projects, and the timing of project activities including design, assembly, testing, and installation. Given the specialized nature of the Company's offerings, the size and scope of projects vary based on customer needs. The Company seeks to achieve revenue growth organically and by identifying strategic acquisition opportunities that provide access to attractive end markets and new products and technologies and deliver hurdle-rate returns. After-sales revenues and reoccurring revenues, which ATS defines as revenues from ancillary products and services associated with equipment sales, and revenues from customers who purchase non-customized ATS products at regular intervals, are expected to provide some balance to customers' capital expenditure cycles. ATS expects reoccurring revenues to be in the range of 25%-35% on a trailing twelve month basis.

The Company maintains a sustained focus on non-cash working capital. Over the long term, the Company expects to continue investing in non-cash working capital to support growth, with some fluctuations expected on a quarter-over-quarter basis. The Company's long-term goal is to maintain its investment in non-cash working capital as a percentage of annualized revenues below 15%. The Company expects that continued cash flows from operations, together with cash and cash equivalents on hand and credit available under operating and long-term credit facilities will be sufficient to fund its requirements for investments in non-cash working capital and capital assets, and to fund strategic investment plans including some potential acquisitions. Acquisitions could result in additional debt or equity financing requirements for the Company. Non-cash working capital as a percentage of revenues is a non-IFRS ratio — see "Non-IFRS and Other Financial Measures."

The Company continues to make progress with its plans to integrate acquired companies, and expects to realize cost and revenue synergies consistent with announced integration plans.

Reorganization Activity
The Company periodically undertakes reviews of its operations to ensure alignment with strategic market opportunities and other operational efficiency opportunities.

Restructuring costs
The Company previously disclosed expected restructuring costs of approximately $20 million in the third and fourth quarters of fiscal 2026. In the fourth quarter of fiscal 2026, restructuring expenses of $15.2 million were recorded in relation to these activities, bringing the total cost for the year ended March 31, 2026, to $23.1 million. This includes costs from the Company's previously announced fiscal 2025 restructuring program, as well as the fiscal 2026 initiative. Combined, this is consistent with the Company's previously disclosed expectations.

In the first quarter of fiscal 2027, the Company expects restructuring costs of approximately $5 million related to transportation-related divisions and approximately $5 million to $10 million related to other parts of the business, as warranted. As part of transportation-related restructuring, three smaller facilities in the U.S. will be closed. The Company will continue to evaluate its cost structure throughout fiscal 2027 as event-driven opportunities are identified across the portfolio, with a specific focus on margin expansion.

Other reorganization activities
During the fourth quarter of fiscal 2026, after a thorough review, the Company identified additional opportunities to continue the realignment of the cost structure and capital needs of its transportation-related businesses, including consolidation of remaining transportation-focused standalone divisions, and addressing excess facility capacity. Two facilities in the U.S. and one facility in Germany are being held for sale, with one of the facilities in the U.S. to be structured as a sale and leaseback transaction. The proceeds from the sale of these facilities, expected in fiscal 2027, are expected to fund the restructuring activities and other related costs associated with exiting these businesses and concluding the Company's obligations with respect to legacy customer contracts.

As part of these actions, the Company is repositioning its transportation-related activities by applying engineering and automation capabilities, including areas such as laser welding, machine vision and high-precision testing, into other applications where the Company's capability and customer's needs align. As these businesses are repositioned and given they represent a smaller portion of the business overall, the Company expects that, in the coming quarters, transportation will no longer be reported as a separate market vertical.

Included in the fourth quarter of fiscal 2026 net loss is $28.3 million relating to costs directly associated with the transportation reorganization activities noted above, including aged inventory adjustments, and impairment charges and costs associated with completing existing legacy customer contracts. In addition, included in net loss is $9.8 million of costs associated with the Company's previously announced initiative to embed its growing services business within its operating units. These amounts represent $7.2 million of amortization costs associated with redundant assets as well as additional costs to complete remaining legacy (primarily transportation related) customer contracts. The reorganization costs are included as non-IFRS adjusting items in adjusted net income – see "Reconciliation of Non-IFRS Measures to IFRS Measures."

The restructuring and reorganization activity is expected to support the Company's margin expansion initiatives throughout fiscal 2027.

Tariffs

The majority of the Company's shipments from Canada into the U.S. fall within the current terms of the US-Mexico-Canada trade agreement ("USMCA"). However, the U.S. has imposed tariffs on certain goods from various jurisdictions globally, including Canada and Europe; and further tariffs and trade agreements continue to be discussed. Management continues to actively monitor the situation as it evolves and is taking steps to mitigate risks where possible while continuing to offer support to customers based on their needs, which may include onshoring or reshoring production. Supply chain impacts resulting from shifting trade dynamics have been largely mitigated through alternative sourcing, along with pricing strategies. While the Company could see impacts over time arising from unmitigated costs related to the tariffs themselves, potential supplier price increases, and the timing and geographic shifts in customers' capital deployment, ATS' global footprint and decentralized operating model, supported by the ABM, provide some flexibility to address potential disruptions over the long term. As with prior tariffs, the potential impact, if any, of the revised Section 232 tariffs is dependent on specific customer programs and the nature of the Company's work and, at this time the Company does not expect these tariffs to have a material impact. On a trailing twelve month basis, the Company's equipment and product adjusted revenues from its Canadian and European operations being sold into the U.S. remained consistent with the range previously disclosed, and was just over 20% of the Company's total adjusted revenues for the year ended March 31, 2026. Adjusted revenues is a non-IFRS financial measure — see "Non-IFRS and Other Financial Measures."

DETAILED ANALYSIS

CONSOLIDATED RESULTS

(In millions of dollars, except per share data)

	Q4 2026	Q4 2025	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenues	**$ 747.1**	$ 574.2	**$ 2,972.9**	$ 2,533.3	$ 3,032.9
Cost of revenues	**558.8**	512.4	**2,122.0**	1,886.6	2,177.4
Selling, general and administrative	**162.5**	174.2	**620.3**	604.2	503.5
Restructuring costs	**15.2**	3.5	**23.1**	24.0	22.8
Stock-based compensation	**2.5**	(2.3)	**8.7**	9.2	13.8
Earnings (loss) from operations	**$ 8.1**	$ (113.6)	**$ 198.8**	$ 9.3	$ 315.4
Net finance costs	**$ 25.5**	$ 26.7	**$ 99.6**	$ 92.2	$ 68.7
Income tax expense (recovery)	**(1.2)**	(71.4)	**27.5**	(54.9)	52.5
Net income (loss)	**$ (16.2)**	$ (68.9)	**$ 71.7**	$ (28.0)	$ 194.2
Basic earnings (loss) per share	**$ (0.16)**	$ (0.70)	**$ 0.73**	$ (0.29)	$ 1.98
Total assets			**$ 4,340.0**	$ 4,621.9	$ 4,088.8
Total cash and short-term investments			**$ 285.0**	$ 225.9	$ 170.2
Total debt			**$ 1,436.2**	$ 1,700.3	$ 1,287.4
Other non-current liabilities			**$ 128.5**	$ 146.9	$ 120.0

Non-IFRS Financial Measures[1]	Q4 2026	Q4 2025	Fiscal 2026	Fiscal 2025
Adjusted revenues[2]	**$ 744.3**	$ 721.1	**$ 2,970.1**	$ 2,680.2
Adjusted earnings from operations	**$ 76.8**	$ 74.3	**$ 314.4**	$ 282.6
EBITDA	**$ 54.9**	$ (75.6)	**$ 362.7**	$ 162.0
Adjusted EBITDA	**$ 102.5**	$ 97.1	**$ 413.0**	$ 368.9
Adjusted basic earnings per share	**$ 0.36**	$ 0.41	**$ 1.69**	$ 1.47

[1] Non-IFRS financial measures — see "Non-IFRS and Other Financial Measures."

[2] The transportation reorganization included an increase to revenue and an increase to cost of revenue which was recorded to reflect additional billings and costs to complete legacy customer programs — see "Reorganization Activity."

Consolidated Adjusted Revenues

(In millions of dollars)

Adjusted Revenues by type	**Q4 2026**	Q4 2025	**Fiscal 2026**	Fiscal 2025
Revenues from construction contracts	**$ 388.2**	$ 402.0	**$ 1,599.2**	$ 1,458.0
Services rendered	**186.7**	159.3	**723.9**	651.2
Sale of goods	**169.4**	159.8	**647.0**	571.0
Total adjusted revenues[1]	**$ 744.3**	$ 721.1	**$ 2,970.1**	$ 2,680.2

Adjusted Revenues by market	**Q4 2026**	Q4 2025	**Fiscal 2026**	Fiscal 2025
Life Sciences	**$ 378.0**	$ 416.9	**$ 1,522.0**	$ 1,471.8
Consumer Products	**161.1**	89.2	**553.0**	335.7
Food & Beverage	**110.7**	112.9	**498.8**	416.9
Energy	**67.9**	33.7	**226.6**	124.0
Transportation	**26.6**	68.4	**169.7**	331.8
Total adjusted revenues[1]	**$ 744.3**	$ 721.1	**$ 2,970.1**	$ 2,680.2

Adjusted revenues by customer location	**Q4 2026**	Q4 2025	**Fiscal 2026**	Fiscal 2025
North America	**$ 404.6**	$ 379.0	**$ 1,558.6**	$ 1,432.0
Europe	**247.2**	252.5	**1,020.5**	938.6
Asia/Other	**92.5**	89.6	**391.0**	309.6
Total adjusted revenues[1]	**$ 744.3**	$ 721.1	**$ 2,970.1**	$ 2,680.2

Additional adjusted revenue disaggregation[2]	**Q4 2026**	Q4 2025	**Fiscal 2026**	Fiscal 2025
Custom integration and automation systems	**$ 241.7**	$ 269.4	**$ 1,033.7**	$ 978.0
Products and equipment	**240.8**	229.7	**927.1**	812.8
Services including spare parts	**261.8**	222.0	**1,009.3**	889.4
Total adjusted revenues[1]	**$ 744.3**	$ 721.1	**$ 2,970.1**	$ 2,680.2

[1] Unless otherwise noted, all below commentary is on adjusted revenues.
[2] Supplementary financial measure — see "Non-IFRS and Other Financial Measures."

Fourth Quarter

Fourth quarter fiscal 2026 revenues were 30.1% or $172.9 million higher than in the corresponding period a year ago, primarily reflecting a year-over-year increase in organic revenue (excluding contributions from acquired companies and foreign exchange translation) of $10.8 million or 1.5%, in addition to the $146.9 million impact from the one-time settlement with an EV customer in the prior year. On an adjusted basis, revenues were 3.2% or $23.2 million higher than in the corresponding period a year ago. Revenues generated from construction contracts decreased 3.4% or $13.8 million from the prior period primarily due to lower Order Backlog entering the period and was partially offset by the positive impact of foreign exchange translation. Revenues from services increased 17.2% or $27.4 million, primarily due to organic revenue growth on higher Order Backlog entering the period and the positive impact of foreign exchange translation. Revenues from the sale of goods increased 6.0% or $9.6 million primarily due to organic revenue growth on higher Order Backlog entering the period.

By market, revenues generated in life sciences decreased $38.9 million or 9.3% year over year. This was primarily due to a decrease in organic revenue growth on lower Order Backlog entering the quarter as the prior year included several large enterprise Order Bookings in life sciences. Revenues generated in consumer products increased $71.9 million or 80.6% year over year primarily due to organic revenue

growth, including contributions from warehouse packaging automation projects. Revenues generated in food & beverage decreased $2.2 million or 1.9% from the corresponding period last year due to timing of customer projects. Revenues in energy increased $34.2 million or 101.5% year over year due to organic revenue growth on higher Backlog Order entering the quarter, including execution of nuclear projects. Revenues in transportation decreased $41.8 million or 61.1% year over year due to lower Order Backlog entering the quarter, as expected.

Full Year

Revenues for the year ended March 31, 2026 were 17.4% or $439.6 million higher than in the prior year and included $43.2 million of revenues earned by acquired companies Heidolph Instruments GmbH & Co. KG and Hans Heidolph GmbH ("Heidolph") and Paxiom, alongside a 3.2% positive impact of foreign exchange translation. The prior year included a $146.9 million impact from one-time settlement from an EV customer. On an adjusted basis, revenues were 10.8% or 289.9 million higher than the prior year. Revenues generated from construction contracts increased 9.7% or $141.2 million due to organic growth on higher Order Backlog entering the year, in addition to the positive impact of foreign exchange translation and $13.5 million of contributions from acquired companies. Revenues from services increased 11.2% or $72.7 million due to organic revenue growth on higher Order Backlog entering the fiscal year, including contributions from warehouse packaging automation projects, in addition to the positive impact of foreign exchange translation. Revenues from the sale of goods increased 13.3% or $76.0 million compared to the prior period primarily due to organic revenue growth on higher Order Backlog entering the fiscal year, in addition to revenues earned by acquired companies of $26.9 million, mainly from Heidolph, and the positive impact of foreign exchange translation.

By market, revenues in fiscal 2026 from life sciences increased $50.2 million or 3.4% over the prior period on organic revenue growth resulting from higher Order Backlog entering the fiscal year, the positive impact of foreign exchange translation and $26.0 million of revenues earned by acquired companies. Revenues generated in consumer products increased $217.3 million or 64.7%, primarily due to organic revenue growth on higher Order Backlog entering the fiscal year, in addition to increased Order Bookings during the fiscal year and the positive impact of foreign exchange translation. Revenues generated in food & beverage increased $81.9 million or 19.6% from the prior period due to organic revenue growth on higher Order Backlog entering the fiscal year, in addition to the positive impact of foreign exchange translation and contributions from the acquisition of Paxiom. Revenues in energy increased $102.6 million or 82.7% over the prior period due to organic revenue growth on higher Order Backlog entering the fiscal year and increased Order Bookings during the fiscal year, including execution of nuclear projects. Revenues in transportation decreased $162.1 million or 48.9% from the prior period, as expected, primarily due to lower Order Backlog entering the period, as the prior year included several large EV Order Bookings.

Cost of revenues. At $558.8 million, fourth quarter of fiscal 2026 cost of revenues increased by $46.4 million, or 9.1% compared to the corresponding period a year ago, primarily due to higher revenues. Fourth quarter fiscal 2026 gross margin was 25.2% (or 29.4% of adjusted revenues and excluding cost of revenues from the transportation reorganization of $28.6 million and cost of revenues impact of the services reorganization of $4.6 million), compared to 10.8% (or 29.0% adjusted revenues and excluding acquisition-related inventory fair value charges of $0.6 million) in the corresponding period a year ago. The year-over-year increase in gross margin on adjusted revenues excluding adjusting items was 36 basis points, primarily due to program mix.

Fiscal 2026 gross margin was 28.6% (or 29.7% of adjusted revenues and excluding cost of revenues of $28.6 million from the transportation reorganization and cost of revenues of $4.6 million from the services reorganization), compared to 25.5% (or 29.8% of adjusted revenues excluding acquisition-related inventory fair value charges of $4.4 million) in the corresponding period a year ago. The year-to-

date gross margin on adjusted revenues excluding adjusting items decreased primarily on account of program mix, and is reflective of the gross margin profiles of projects being executed across the Company's market verticals during the year.

Selling, general and administrative expenses. SG&A expenses for the fourth quarter of fiscal 2026 were $162.5 million and included $13.9 million of costs related to the amortization of identifiable intangible assets on business acquisitions, $0.1 million of incremental costs related to the Company's acquisition activity, $5.2 million related to the services reorganization, $2.5 million from the SG&A impact of the transportation reorganization, and $1.3 million of CEO inducement costs. Excluding these items, SG&A expenses were $139.5 million in the fourth quarter of fiscal 2026. Comparably, SG&A expenses for the fourth quarter of fiscal 2025 were $133.9 million, which excluded $15.2 million of costs related to the amortization of identifiable intangible assets on business acquisitions, $0.9 million of incremental costs related to the Company's acquisition activity and the $24.2 million impact of a one-time settlement with an EV customer. Higher SG&A expenses in the fourth quarter of fiscal 2026 primarily reflected increased professional fees and the impact of foreign exchange. The CEO inducement costs are recognized over the term of the award, which will be paid April 1, 2027.

Fiscal 2026 SG&A expenses were $620.3 million, which included $58.1 million of costs related to the amortization of identifiable intangible assets on business acquisitions, $0.8 million of incremental costs related to the Company's acquisition activity, $5.2 million from the SG&A impact of the services reorganization, $2.5 million SG&A impact of the transportation reorganization, and $1.3 million of CEO inducement costs. Excluding these costs, SG&A expenses were $552.4 million. Comparably, SG&A expenses for the year ended March 31, 2025 were $500.9 million, which excluded $66.4 million of expenses related to the amortization of identifiable intangible assets on business acquisitions, $4.0 million of incremental costs related to the Company's acquisition activity and $8.7 million of one-time settlement costs related to a cancelled customer project, and the $24.2 million impact of one-time settlement with an EV customer. Excluding these costs, higher SG&A expenses for the year ended March 31, 2026 primarily reflected incremental SG&A expenses from acquired companies of $13.6 million, in addition to the impact of foreign exchange translation and to a lesser extent, increased employee costs and professional fees.

Restructuring costs. Restructuring costs for the three months and year ended March 31, 2026 were $15.2 million and $23.1 million, respectively, compared to $3.5 million and $24 million in the corresponding periods a year ago. For further information on the restructuring costs, refer to "Reorganization Activity" on page 13.

Stock-based compensation. Stock-based compensation expense was $2.5 million in the fourth quarter of fiscal 2026 and included $0.1 million of revaluation expenses from deferred share units ("DSUs") and restricted share units ("RSUs"), resulting from the change in the market price of the Company's common shares between periods ("stock-based compensation revaluation expenses"). Comparably, stock-based compensation expense was a recovery of $2.3 million in the corresponding period a year ago, which included a $3.4 million recovery of stock-based compensation revaluation expenses. Management expects stock-based compensation expense, excluding stock-based compensation revaluation expenses, to normalize to approximately $20.0 million in fiscal 2027, with typical variability.

Fiscal 2026 stock-based compensation expense was $8.7 million, which included $1.5 million of stock-based compensation revaluation expenses in addition to a $7.3 million reversal of previously recorded stock-based compensation expense due to the departure of the Company's former CEO. This is compared to a stock-based compensation expense of $9.2 million a year earlier, which included a $5.3 million recovery of stock-based compensation revaluation expenses.

Earnings (loss) and adjusted earnings from operations

(in millions of dollars)

	Q4 2026	Q4 2025	Fiscal 2026	Fiscal 2025
Earnings (loss) from operations	**$ 8.1**	$ (113.6)	**$ 198.8**	$ 9.3
Amortization of acquisition-related intangible assets	**13.9**	15.2	**58.1**	66.4
Acquisition-related transaction costs	**0.1**	0.9	**0.8**	4.0
Acquisition-related inventory fair value charges	**—**	0.6	**—**	4.4
Restructuring charges	**15.2**	3.5	**23.1**	24.0
Cancelled contract costs	**—**	—	**—**	8.7
EV customer settlement	**—**	171.1	**—**	171.1
Stock-based compensation forfeiture[2]	**—**	—	**(7.3)**	—
Transportation reorganization[3]	**28.3**	—	**28.3**	—
Services reorganization[4]	**9.8**	—	**9.8**	—
CEO inducement	**1.3**	—	**1.3**	—
Mark to market portion of stock-based compensation	**0.1**	(3.4)	**1.5**	(5.3)
Adjusted earnings from operations[1]	**$ 76.8**	$ 74.3	**$ 314.4**	$ 282.6

[1] Non-IFRS financial measure — see "Non-IFRS and Other Financial Measures."
[2] Reversal of previously recorded stock-based compensation expense due to departure of the Company's former CEO within the fiscal year.
[3] Included in the transportation reorganization costs is an increase of $2.8 million to revenue, $28.6 million increase of cost of revenues, and $2.5 million increase to SG&A.
[4] Included in the services reorganization is a $2.6 million impact to cost of revenues, $2.0 million of amortization charges recorded to cost of revenues, and $5.2 million of amortization recorded to SG&A.

Fourth Quarter

Fourth quarter fiscal 2026 earnings from operations were $8.1 million (1.1% operating margin) compared to a loss of $113.6 million ((15.8)% operating margin) in the fourth quarter a year ago. Operating margin is a supplementary financial measure — see "Non-IFRS and Other Financial Measures." Fourth quarter fiscal 2026 earnings from operations included $13.9 million related to amortization of acquisition-related intangible assets, $0.1 million of incremental costs for the Company's acquisition activity, $15.2 million of restructuring charges, $28.3 million related to the impact of the transportation reorganization, $9.8 million related to the impact of the services reorganization, $1.3 million related to the fourth quarter of fiscal 2026 CEO inducement costs, and $0.1 million of stock-based compensation revaluation expense. Fourth quarter fiscal 2025 loss from operations included $15.2 million of amortization of acquisition-related intangible assets, $0.9 million of incremental costs for acquisition activity, $0.6 million of acquisition-related fair value adjustments to acquired inventories, $3.5 million of restructuring charges, a $171.1 million impact of the one-time settlement with an EV customer, and a $3.4 million recovery of stock-based compensation revaluation expense.

Excluding these items in both quarters, adjusted earnings from operations were $76.8 million (10.3% adjusted earnings from operations margin), compared to $74.3 million (10.3% adjusted earnings from operations margin) a year ago. Fourth quarter of fiscal 2026 adjusted earnings from operations primarily reflected higher adjusted revenues, partially offset by increased SG&A costs.

Full Year

For the year ended March 31, 2026, earnings from operations were $198.8 million (6.7% operating margin), compared to $9.3 million (0.3% operating margin) a year ago. Earnings from operations included $58.1 million related to amortization of acquisition-related intangible assets, $0.8 million of incremental costs related to the Company's acquisition activity, $23.1 million of restructuring charges, $7.3 million of stock-based compensation recovery due to forfeiture of unvested awards, $28.3 million related to the impact of the transportation reorganization, $9.8 million related to the impact of the services reorganization, $1.3 million related to the fiscal 2026 portion of CEO inducement costs, and

$1.5 million of stock-based compensation revaluation expenses of cash-settled awards recorded to stock-based compensation. For the year ended March 31, 2025, earnings from operations included $66.4 million related to amortization of acquisition-related intangible assets, $4.0 million of incremental costs related to the Company's acquisition activity, $4.4 million of acquisition-related fair value adjustments to acquired inventories recorded in cost of revenues, $24.0 million of restructuring charges, $8.7 million of one-time settlement costs related to a cancelled customer project recorded, $171.1 million of the impact of the one-time settlement with an EV customer, and a $5.3 million recovery of stock-based compensation revaluation expenses.

Excluding these items in both years, adjusted earnings from operations were $314.4 million (10.6% margin), compared to $282.6 million (10.5% margin) in the corresponding period a year ago. Increased adjusted earnings from operations primarily reflected higher adjusted revenues. Adjusted earnings from operations is a non-IFRS financial measure — see "Non-IFRS and Other Financial Measures" and "Reconciliation of Non-IFRS Measures to IFRS Measures."

Net finance costs. Net finance costs were $25.5 million in the fourth quarter of fiscal 2026, compared to $26.7 million a year ago. Fiscal 2026 finance costs were $99.6 million compared to $92.2 million a year ago. Fiscal 2026 full year increase was primarily due to the issuance of Canadian senior unsecured notes (the "CAD Senior Notes") which were outstanding for only a portion of the prior-year period.

Income tax expense (recovery). For the three and twelve months ended March 31, 2026, the Company's effective income tax rates of 6.9% and 27.7%, respectively, differed from the combined Canadian basic federal and provincial income tax rate of 26.5% primarily due permanent differences in certain jurisdictions and the tax impact on deferred tax assets relating to a change in corporate tax rates for the jurisdictions in which the deferred tax assets are held. These impacts are partially offset by the tax benefits recognized in certain countries that have lower tax rates and the tax benefits from tax efficient financing structures.

After adjusting the income tax expense (recovery) for the current year impact of the German tax rate change and for the impact of current year non-IFRS adjustments, the adjusted effective tax rates for the three and twelve months ended March 31, 2026 are 31.0% and 23.0%, respectively, compared to 16.0% and 24.2%, respectively, for the periods ending March 31, 2025. Adjusted effective tax rate is a non-IFRS ratio — see "Non-IFRS and Other Financial Measures" and "Reconciliation of Non-IFRS Measures to IFRS Measures."

Net income (loss). Net loss for the fourth quarter of fiscal 2026 was $16.2 million ((16) cents per share basic), compared to net loss of $68.9 million ((70) cent per share basic) for the fourth quarter of fiscal 2025. The improvement primarily reflected higher revenues, partially offset by increased SG&A. Adjusted basic earnings per share were 36 cents compared to 41 cents in the fourth quarter of fiscal 2025.

For the year ended March 31, 2026, net income was $71.7 million (73 cents per share basic), an increase of $99.7 million (and $1.02 per share basic) compared to a year ago. This was primarily the result of higher revenues. Adjusted basic earnings per share were $1.69 for the year ended March 31, 2026 compared to $1.47 in the corresponding period a year ago. Adjusted basic earnings per share is a non-IFRS financial measure — see "Non-IFRS and Other Financial Measures" and "Reconciliation of Non-IFRS Measures to IFRS Measures."

Other Non-IFRS Measures of Performance

(In millions of dollars)

	Q4 2026	Q4 2025	Fiscal 2026	Fiscal 2025
Earnings (loss) from operations	**$ 8.1**	$ (113.6)	**$ 198.8**	$ 9.3
Depreciation and amortization	**46.8**	38.0	**163.9**	152.7
EBITDA[1]	**$ 54.9**	$ (75.6)	**$ 362.7**	$ 162.0
Restructuring charges	**15.2**	3.5	**23.1**	24.0
Acquisition-related transaction costs	**0.1**	0.9	**0.8**	4.0
Acquisition-related inventory fair value charges	**—**	0.6	**—**	4.4
Cancelled contract costs	**—**	—	**—**	8.7
EV customer settlement	**—**	171.1	**—**	171.1
Stock-based compensation forfeiture[2]	**—**	—	**(7.3)**	—
Transportation reorganization	**28.3**	—	**28.3**	—
Services reorganization[3]	**2.6**	—	**2.6**	—
CEO inducement	**1.3**	—	**1.3**	—
Mark to market portion of stock-based compensation	**0.1**	(3.4)	**1.5**	(5.3)
Adjusted EBITDA[1]	**$ 102.5**	$ 97.1	**$ 413.0**	$ 368.9

[1] Non-IFRS financial measure — See "Non-IFRS and Other Financial Measures."
[2] Reversal of previously recorded stock-based compensation expense due to departure of the Company's former CEO within the fiscal year.
[3] Services reorganization costs incurred in the quarter include $7.2 million of amortization costs arising from a change in useful lives of certain assets. These amounts are excluded from the reconciling adjustment as they are already excluded in the calculation of EBITDA.

Fourth Quarter

Depreciation and amortization expense was $46.8 million in the fourth quarter of fiscal 2026, compared to $38.0 million a year ago. This increase was primarily due to the services reorganization — see "Reorganization Activity."

EBITDA was $54.9 million (7.4% EBITDA margin) in the fourth quarter of fiscal 2026 compared to $(75.6) million ((10.5)% EBITDA margin) in the fourth quarter of fiscal 2025. EBITDA for the fourth quarter of fiscal 2026 included $15.2 million of restructuring charges, $0.1 million of incremental costs related to acquisition activity, $28.3 million related to the impact of the transportation reorganization, $2.6 million related to the impact of the services reorganization, $1.3 million related to the fourth quarter of fiscal 2026 CEO inducement costs and $0.1 million of stock-based compensation revaluation expense of cash-settled awards. EBITDA for the corresponding period in the prior year included $3.5 million of restructuring charges, $0.9 million of incremental costs related to acquisition activity, $0.6 million of acquisition-related fair value adjustments to acquired inventories, $171.1 million of impact from the one-time settlement with an EV customer, and $3.4 million of recoveries of stock-based compensation revaluation expenses. Excluding these amounts, adjusted EBITDA was $102.5 million (13.8% adjusted EBITDA margin), compared to $97.1 million (13.5% adjusted EBITDA margin) for the corresponding period in the prior year. Higher adjusted EBITDA primarily reflected increased adjusted revenues, partially offset by increased SG&A.

Full Year

Depreciation and amortization expense was $163.9 million for fiscal 2026, compared to $152.7 million a year ago. This increase was primarily due to incremental amortization on recent capital asset additions and the impact of the services reorganization — see "Reorganization Activity".

EBITDA was $362.7 million (12.2% EBITDA margin) in fiscal 2026 compared to $162.0 million (6.0% EBITDA margin) a year ago. EBITDA for fiscal 2026 included $23.1 million of restructuring charges, $0.8 million of incremental costs related to the Company's acquisition activity, $(7.3) million stock-based compensation recovery associated with forfeiture of the former CEO's unvested awards, $28.3 million

related to the impact of the transportation reorganization, $2.6 million related to the impact of the services reorganization, $1.3 million related to the fiscal 2026 portion of the CEO inducement, and $1.5 million of stock-based compensation revaluation expenses of cash-settled awards. EBITDA a year ago included $24.0 million of restructuring charges, $4.0 million of incremental costs related to the Company's acquisition activity, $4.4 million of acquisition-related fair value adjustments to acquired inventories, $8.7 million of one-time settlement costs for a cancelled customer project, $171.1 million of impact from the one-time settlement with an EV customer, and a $5.3 million recovery of stock-based compensation revaluation expenses. Excluding these amounts in both periods, adjusted EBITDA was $413.0 million (13.9% adjusted EBITDA margin), compared to $368.9 million (13.8% adjusted EBITDA margin) a year ago. Higher adjusted EBITDA reflected higher revenues, partially offset by increased SG&A expenses. EBITDA and adjusted EBITDA are non-IFRS financial measures, and EBITDA margin and adjusted EBITDA margin are non-IFRS ratios — see "Non-IFRS and Other Financial Measures" and "Reconciliation of Non-IFRS Measures to IFRS Measures."

SHARE DATA

During fiscal 2026, 472,230 stock options were exercised. At May 28, 2026, the total number of common shares outstanding was 98,116,312. There were also 1,057,494 stock options outstanding to acquire common shares of the Company and 983,137 RSUs outstanding that may be settled in ATS common shares where deemed advisable by the Company, as an alternative to cash payments. A portion of the RSUs are subject to the performance vesting conditions of the Company's RSU plan.

In fiscal 2023, a trust was created for the purpose of purchasing common shares of the Company on the stock market. The common shares are being held in trust and may be used to settle some or all of the RSU grants when such RSU grants are fully vested. During the three months ended March 31, 2026, nil common shares were purchased. During the year ended March 31, 2026, 238,621 common shares were purchased for $9.6 million. The trust is included in the Company's consolidated financial statements with the value of the acquired common shares presented as a reduction of share capital.

NORMAL COURSE ISSUER BID

On December 18, 2025, the Company announced that the TSX had accepted a notice filed by the Company of its intention to make a normal course issuer bid ("NCIB"). Under the NCIB, ATS may purchase for cancellation up to a maximum of 8,225,621 common shares during the 12-month period ending December 21, 2026.

During the three months ended March 31, 2026, the Company purchased nil common shares under the current NCIB program, and during the year ended March 31, 2026, the Company purchased nil common shares under the current NCIB program and 308,758 common shares under the previous NCIB program for $10.0 million.
Some purchases under the NCIB may be made pursuant to an automatic share purchase plan between ATS and its broker. This plan enables the purchase of common shares when ATS would not ordinarily be active in the market due to internal trading blackout periods, insider trading rules, or otherwise. ATS security holders may obtain a copy of the notice, without charge, upon request from the Secretary of the Company. The NCIB program is viewed by the Company as one component of an overall capital structure strategy and complementary to its acquisition growth plans.

INVESTMENTS, LIQUIDITY, CASH FLOW AND FINANCIAL RESOURCES

Investments

(in millions of dollars)

		Fiscal 2026		Fiscal 2025
Investments – increase (decrease)				
Non-cash operating working capital	**$**	**(246.6)**	$	8.0
Acquisition of property, plant and equipment		**33.6**		34.0
Acquisition of intangible assets		**43.1**		44.1
Proceeds from disposal of assets		**(0.7)**		(5.5)
Total cash investments	**$**	**(170.6)**	$	80.6

In fiscal 2026, the Company's investment in non-cash working capital decreased $246.6 million, compared to an increase of $8.0 million a year ago. Accounts receivable decreased 27.2%, or $195.7 million, primarily due to the collection of the settlement amount with an EV customer in the first quarter of fiscal 2026. Net contracts in progress decreased 25.4%, or $44.0 million compared to March 31, 2025, primarily due to the timing of billings on certain customer contracts. The Company actively manages its accounts receivable, contract asset and contract liability balances through billing terms on long-term contracts and collection efforts. Inventories decreased 7.8%, or $25.0 million, primarily due to timing of project completions that reduced work in progress inventories in addition to the impact of transportation reorganization activities — see "Reorganization Activity." Deposits and prepaid assets decreased 8.9%, or $9.3 million compared to March 31, 2025, primarily due to timing of deposits. Accounts payable and accrued liabilities decreased 6.4%, or $42.7 million, compared to March 31, 2025 primarily due to timing of supplier billings and payments and fair value impacts related to the Company's forward contracts. Provisions increased 7.0%, or $2.1 million compared to March 31, 2025.

Non-cash working capital as a percentage of revenue was 12.1% at March 31, 2026, compared to 22.4% at March 31, 2025. Non-cash working capital as a percentage of adjusted revenues is a non-IFRS ratio — see "Non-IFRS and Other Financial Measures."

Cash investments in property, plant and equipment totalled $33.6 million in fiscal 2026, compared to $34.0 million for fiscal 2025. Expenditures primarily related to purchases of production equipment and computer hardware. Intangible assets expenditures were $43.1 million for fiscal 2026, compared to $44.1 million for fiscal 2025, and primarily related to various internal development projects and computer software. Capital expenditures for fiscal 2027 for tangible assets and intangible assets are expected to be in the $70 million to $90 million range and reflect the Company's plan to add capacity to support growth while investing in innovation, along with ongoing business requirements. The Company will continue to build flexibility into its capacity plans through the strategic use of leased facilities and third-party services.

Proceeds from disposal of assets were $0.7 million in fiscal 2026, compared to $5.5 million in fiscal 2025. The decrease largely related to the disposal of redundant facilities in fiscal 2025.

The Company performs impairment tests on its goodwill and intangible asset balances on an annual basis or as warranted by events or circumstances. The Company conducted its annual impairment assessment in the fourth quarter and determined there was no impairment of goodwill or intangible assets (fiscal 2025 – $nil).

All the Company's investments involve risks and require judgments and estimates regarding the likelihood of recovery of the respective costs. In the event management determines that any of the

Company's investments have become permanently impaired or recovery is no longer reasonably assured, the value of the investment would be written down to its estimated net realizable value as a charge against earnings.

Liquidity, Cash Flow and Financial Resources

(In millions of dollars, except ratios)

As at	**March 31, 2026**	March 31, 2025
Cash and cash equivalents	**$ 285.0**	$ 225.9
Debt-to-equity ratio[1]	**0.89:1**	1.10:1

[1] Debt is calculated as bank indebtedness, long-term debt and lease liabilities. Equity is calculated as total equity less accumulated other comprehensive income.

	Q4 2026	Q4 2025	**Fiscal 2026**	Fiscal 2025
Cash, beginning of period	**$ 263.1**	$ 263.2	**$ 225.9**	$ 170.2
Total cash provided by (used in):				
Operating activities	**149.5**	39.3	**448.4**	25.8
Investing activities	**(24.9)**	(24.6)	**(76.0)**	(268.5)
Financing activities	**(102.4)**	(54.3)	**(313.1)**	290.3
Net foreign exchange difference	**(0.3)**	2.3	**(0.2)**	8.1
Cash, end of period	**$ 285.0**	$ 225.9	**$ 285.0**	$ 225.9

In the fourth quarter of fiscal 2026, cash flows provided by operating activities were $149.5 million compared to $39.3 million provided by operating activities in the corresponding period a year ago. The increase in cash flow from operations was primarily attributed to timing of investments in non-cash working capital.

In the year ended March 31, 2026, cash flows provided by operating activities were $448.4 million compared to $25.8 million provided by operating activities a year ago. The year-over-year change is attributed to the first quarter of fiscal 2026 collection of the settlement amount with an EV customer in addition to strong cash collections, timing of investments in non-cash working capital and higher net income.

The free cash flow of the Company for fiscal 2026 was an inflow of $371.7 million, compared to an outflow of $52.3 million a year ago, due to collections on the negotiated settlement with an EV customer in the first quarter of fiscal 2026, increased net income and reduced investment in working capital. The Company has a multi-year free cash flow target of 100% of net income — fiscal 2026 target of $71.7 million. Free cash flow is a non-IFRS financial measure — see "Non-IFRS and Other Financial Measures" and "Reconciliation of Non-IFRS Measures to IFRS Measures."

At March 31, 2026, the Company had $951.1 million of unutilized multipurpose credit, including letters of credit, available under existing credit facilities and an additional $219.2 million available under letter of credit facilities.

On December 4, 2025, the Company amended its senior secured credit facility (the "Credit Facility"), extending the maturity date to December 4, 2029. The Credit Facility consists of (i) a $900.0 million secured committed revolving line of credit and (ii) a fully drawn $150.0 million secured term credit facility. The Company incurred transaction costs of $2.5 million which were deferred and are being amortized over the term of the Credit Facility. The Credit Facility is secured by the Company's assets, including a pledge of shares of certain of the Company's subsidiaries. Certain of the Company's subsidiaries also provide guarantees under the Credit Facility. At March 31, 2026, the Company had

utilized $200.0 million under the Credit Facility, of which $200.0 million was classified as long-term debt (March 31, 2025 - $452.2 million) and $nil by way of letters of credit (March 31, 2025 - $nil). Subsequent to March 31, 2026, the Company paid $50.0 million towards the outstanding balance on the revolving line of credit.
The Credit Facility is available in Canadian dollars by way of prime rate advances, Term CORRA advances and/or Daily Compounded CORRA advances, in U.S. dollars by way of base rate advances and/or Term SOFR advances, in Euros by way of EURIBOR advances, in British pounds sterling by way of Daily Simple SONIA advances, and by way of letters of credit for certain purposes. The interest rates applicable to the Credit Facility are determined based on a net debt-to-EBITDA ratio as defined in the Credit Facility. For prime rate advances and base rate advances, the interest rate is equal to the agent's prime rate or the agent's U.S. dollar base rate in Canada, respectively, plus a margin ranging from 0.45% to 2.00%. For Term CORRA advances, Daily Compounded CORRA advances, Term SOFR advances, EURIBOR advances and Daily Simple SONIA advances, the interest rate is equal to the Term CORRA rate, the Daily Compounded CORRA rate, the Term SOFR rate, the EURIBOR rate or the Daily Simple SONIA rate, respectively, plus a margin that varies from 1.45% to 3.00%. The Company pays a fee for usage of financial letters of credit that ranges from 1.45% to 3.00%, and a fee for usage of non-financial letters of credit that ranges from 0.97% to 2.00%. The Company pays a standby fee on the unadvanced portions of the amounts available for advance or drawdown under the Credit Facility at rates ranging from 0.29% to 0.60%. The Company's Credit Facility is subject to changes in market interest rates. Changes in economic conditions outside of the Company's control could result in higher interest rates, thereby increasing its interest expense. The Company uses a variable for fixed interest rate swap to hedge a portion of its Credit Facility (see "Risk Management").

The Credit Facility is subject to financial covenants including a net debt-to-EBITDA test and an interest coverage test. Under the terms of the Credit Facility, the Company is restricted from encumbering any assets with certain permitted exceptions. At March 31, 2026, all of the covenants were met.

The Company has additional credit facilities available of $110.9 million (40.0 million Euros, U.S. $24.0 million, 110.0 million Thai Baht, 2.5 million GBP, 5.0 million CNY, $1.0 million AUD and $1.9 million CAD). The total amount outstanding on these facilities as at March 31, 2026 was $8.7 million, of which $6.7 million was classified as bank indebtedness (March 31, 2025 - $27.3 million), $1.9 million was classified as long-term debt (March 31, 2025 - $2.1 million) and $nil by way of letters of credit (March 31, 2025 - $nil). The interest rates applicable to the credit facilities range from 3.10% to 6.75% per annum, in local currency. A portion of the long-term debt is secured by certain assets of the Company.

The Company's U.S. $350.0 million aggregate principal amount of senior notes (the "U.S. Senior Notes") were issued at par, bear interest at a rate of 4.125% per annum and mature on December 15, 2028. After December 15, 2023, the Company may redeem the U.S. Senior Notes, in whole at any time or in part from time to time, at specified redemption prices and subject to certain conditions required by the U.S. Senior Notes. If the Company experiences a change of control, the Company may be required to repurchase the U.S. Senior Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount of the U.S. Senior Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date. The U.S. Senior Notes contain customary covenants that restrict, subject to certain exceptions and thresholds, some of the activities of the Company and its subsidiaries, including the Company's ability to dispose of assets, incur additional debt, pay dividends, create liens, make investments, and engage in specified transactions with affiliates. At March 31, 2026, all of the covenants were met. Subject to certain exceptions, the U.S. Senior Notes are guaranteed by each of the subsidiaries of the Company that is a borrower or has guaranteed obligations under the Credit Facility. Transaction fees of $8.1 million were deferred and are being amortized over the term of

the U.S. Senior Notes. The Company uses a cross-currency interest rate swap instrument to hedge a portion of its U.S. Senior Notes (see "Risk Management").

On August 21, 2024, the Company completed a private placement of $400.0 million aggregate principal amount of CAD Senior Notes. The CAD Senior Notes were issued at par, bear interest at a rate of 6.50% per annum and mature on August 21, 2032. On December 19, 2024, the Company completed a private placement of an additional $200.0 million of CAD Senior Notes, bringing the total amount of CAD Senior Notes issued to $600.0 million. The additional CAD Senior Notes were issued at a premium of $1.3 million which is classified as long-term debt. The Company may redeem the CAD Senior Notes, at any time after August 21, 2027, in whole or in part, at specified redemption prices and subject to certain conditions required by the CAD Senior Notes. If the Company experiences a change of control, the Company may be required to repurchase the CAD Senior Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount of the CAD Senior Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date. The CAD Senior Notes contain customary covenants that restrict, subject to certain exceptions and thresholds, some of the activities of the Company and its subsidiaries, including the Company's ability to dispose of assets, incur additional debt, pay dividends, create liens, make investments, and engage in specified transactions with affiliates. Transaction fees of $9.6 million were deferred and are being amortized over the term of the CAD Senior Notes. At March 31, 2026, all of the covenants were met. Subject to certain exceptions, the CAD Senior Notes are guaranteed by each of the subsidiaries of the Company that is a borrower or has guaranteed obligations under the Credit Facility.

Contractual Obligations

(In millions of dollars)

The Company's contractual obligations are as follows as at March 31, 2026:

	Payments Due by Period						
	Total	**<1 Year**	**1-2 Years**	**2-3 Years**	**3-4 Years**	**4-5 Years**	**>5 Years**
Bank indebtedness	$ 6.7	$ 6.7	$ —	$ —	$ —	$ —	$ —
Long-term debt obligations[1]	1,602.0	59.2	59.5	546.3	239.3	39.3	658.4
Lease liability obligations[1]	174.1	39.7	32.9	27.6	23.6	17.8	32.5
Purchase obligations	391.7	361.4	25.3	4.2	0.7	0.1	—
Accounts payable and accrued liabilities	622.4	622.4	—	—	—	—	—
Total	**$ 2,796.9**	**$ 1,089.4**	**$ 117.7**	**$ 578.1**	**$ 263.6**	**$ 57.2**	**$ 690.9**

[1] Long-term debt obligations and lease liability obligations include principal and interest.

The Company's off-balance sheet arrangements consist of purchase obligations, primarily commitments for material purchases, which have been entered into in the normal course of business.

In accordance with industry practice, the Company is liable to customers for obligations relating to contract completion and timely delivery. In the normal conduct of its operations, the Company may provide letters of credit as security for advances received from customers pending delivery and contract performance. In addition, the Company provides letters of credit for post-retirement obligations and may provide letters of credit as security on equipment under lease and on order. As at March 31, 2026, the total value of outstanding letters of credit was approximately $283.9 million (March 31, 2025 - $279.4 million).

In the normal course of operations, the Company is party to a number of lawsuits, claims and contingencies. Although it is possible that liabilities may be incurred in instances for which no accruals have been made, the Company does not believe that the ultimate outcome of these matters will have a material impact on its consolidated financial statements.

The Company is exposed to credit risk on derivative financial instruments arising from the potential for counterparties to default on their contractual obligations to the Company. The Company minimizes this risk by limiting counterparties to major financial institutions and monitoring their credit worthiness. The Company's credit exposure to forward foreign exchange contracts is the current replacement value of contracts that are in a gain position. The Company is also exposed to credit risk from its customers. Substantially all of the Company's trade accounts receivable are due from customers in a variety of industries and, as such, are subject to normal credit risks from their respective industries. The Company regularly monitors customers for changes in credit risk. The Company does not believe that any single market or geographic region represents significant credit risk. Credit risk concentration, with respect to trade receivables, is mitigated as the Company primarily serves large, multinational customers and obtains receivables insurance in certain instances.

FINANCIAL INSTRUMENTS

The Company has various financial instruments including cash and cash equivalents, trade accounts receivable, bank indebtedness, trade accounts payable and accrued liabilities and long-term debt which are used in the normal course of business to maintain operations. The Company uses derivative financial instruments to help manage and mitigate various risks that the business faces.

RISK MANAGEMENT

An interest rate risk exists with financial instruments held by the Company, which is the risk that the fair value of future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. The Company manages interest rate risk on a portfolio basis and seeks financing terms in individual arrangements that are most advantageous taking into account all relevant factors.

The Company uses a variable for fixed interest rate swap as a derivative financial instrument to hedge a portion of its interest rate risk. Effective November 21, 2023, the Company entered into a variable for fixed interest rate swap instrument to swap the variable interest rate on the $300.0 million outstanding on the Company's secured credit facility at that date, to a fixed 4.044% interest rate for the period November 4, 2024 to November 4, 2026. On March 16, 2026, the Company discontinued hedge accounting on the $150.0 million revolver portion of the credit facility due to a repayment of the hedged item. The $150.0 million term loan remains in the pre-existing hedging relationship.

On March 16, 2026, the Company entered into a forward starting variable for fixed interest rate swap instrument to swap the variable interest rate on the $150.0 million outstanding on the term loan to a fixed 3.264%. The terms of the hedging relationship will be effective November 4, 2026 and will end on November 4, 2028, aligned with the terms of the Company's credit facility.

A credit risk exists with financial instruments held by the Company, which is the risk of financial loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company attempts to mitigate this risk by following policies and procedures surrounding accepting work with new customers, and performing work for a large variety of multinational customers in diversified industries.

There is a liquidity risk, which is the risk that the Company may encounter difficulties in meeting obligations associated with some financial instruments. This is managed by ensuring, to the extent possible, that the Company will have sufficient liquidity to meet its liabilities when they become due.

FOREIGN EXCHANGE RISK

The Company is exposed to foreign exchange risk as a result of transactions in currencies other than its functional currency of the Canadian dollar, through borrowings in currencies other than its functional currency and through its investments in its foreign-based subsidiaries.
The Company's Canadian operations generate significant revenues in major foreign currencies, primarily U.S. dollars, which exceed the natural hedge provided by purchases of goods and services in those currencies. In order to manage a portion of this foreign currency exposure, the Company has entered into forward foreign exchange contracts. The timing and amount of these forward foreign exchange contract requirements are estimated based on existing customer contracts on hand or anticipated, current conditions in the Company's markets and the Company's past experience. Certain of the Company's foreign subsidiaries will also enter forward foreign exchange contracts to hedge identified balance sheet, revenue and purchase exposures. The Company's forward foreign exchange contract hedging program is intended to mitigate movements in currency rates primarily over a one- to twenty-four-month period.

The Company uses cross-currency interest rate swaps as derivative financial instruments to hedge a portion of its foreign exchange risk related to its U.S. Senior Notes as well as its Euro-denominated net investment.

On December 5, 2024, the Company entered into a cross-currency interest rate swap instrument to swap U.S. $175.0 million into Canadian dollars to hedge a portion of its foreign exchange risk related to its U.S. Senior Notes. The Company will receive interest of 4.125% U.S. per annum and pay interest of 3.128% Canadian. The terms of the hedging instrument will end on December 15, 2027.

On December 5, 2024, the Company entered into a cross-currency interest rate swap instrument to swap 165.3 million Euros into Canadian dollars to hedge its Euro-denominated net investment. The Company will receive interest of 3.128% Canadian per annum and pay interest of 2.645% Euros. The terms of the hedging relationship will end on December 15, 2027.

In addition, from time to time, the Company may hedge the foreign exchange risk arising from foreign currency debt, intercompany loans, net investments in foreign-based subsidiaries and committed acquisitions through the use of forward foreign exchange contracts or other non-derivative financial instruments. The Company uses hedging as a risk management tool, not to speculate.

Period Average Exchange Rates in Canadian Dollars

	Year-end actual exchange rates			**Period average exchange rates**		
	March 31, 2026	March 31, 2025	% change	**March 31, 2026**	March 31, 2025	% change
U.S. dollar	**1.391**	1.439	(3.3)%	**1.382**	1.391	(0.6)%
Euro	**1.608**	1.556	3.3%	**1.602**	1.494	7.2 %

CONSOLIDATED QUARTERLY RESULTS

(In millions of dollars, except per share amounts)

	Q4 2026	Q3 2026	Q2 2026	Q1 2026	Q4 2025	Q3 2025	Q2 2025	Q1 2025
Revenues	**$ 747.1**	$ 760.7	$ 728.5	$ 736.7	$ 574.2	$ 652.0	$ 612.8	$ 694.3
Adjusted revenues[1]	**$ 744.3**	$ 760.7	$ 728.5	$ 736.7	$ 721.1	$ 652.0	$ 612.8	$ 694.3
Earnings (loss) from operations	**$ 8.1**	$ 57.7	$ 75.2	$ 57.8	$ (113.6)	$ 33.1	$ 22.2	$ 67.6
Adjusted earnings from operations[1]	**$ 76.8**	$ 79.9	$ 79.1	$ 78.6	$ 74.3	$ 65.7	$ 56.5	$ 86.2
Net income (loss)	**$ (16.2)**	$ 30.0	$ 33.6	$ 24.3	$ (68.9)	$ 6.5	$ (0.9)	$ 35.3
Basic earnings (loss) per share	**$ (0.16)**	$ 0.31	$ 0.34	$ 0.25	$ (0.70)	$ 0.07	$ (0.01)	$ 0.36
Diluted earnings (loss) per share	**$ (0.16)**	$ 0.30	$ 0.34	$ 0.25	$ (0.70)	$ 0.06	$ (0.01)	$ 0.36
Adjusted basic earnings per share[1]	**$ 0.36**	$ 0.48	$ 0.45	$ 0.41	$ 0.41	$ 0.32	$ 0.25	$ 0.50
Order Bookings[2]	**$ 704**	$ 821	$ 734	$ 693	$ 863	$ 883	$ 742	$ 817
Order Backlog[3]	**$ 1,958**	$ 2,053	$ 2,070	$ 2,068	$ 2,139	$ 2,060	$ 1,824	$ 1,882

[1] Non-IFRS financial measure — See "Non-IFRS and Other Financial Measures" and "Reconciliation of Non-IFRS Measures to IFRS Measures."
[2] Supplementary financial measure —See "Non-IFRS and Other Financial Measures" and "Order Bookings by Quarter."
[3] Supplementary financial measure — See "Non-IFRS and Other Financial Measures" and "Order Backlog Continuity."

Interim financial results are not necessarily indicative of annual or longer-term results because capital equipment markets served by the Company tend to be cyclical in nature. Operating performance quarter to quarter is also affected by the timing of revenue recognition on large programs in Order Backlog, which is impacted by such factors as customer delivery schedules, the timing of receipt of third-party components, and by the timing of acquisitions. General economic trends, product life cycles and product changes may impact revenues and operating performance. ATS typically experiences some seasonality with its Order Bookings, revenues and earnings from operations, due to employee vacations, seasonality of growing seasons within the food industry and summer plant shutdowns by its customers.

RELATED PARTY TRANSACTIONS

The Company had an agreement with a shareholder, Mason Capital Management, LLC ("Mason Capital"), pursuant to which Mason Capital provided ATS with ongoing strategic and capital markets advisory services for an annual fee of U.S. $0.5 million. As part of the agreement, Michael Martino, a member of the Company's board of directors (the "Board") who is associated with Mason Capital, had waived any fees to which he may otherwise have been entitled for serving as a member of the Board or as a member of any committee of the Board. As Mr. Martino was selected by the Board to serve as the Chair of the Board, Mason Capital and the Company collectively determined that it would be appropriate to terminate, and have terminated, this agreement effective March 31, 2026. Consequently, Mr. Martino will be entitled to fees for serving a Chair of the Board and for serving on any committee of the Board commencing in fiscal 2027.

There were no other significant related party transactions in fiscal 2026.

Reconciliation of Non-IFRS Measures to IFRS Measures

(In millions of dollars, except per share data)

The following table reconciles adjusted revenues to the most directly comparable IFRS measure (revenues):

	Q4 2026	Q4 2025	**Fiscal 2026**	Fiscal 2025
Revenues	**$ 747.1**	$ 574.2	**$ 2,972.9**	$ 2,533.3
Transportation reorganization[1]	**(2.8)**	—	**(2.8)**	—
EV customer settlement	**—**	146.9	**—**	146.9
Adjusted revenues	**$ 744.3**	$ 721.1	**$ 2,970.1**	**$ 2,680.2**

[1] The transportation reorganization included an increase to revenue and cost of revenue and was recorded to reflect additional billings and costs to complete legacy customer programs — see "Reorganization Activity."

The following table reconciles adjusted EBITDA and EBITDA to the most directly comparable IFRS measure (net income (loss)):

	Q4 2026	Q4 2025	**Fiscal 2026**	Fiscal 2025
Adjusted EBITDA	**$ 102.5**	$ 97.1	**$ 413.0**	$ 368.9
Less: Restructuring charges	**15.2**	3.5	**23.1**	24.0
Less: Acquisition-related transaction costs	**0.1**	0.9	**0.8**	4.0
Less: Acquisition-related inventory fair value charges	**–**	0.6	**—**	4.4
Less: Cancelled contract costs	**–**	—	**—**	8.7
Less: EV customer settlement	**–**	171.1	**—**	171.1
Less: Stock-based compensation forfeiture[1]	**–**	—	**(7.3)**	—
Less: Transportation reorganization	**28.3**	—	**28.3**	—
Less: Services reorganization[2]	**2.6**	—	**2.6**	—
Less: CEO inducement	**1.3**	—	**1.3**	—
Less: Mark to market portion of stock-based compensation	**0.1**	(3.4)	**1.5**	(5.3)
EBITDA	**$ 54.9**	$ (75.6)	**$ 362.7**	$ 162.0
Less: Depreciation and amortization expense	**46.8**	38.0	**163.9**	152.7
Earnings (loss) from operations	**$ 8.1**	$ (113.6)	**$ 198.8**	$ 9.3
Less: Net finance costs	**25.5**	26.7	**99.6**	92.2
Less: Income tax expense (recovery)	**(1.2)**	(71.4)	**27.5**	(54.9)
Net income (loss)	**$ (16.2)**	$ (68.9)	**$ 71.7**	$ (28.0)

[1] Reversal of previously recorded stock-based compensation expense due to the departure of the Company's former CEO within the fiscal year.

[2] Services reorganization costs incurred in the quarter include $7.2 million of amortization costs arising from a change in useful lives of certain assets. These amounts are excluded from the reconciling adjustment as they are already excluded in the calculation of EBITDA.

The following table reconciles adjusted earnings from operations, adjusted net income, and adjusted basic earnings per share to the most directly comparable IFRS measures (net income (loss) and basic earnings (loss) per share):

	Three Months Ended March 31, 2026				Three Months Ended March 31, 2025				
	Earnings from operations	**Finance costs**	**Income tax recovery**	**Net income (loss)**	**Basic EPS**	Earnings (loss) from operations	Finance costs	Income tax recovery	Net income (loss)	Basic EPS
Reported (IFRS)	**$ 8.1**	**$ (25.5)**	**$ 1.2**	**$ (16.2)**	**$ (0.16)**	$ (113.6)	$ (26.7)	$ 71.4	$ (68.9)	$ (0.70)
Amortization of acquisition-related intangibles	**13.9**	**—**	**—**	**13.9**	**0.14**	15.2	—	—	15.2	0.15
Restructuring charges	**15.2**	**—**	**—**	**15.2**	**0.15**	3.5	—	—	3.5	0.04
Acquisition-related inventory fair value charges	**—**	**—**	**—**	**—**	**—**	0.6	—	—	0.6	0.01
Acquisition-related transaction costs	**0.1**	**—**	**—**	**0.1**	**—**	0.9	—	—	0.9	0.01
EV customer settlement	**—**	**—**	**—**	**—**	**—**	171.1	—	—	171.1	1.75
Transportation reorganization	**28.3**	**—**	**—**	**28.3**	**0.29**	—	—	—	—	—
Services reorganization	**9.8**	**—**	**—**	**9.8**	**0.10**	—	—	—	—	—
CEO inducement	**1.3**	**—**	**—**	**1.3**	**0.01**	—	—	—	—	—
Mark to market portion of stock-based compensation	**0.1**	**—**	**—**	**0.1**	**—**	(3.4)	—	—	(3.4)	(0.04)
Adjustment to income tax recovery[1]	**—**	**—**	**(17.1)**	**(17.1)**	**(0.17)**	—	—	(79.0)	(79.0)	(0.81)
Adjusted (non-IFRS)	**$ 76.8**			**$ 35.4**	**$ 0.36**	$ 74.3			$ 40.0	$ 0.41

[1] For a breakdown of items included in adjustments to income tax expense (recovery) see reconciliation of adjusted effective income tax rate table.

	Year Ended March 31, 2026					Year Ended March 31, 2025				
	Earnings from operations	**Finance costs**	**Income tax expense**	**Net income**	**Basic EPS**	Earnings from operations	Finance costs	Income tax recovery	Net income (loss)	Basic EPS
Reported (IFRS)	**$ 198.8**	**$ (99.6)**	**$ (27.5)**	**$ 71.7**	**$ 0.73**	$ 9.3	$ (92.2)	$ 54.9	$ (28.0)	$ (0.29)
Amortization of acquisition-related intangibles	**58.1**	**—**	**—**	**58.1**	**0.59**	66.4	—	—	66.4	0.68
Restructuring charges	**23.1**	**—**	**—**	**23.1**	**0.23**	24.0	—	—	24.0	0.24
Acquisition-related inventory fair value charges	**—**	**—**	**—**	**—**	**—**	4.4	—	—	4.4	0.04
Acquisition-related transaction costs	**0.8**	**—**	**—**	**0.8**	**0.01**	4.0	—	—	4.0	0.04
Cancelled contract costs	**—**	**—**	**—**	**—**	**—**	8.7	—	—	8.7	0.09
EV customer settlement	**—**	**—**	**—**	**—**	**—**	171.1	—	—	171.1	1.75
Stock-based compensation forfeiture[1]	**(7.3)**	**—**	**—**	**(7.3)**	**(0.07)**	—	—	—	—	—
Transportation reorganization	**28.3**	**—**	**—**	**28.3**	**0.29**	—	—	—	—	—
Services reorganization	**9.8**	**—**	**—**	**9.8**	**0.10**	—	—	—	—	—
CEO inducement	**1.3**	**—**	**—**	**1.3**	**0.01**	—	—	—	—	—
Mark to market portion of stock-based compensation	**1.5**	**—**	**—**	**1.5**	**0.02**	(5.3)	—	—	(5.3)	(0.05)
Adjustment to income tax expense (recovery)[2]	**—**	**—**	**(21.8)**	**(21.8)**	**(0.22)**	—	—	(100.9)	(100.9)	(1.03)
Adjusted (non-IFRS)	**$ 314.4**			**$ 165.5**	**$ 1.69**	$ 282.6			$ 144.4	$ 1.47

[1] Reversal of previously recorded stock-based compensation expense due to the departure of the Company's former CEO within the fiscal year.
[2] For a breakdown of items included in adjustments to income tax expense (recovery) see reconciliation of adjusted effective income tax rate table.

The following table reconciles organic revenue to adjusted revenues, which have been reconciled to the most directly comparable IFRS measure (revenues) earlier in the document:

	Q4 2026	Q4 2025	**Fiscal 2026**	Fiscal 2025
Organic revenue	**$ 731.9**	$ 671.3	**$ 2,841.1**	$ 2,492.2
Revenues of acquired companies	**—**	28.5	**43.2**	140.8
Impact of foreign exchange rate changes	**12.4**	21.3	**85.8**	47.2
Total adjusted revenues	**$ 744.3**	$ 721.1	**$ 2,970.1**	$ 2,680.2
Organic revenue growth	**1.5%**		**6.0%**	

The following table reconciles non-cash working capital as a percentage of adjusted revenues to the most directly comparable IFRS measures:

As at	**March 31, 2026**	March 31, 2025
Accounts receivable	**$ 523.7**	$ 719.4
Income tax receivable	**10.4**	32.1
Contract assets	**436.8**	503.6
Inventories	**295.2**	320.2
Deposits, prepaids and other assets	**94.9**	104.2
Accounts payable and accrued liabilities	**(622.4)**	(665.1)
Income tax payable	**(34.1)**	(40.1)
Contract liabilities	**(307.3)**	(330.1)
Provisions	**(32.1)**	(30.0)
Non-cash working capital	**$ 365.1**	$ 614.2
Trailing six-month adjusted revenues annualized	**$ 3,009.8**	$ 2,746.1
Working capital %	**12.1%**	22.4%

The following table reconciles net debt to the most directly comparable IFRS measures:

As at	**March 31, 2026**	March 31, 2025
Cash and cash equivalents	**$ 285.0**	$ 225.9
Bank indebtedness	**(6.7)**	(27.3)
Current portion of lease liabilities	**(35.2)**	(32.7)
Current portion of long-term debt	**(0.2)**	(0.2)
Long-term lease liabilities	**(119.5)**	(96.7)
Long-term debt	**(1,274.6)**	(1,543.5)
Net Debt	**$ (1,151.2)**	$ (1,474.5)
Pro Forma Adjusted EBITDA (TTM)	**$ 413.0**	$ 374.4
Net Debt to Pro Forma Adjusted EBITDA	**2.8x**	3.9x

The following table reconciles free cash flow to the most directly comparable IFRS measures:

(in millions of dollars)	**Q4 2026**	Q4 2025	**Fiscal 2026**	Fiscal 2025
Cash flows provided by operating activities	**$ 149.5**	$ 39.3	**$ 448.4**	$ 25.8
Acquisition of property, plant and equipment	**(12.3)**	(11.9)	**(33.6)**	(34.0)
Acquisition of intangible assets	**(13.1)**	(17.1)	**(43.1)**	(44.1)
Free cash flow	**$ 124.1**	$ 10.3	**$ 371.7**	$ (52.3)

The following table calculates the adjusted effective tax rate based on net income before income taxes including adjusting items and adjusted income tax expense:

(in millions of dollars)	**Q4 2026**	Q4 2025	**Fiscal 2026**	Fiscal 2025
Earnings (loss) from operations	**$ 8.1**	$ (113.6)	**$ 198.8**	$ 9.3
Amortization of acquisition-related intangible assets	13.9	15.2	58.1	66.4
Acquisition-related transaction costs	0.1	0.9	0.8	4.0
Acquisition-related inventory fair value charges	—	0.6	—	4.4
Restructuring charges	15.2	3.5	23.1	24.0
Cancelled contract costs	—	—	—	8.7
EV customer settlement	—	171.1	—	171.1
Stock-based compensation forfeiture	—	—	(7.3)	—
Transportation reorganization	28.3	—	28.3	—
Services reorganization	9.8	—	9.8	—
CEO inducement	1.3	—	1.3	—
Mark to market portion of stock-based compensation	0.1	(3.4)	1.5	(5.3)
Adjusted earnings from operations	76.8	74.3	314.4	282.6
Net finance costs	25.5	26.7	99.6	92.2
Income before income taxes including adjusting items	**51.3**	47.6	**214.8**	190.4
Income tax expense (recovery)	(1.2)	(71.4)	27.5	(54.9)
Estimated tax impact of adjusting items	17.1	44.0	28.8	65.9
Impact of recognition of previously unrecognized deferred income tax assets from prior years	—	36.8	—	36.8
Income tax impacts relating to transactions that occurred in a prior fiscal year	—	(1.8)	—	(1.8)
Additional tax provision related to the departure of the Company's former CEO in the fiscal year	—	—	(1.6)	—
Impact of tax rate change on deferred tax assets	—	—	(5.4)	—
Adjusted income tax expense	**15.9**	7.6	**49.3**	46.0
Adjusted effective income tax rate	**31.0 %**	16.0 %	**23.0 %**	24.2 %

Certain non-IFRS financial measures exclude the impact on stock-based compensation expense of the revaluation of RSUs and DSUs resulting specifically from the change in market price of the Company's common shares between periods. Management believes the adjustment provides further insight into the Company's performance.

The following table reconciles total stock-based compensation expense to its components:

	Q4 2026	Q3 2026	Q2 2026	Q1 2026	Q4 2025	Q3 2025	Q2 2025	Q1 2025
Total stock-based compensation expense (recovery)	**$ 2.5**	$ 4.5	$ (6.7)	$ 8.4	$ (2.3)	$ 5.1	$ 2.7	$ 3.7
Less: stock-based compensation forfeiture[1]	**—**	—	(7.3)	—	—	—	—	—
Less: mark to market portion of stock-based compensation	**0.1**	1.4	(3.7)	3.6	(3.4)	1.4	(1.9)	(1.3)
Base stock-based compensation expense	**$ 2.4**	$ 3.1	$ 4.3	$ 4.8	$ 1.1	$ 3.7	$ 4.6	$ 5.0

1. Reversal of previously recorded stock-based compensation expense due to departure of the Company's former CEO within the fiscal year.

CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the Company's consolidated financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities at the end of the reporting period. Uncertainty about these estimates, judgments and assumptions could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The Company based its assumptions on information available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the estimates as they occur.

Notes 2 and 3 to the consolidated financial statements describe the basis of accounting and the Company's significant accounting policies.

Macroeconomic environment

The Company continues to operate in an uncertain macroeconomic environment influenced by various factors, including cross-border tariffs, interest rate changes, inflation, supply chain dynamics and other impediments and uncertainties related to cross-border trade, geopolitical issues, regional conflicts, and the impacts of any pandemic or epidemic outbreak or resurgence. Any of these factors, alone or in combination, could affect the global and Canadian economies, which could adversely affect the Company's business, operations and customers. ATS monitors these dynamic macroeconomic conditions to assess any potential impacts on the business, financial results, and conditions of the Company. Management also monitors and assesses the impact of these factors on its judgments, estimates, accounting policies, and amounts recognized in the Company's consolidated financial statements.

The Company tests for impairment on an annual basis and if there are indicators that impairment may have arisen. In calculating the recoverable amount for impairment testing, management is required to make several assumptions, including, but not limited to, expected future revenues, expected future cash flows and forward multiples.

Revenue recognition and contracts in progress

The nature of ATS contracts requires the use of estimates to quote new business, and most automation systems are typically sold on a fixed-price basis. Revenues on construction contracts and other long-term contracts are recognized on a percentage of completion basis as outlined in note 3(c) "Revenue recognition – Construction contracts" to the consolidated financial statements. In applying the accounting policy on construction contracts, judgment is required in determining the estimated costs to complete a contract. These cost estimates are reviewed at each reporting period and by their nature may give rise to income volatility. If the actual costs incurred by the Company to complete a contract are significantly higher than estimated, the Company's earnings may be negatively affected. The use of estimates involves risks, including volatility within the supply chain that can lead to inflation to the price of inputs as well as the work to be performed involves varying degrees of technical uncertainty, including possible development work to meet the customer's specification, the extent of which is sometimes not determinable until after the project has been awarded. In the event the Company is unable to meet the defined performance specification for a contracted automation system, it may need to redesign and rebuild all or a portion of the system at its expense without an increase in the selling price. Certain contracts may have provisions that reduce the selling price or provide purchase price refunds if the Company fails to deliver or complete the contract by specified dates.

These provisions may expose the Company to liabilities or adversely affect the Company's results of operations or financial position.

ATS' contracts may be terminated by customers in the event of a default by the Company or, in some cases, for the convenience of the customer. In the event of a termination for convenience, the Company typically negotiates a payment provision reflective of the progress achieved on the contract and/or the costs incurred to the termination date. If a contract is cancelled, Order Backlog is reduced and production utilization may be negatively impacted.

A complete provision, which can be significant, is made for losses on such contracts when the losses first become known. Revisions in estimates of costs and profits on contracts, which can also be significant, are recorded in the accounting period in which the relevant facts impacting the estimates become known.

A portion of ATS' revenue is recognized when earned, which is generally at the time of shipment and transfer of title to the customer, provided collection is reasonably assured.

Investment tax credits and income taxes
Investment tax credit assets, disclosed in note 18 to the consolidated financial statements, are recognized as a reduction of the related expenses in the year in which the expenses are incurred, provided there is reasonable assurance that the credits will be realized. Management has made estimates and assumptions in determining the expenditures eligible for the investment tax credits claim and the amount could be materially different from the recorded amount upon review by the government. Deferred income tax assets, disclosed in note 18 to the consolidated financial statements, are recognized to the extent that it is probable that taxable income will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred income tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax- planning strategies.

If the assessment of the Company's ability to utilize the deferred income tax asset changes, the Company would be required to recognize more or fewer deferred income tax assets, which would increase or decrease income tax expense in the period in which this is determined. The Company establishes provisions based on reasonable estimates for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous taxation audits and differing interpretations of tax regulations by the taxable entity and the respective tax authority. These provisions for uncertain tax positions are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all the relevant factors. The Company reviews the adequacy of these provisions at each quarter. However, it is possible that at some future date an additional liability could result from audits by taxation authorities. Where the final tax outcome of these matters is different from the amount initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Stock-based payment transactions
The Company measures the cost of transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for stock-based payment transactions requires the determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model, including the future forfeiture rate, the expected life of the share option, weighted average risk-free interest rate, volatility and dividend yield, and formation of

assumptions. The assumptions and models used for estimating fair value for stock-based payment transactions are disclosed in note 19 to the consolidated financial statements.

Impairment of non-financial assets
Impairment exists when the carrying value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculations involve significant estimates and assumptions. Items estimated include cash flows, discount rates and assumptions on revenue growth rates. These estimates could affect the Company's future results if the current estimates of future performance and fair values change. Goodwill is assessed for impairment on an annual basis as described in note 11 to the consolidated financial statements. The Company performed its annual impairment test of goodwill in the fourth quarter and determined there was no impairment (March 31, 2025 – $nil).

Provisions
As described in note 3(n) to the consolidated financial statements, the Company records a provision when an obligation exists, an outflow of economic resources required to settle the obligation is probable and a reliable estimate can be made of the amount of the obligation. The Company records a provision based on the best estimate of the required economic outflow to settle the present obligation at the consolidated statement of financial position date. While management believes these estimates are reasonable, differences in actual results or changes in estimates could have a material impact on the obligations and expenses reported by the Company.

Employee benefits
The cost of defined benefit pension plans and the present value of the pension obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In determining the appropriate discount rate, management considers the interest rates of corporate bonds in their respective currency, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific country. Future salary increases and pension increases are based on expected future inflation rates for the respective country. Further details about the assumptions used are provided in note 15 to the consolidated financial statements.

CHANGES IN ACCOUNTING POLICIES

ACCOUNTING STANDARDS ADOPTED IN FISCAL 2026

The Company has not adopted any standard, interpretation or amendment that had or is expected to have an impact on the Company.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards and amendments to standards have been issued but are not yet effective for the financial year ended March 31, 2026, and accordingly, have not been applied in preparing the consolidated financial statements. The Company reasonably expects the following standards to be applicable at a future date.

(i) Issuance of IFRS 18 - Presentation and Disclosure in Financial Statements
On April 9, 2024, the IASB issued IFRS 18, which will replace IAS 1 for reporting periods beginning on or after January 1, 2027. The new standard aims to improve comparability and transparency of communication in financial statements. IFRS 18 introduces the following key changes:

- a revised structure for the consolidated statement of income, including new defined categories of income and expenses and required subtotals such as operating profit or loss and profit or loss before financing and income taxes;
- new presentation requirements for operating expenses, which must be presented directly on the face of the income statement and classified based on their nature, function, or a combination of both;
- enhanced disclosure requirements related to management-defined performance measures, including explanation of how such measures are calculated and how the reconcile to amounts presented in the financial statements; and
- additional guidance on the aggregation and disaggregation of information in the financial statements and the notes to improve the organization and presentation of financial information.

The standard is required to be applied retrospectively in both annual and interim financial statements.

The Company is in the process of reviewing the new standard to determine the impact on its consolidated financial statements.

(ii) Issuance of amendments to IFRS 9 and IFRS 7
In May 2024, the IASB issued amendments to IFRS 9 and IFRS 7, effective for annual periods beginning on or after January 1, 2026, with early adoption permitted. These amendments clarify the timing of derecognition for financial liabilities settled through electronic payment systems, provide additional guidance on assessing the contractual cash flow characteristics of financial assets with a contingent feature, and introduce new disclosure requirements for equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features. While Management is in the process of finalizing its analysis, it currently anticipates that the adoption of these amendments will not have a significant impact on the Company’s consolidated financial statements.

CONTROLS AND PROCEDURES

The CEO and the interim CFO of the Company are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company. The control framework used in the design of disclosure controls and procedures and internal control over financial reporting is the "Internal Control – Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Disclosure Controls and Procedures
As a dual listed Company in both Canada and the United States (including the Company's May 2023 U.S. listing and Initial Public Offering on the NYSE), Management is required to complete an evaluation of the design and operating effectiveness of the Company's disclosure controls and procedures was conducted as of March 31, 2026 under the supervision of the CEO and interim CFO as required by CSA National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings as well as Rule 13a-15(e) and Rules 15d-15(e) under the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"). The evaluation included documentation, review, enquiries and other procedures considered appropriate in the circumstances. Based on that evaluation, the CEO and the interim CFO have concluded that the Company's disclosure controls and procedures were not effective as of March

31, 2026, due to a material weakness in the Company's internal control over financial reporting described further below.

However, giving full consideration to the material weakness described below, the Company has concluded that the Audited Consolidated Financial Statements present fairly, in all material respects, the Company's financial position, the results of its operations, its cash flows, and notes to the consolidated financial statements, for each of the periods presented in accordance with IFRS. Management believes that its processes are well-structured to produce accurate financial information.

Management's Report on Internal Control over Financial Reporting
Both CSA National Instrument 52-109 and Rules 13a-15 and 15d-15 under the U.S. Exchange Act require the CEO and CFO to certify that they are responsible for establishing and maintaining internal control over financial reporting for the Company, and that those internal controls have been designed, subject to certain conditions, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS; and that they have evaluated, or caused to be evaluated, the effectiveness of such internal controls and in this MD&A have disclosed their conclusions on the effectiveness of such controls, and for any material weakness, have disclosed a description of such weakness, the impact of such weakness on financial reporting and internal controls over financial reporting and plans for remediating such weakness.

The CEO and interim CFO have, using the framework and criteria established in "Internal Control – Integrated Framework (2013)" issued by COSO, evaluated the design and operating effectiveness of the Company's internal controls over financial reporting as of March 31, 2026. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

As of March 31, 2026, management determined that it did not maintain effective internal control over financial reporting in one of its international divisions primarily due to enterprise resource planning system ("ERP") transition delays. As a result, the control design associated with management review controls was not sufficiently precise, including controls over the completeness and accuracy of data used in the performance of controls. These deficiencies were determined to create a reasonable possibility that a material misstatement of the Company's consolidated financial statements would not be prevented or detected on a timely basis as of March 31, 2026.

This material weakness did not result in any restatement of the current or previously reported consolidated audited financial statements.

During the three months ended March 31, 2026, the Company also completed its evaluation of its remediation of the previously reported material weakness related to the design and operating effectiveness of controls including evidence of review, and review procedures over the completeness and accuracy of information produced by the entity ("IPE") used in the execution of controls across different classes of transactions (including manually created spreadsheets and system-generated reports) and concluded the material weakness was remediated. The remediation actions included training for control owners and implementing layers of reviews to improve the precision and accuracy of reporting across the organization. In addition, management completed an evaluation of the material weakness related to the design and operating effectiveness of controls over information technology general controls ("ITGCs") for certain information systems and applications, specifically related to evidencing and maintaining sufficient documentation of user access review ("UAR") controls, and concluded the material weakness was remediated. The remediation actions included increased review frequency of UAR for certain applications and improvement in review documentation.

Management, including the CEO and interim CFO, does not expect that the Company's disclosure controls or internal controls over financial reporting will prevent or detect all errors and all fraud or will be effective under all potential future conditions. A control system is subject to inherent limitations and, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met.

Remediation plan for the material weakness
Management and the Board of Directors of the Company are committed to maintaining a strong internal control environment, including continued investment in the Company's SOX Compliance Program and prompt remediation of the material weakness.

Management has commenced an upgrade of its existing ERP system in one of its international divisions, with implementation planned for fiscal 2027. The upgraded ERP system will support the implementation of an effective control design over the completeness and accuracy of data used in the performance of business controls and enhance internal controls through increased process automation.

Senior management has discussed the material weakness with the Audit Committee, which will continue to review progress on these remediation activities. While management believes these actions will contribute to the remediation of the material weakness, the corrective processes and related procedures have not yet been completed. Until the remediation steps set forth above are fully designed, implemented, and operate for a sufficient period of time such that they can be concluded to be operating effectively, the material weakness described above will not be considered remediated. No assurance can be provided at this time that the actions and remediation efforts will effectively remediate the remaining material weakness described above or prevent the incidence of other material weaknesses in the Company's ICFR in the future. As the Company continues to evaluate and work to improve its internal control over financial reporting, management may take additional measures to address control deficiencies.

Changes in internal control over financial reporting
During the year, the Company implemented policies and procedures designed to ensure compliance with the Sarbanes-Oxley Act. Except for the remediation activities described above, there have been no other significant changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to affect, internal control over financial reporting.

RISK FACTORS

Any investment in ATS will be subject to risks inherent to ATS' business. The following risk factors are discussed in the Company's Annual Information Form, which may be found on SEDAR+ at *www.sedarplus.ca* and on EDGAR at *www.sec.gov*.

- **Macroeconomic, geopolitical and other risks**
  - International trade risk;
  - Geopolitical disputes and conflicts, acts of war, terrorism, natural or other disasters, or other disruptive risks;
  - Macroeconomic condition risk;
  - Availability of raw materials and other manufacturing inputs risk;
- **Strategic risks**
  - Strategy execution risks;
  - Technology and innovation risk;
  - Artificial intelligence risk;
  - Acquisition risks;
  - New product and/or services market acceptance, obsolescence, and commercialization risk;
- **Operational risks**
  - Security breaches or disruptions of information technology systems risk;
  - Pricing, quality, and delivery risk;
  - First-time program and production risks;
  - Expansion risks;
  - Automation systems pricing risk;
  - Revenue mix risk;
  - Product, failure risks;
  - Availability of human resources and dependence on key personnel risks;
  - Restructuring and work stoppage risk;
  - Regional energy shortages; price increases;
  - Lengthy sales cycles and quarterly results variability risk;
  - Dependence on performance of subsidiaries risk;
  - Risks related to operations in China;
- **Commercial and customer related risks**
  - Competition risk;
  - Customer concentration risk;
  - Cumulative loss of several significant contracts risk;
  - Other customer-related risks;
  - Lack of long-term customer commitment risk;
  - Industry consolidation risk;
  - Volume risk;
  - Risks associated with product businesses;
- **Other external risks**
  - Action of activists risks;
  - Infectious disease, pandemic, or similar public health threat risks;
  - Environmental, Social and Governance risk;
- **Liquidity, financial, legal and regulatory risks**
  - Liquidity, access to capital markets, and leverage risk;
  - Internal controls risk;
  - Cost of compliance risk;

- Litigation risk;
- Availability of performance and other guarantees from financial institutions risk;
- Restrictive covenants risk;
- Insurance coverage risk;
- Foreign exchange risk;
- Doing business in foreign countries risk;
- Legislative & regulatory compliance risk;
- Environmental compliance risk;
- Canadian Corruption of Foreign Public Officials Act (CFPOA), United States Foreign Corrupt Practices Act (FCPA), and Anti-bribery laws risk;
- Intellectual property risks;
- Impairment of intangible assets risk;
- Income and other taxes and uncertain tax liabilities risk;
- Insolvency or financial distress of third parties risk;

- **Risks relating to owning securities**
  - Share price volatility risk; and
  - Foreign private issuer risk.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain statements that may constitute forward-looking information and forward-looking statements within the meaning of applicable Canadian and United States securities laws ("forward-looking statements"). All such statements are made pursuant to the "safe harbour" provisions of Canadian provincial and territorial securities laws and the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical facts regarding possible events, conditions or results of operations that ATS believes, expects or anticipates will or may occur in the future, including, but not limited to: the value creation strategy; the Company's strategy to expand through development of new markets and business platforms, expanding service offerings, investment in innovation and product development, and strategic and disciplined acquisition, and the expected benefits to be derived therefrom; the ABM; the development of the Company's digitalization capabilities; various market opportunities for ATS; conversion of opportunities into Order Bookings; the announcement of new Order Bookings and the anticipated timeline for delivery; potential impacts on the time to convert opportunities into Order Bookings; the expectation that the Company's Order Backlog will help mitigate some of the impact of variable Order Bookings on revenue in the short term; the expected benefits where the Company engages with customers on enterprise-type solutions; the potential impact of the Company's approach to market and timing of customer decisions on Order Bookings, performance period, and timing of revenue recognition; expected benefits with respect to the Company's efforts to grow its product portfolio and after-sale service revenues; the ability of after-sales revenues and reoccurring revenues to provide some balance to customers' capital expenditure cycles; the range of the expected reoccurring revenues on a trailing twelve month basis; initiatives in furtherance of revenue growth and improvement of profitability; the expected improvement of the Company's adjusted earnings from operations margin in fiscal 2027 through operational initiatives and portfolio development, and a combination of lower costs achieved from the transportation reorganization, disciplined execution of the ABM across the portfolio, targeted commercial practices, and an improved after-market mix supported by the integration of services directly into the Company's operating units; the expected long-term adjusted earnings from operations margin target; the anticipated range of revenues for the following quarter; the expected revenue growth for fiscal 2027, and the Company’s long term goal to grow revenues greater than market growth rates in its chosen markets; the expectation that the ongoing reorganization of the Company’s transportation-related operations will remove dilutive revenues; the expectation that transportation will no longer be reported as a separate market vertical within the fiscal year; the expectation to continue to operate within the

targeted leverage ratio for fiscal 2027; the multi-year free cash flow target; expectation of realization of cost and revenue synergies consistent with announced integration plans; the Company's long-term goal of non-cash working capital as a percentage of annualized revenues; the expectation to continue investing in non-cash working capital to support growth; planned reorganization activities, including any go-to-market reorganization across its lab equipment businesses, with early pipeline activity building, the expected restructuring costs in the following quarter, the expectation that the restructuring and other related costs to be funded by proceeds of the sale of buildings in the U.S. and in Germany in fiscal 2027, the reinvestment of the portion of savings from the reorganization in higher-growth areas, and the expectation of restructuring and reorganization activity to support the Company's margin expansion initiative throughout fiscal 2027; the expected stock-based compensation expense per quarter in fiscal 2027; expectation in relation to meeting liquidity and funding requirements for investments; potential to use debt or equity financing to support strategic opportunities and growth strategy; underlying trends driving customer demand; potential impacts of variability in bookings caused by the timing and geographies of customer capital expenditure decisions on larger opportunities; the ability to achieve revenue growth organically and by identifying strategic acquisition opportunities; expected capital expenditures for fiscal 2027; the remediation plan for the material weakness in the Company's internal control over financial reporting, and the effectiveness of the upgraded ERP system; the uncertainty and potential impact on the Company's business and operations due to the current macroeconomic environment including the impacts of inflation, uncertainty caused by the supply chain dynamics, interest rate changes, tariffs imposed by the U.S. and the shifting trade dynamics, geo-political issues, and regional or global conflicts; steps taken by the Company to mitigate risks as a result of the tariffs imposed by the U.S., and the Company's expectation that such tariffs do not have a material impact on the Company; and the Company's belief with respect to the outcome or impact of any lawsuits, claims, counterclaims and contingencies.

Forward-looking statements are inherently subject to significant known and unknown risks, uncertainties, and other factors that may cause the actual results, performance, or achievements of ATS, or developments in ATS' business or in its industry, to differ materially from the anticipated results, performance, achievements, or developments expressed or implied by such forward-looking statements. Important risks, uncertainties, and factors that could cause actual results to differ materially from expectations expressed in the forward-looking statements include, but are not limited to: the impact of regional or global conflicts; general market performance including capital market conditions and availability and cost of credit; risks related to the shifting trade dynamics; risks related to a recession, slowdown, and/or sustained downturn in the economy; performance of the markets that ATS serves; industry challenges in securing the supply of labour, materials, and, in certain jurisdictions, energy sources such as natural gas; impact of inflation; interest rate changes; foreign currency and exchange risk; the relative weakness of the Canadian dollar; risks related to customer concentration; risks related to any customer disagreements; impact of factors such as increased pricing pressure, decreases in availability and a corresponding increase in cost of energy and supplies, and delays in relation thereto, and possible margin compression; the regulatory and tax environment; the emergence of new infectious diseases or any epidemic or pandemic outbreak or resurgence, and collateral consequences thereof, including the disruption of economic activity, volatility in capital and credit markets, and legislative and regulatory responses; the impacts of inflation, uncertainty caused by the supply chain dynamics, interest rate changes, shifting trade dynamics, and regional or global conflicts that have in the past and may in the future lead to significant price and trading fluctuations in the market price for securities in the stock markets, including the TSX and the NYSE; energy shortages and global price increases; inability to successfully expand through development of new markets and business platforms, expanding service offerings, investment in innovation and product development, and strategic and disciplined acquisition, due to an inability to grow expertise, personnel, and/or facilities at required rates or to identify, negotiate and conclude one or more acquisitions; or to raise, through debt or equity, or otherwise have available, required capital; that the ABM is not effective in

accomplishing its goals; that ATS is unable to expand in emerging markets, or is delayed in relation thereto, due to any number of reasons, including inability to effectively execute organic or inorganic expansion plans, focus on other business priorities, or local government regulations or delays; that the timing of completion of new Order Bookings is other than as expected due to various reasons, including schedule changes or the customer exercising any right to withdraw the Order Booking or to terminate the program in whole or in part prior to its completion, thereby preventing ATS from realizing on the full benefit of the program; that some or all of the sales funnel is not converted to Order Bookings due to competitive factors or failure to meet customer needs; that the market opportunities ATS anticipates do not materialize or that ATS is unable to exploit such opportunities; failure to convert Order Backlog to revenue and/or variations in the amount of Order Backlog completed in any given quarter; timing of customer decisions related to large enterprise programs and potential for negative impact associated with any cancellations or non-performance in relation thereto; that the Company is not successful in growing its product portfolio and/or service offering or that expected benefits are not realized; that efforts to improve adjusted earnings from operations margin in fiscal 2027 and over long-term are unsuccessful, due to any number of reasons, including less than anticipated increase in after-sales service revenues or reduced margins attached to those revenues, inability to achieve lower costs through supply chain management, price and lead-time volatility, failure to develop, adopt internally, or have customers adopt, standardized platforms and technologies, inability to maintain current cost structure if revenues were to grow, and failure of ABM to impact margins; that after-sales or reoccurring revenues do not provide the expected balance to customers' expenditure cycles; that revenues are not in the expected range; that acquisitions made are not integrated as quickly or effectively as planned or expected and, as a result, anticipated benefits and synergies are not realized; non-cash working capital as a percentage of revenues operating at a level other than as expected due to reasons, including, the timing and nature of Order Bookings, the timing of payment milestones and payment terms in customer contracts, and delays in customer programs; that planned reorganization activities are not completed at the cost or within the timelines expected, or at all; underlying trends driving customer demand will not materialize or have the impact expected; that capital expenditure targets are increased in the future or the Company experiences cost increases in relation thereto; the remediation plan for the material weakness in the Company's internal control over financial reporting and the upgraded ERP system are not effective; risk that the ultimate outcome of lawsuits, claims, and contingencies give rise to material liabilities for which no provisions have been recorded; the consequence of activist initiatives on the business performance, results, or share price of the Company; the impact of analyst reports on price and trading volume of ATS' shares; impact of the leadership transition; and other risks and uncertainties detailed from time to time in ATS' filings with securities regulators, including, without limitation, the risk factors described in ATS' Annual Information Form, which are available on the SEDAR+ at www.sedarplus.ca and on the U.S. Securities Exchange Commission's EDGAR at www.sec.gov. ATS has attempted to identify important factors that could cause actual results to materially differ from current expectations; however, there may be other factors that cause actual results to differ materially from such expectations.

Forward-looking statements are necessarily based on a number of estimates, factors, and assumptions regarding, among others, management's current plans, estimates, projections, beliefs and opinions, the future performance and results of the Company's business and operations; the ability of ATS to execute on its business objectives; the effectiveness of ABM in accomplishing its goals; the ability to successfully implement margin expansion initiative; management's assessment as to the project schedules across all customer contracts in Order Backlog, faster-turn product and services revenues, expected delivery timing of third-party equipment and operational capacity; the volume of outstanding projects the Company is contracted to perform, the size and duration of those projects, and the timing of project activities including design, assembly, testing, and installation will support revenue growth; initiatives in furtherance of the Company's goal of improving its adjusted earnings from operations margin in fiscal 2027 and over the long term will result in improvements to adjusted earnings from

operations margin; the anticipated growth or capabilities in the life sciences, food & beverage, consumer products, energy, and transportation markets; the ability to seek out, enter into and successfully integrate acquisitions; ongoing cost inflationary pressures and the Company's ability to respond to such inflationary pressures; the effects of foreign currency exchange rate fluctuations on its operations; the Company's competitive position in the industry, including global presence, size and critical mass, technical skills, capabilities and experience, product and technology portfolio, recognized brands, trusted customer relationships, and total-solutions capabilities; the underlying trends driving customer demand for ATS solutions remain favourable; the Company's ability to adapt and develop solutions that keep pace with continuing changes in technology and customer needs; the ability to maintain mutually beneficial relationships with the Company's customers; planned restructuring and reorganization activities will be implemented as expected and within anticipated cost ranges; and general economic and political conditions, and global events, including any regional and global conflicts, epidemic or pandemic outbreak or resurgence, and the international trade dynamics.

Forward-looking statements included in this MD&A are only provided to understand management's current expectations relating to future periods and, as such, are not appropriate for any other purpose. Although ATS believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties, and ATS cautions you not to place undue reliance upon any such forward-looking statements, which speak only as of the date they are made. ATS does not undertake any obligation to update forward-looking statements contained herein other than as required by law.

Certain forward-looking information included herein may also constitute a "financial outlook" within the meaning of applicable securities laws. Financial outlook involves statements about ATS' prospective financial performance, financial position or cash flows that is based on and subject to the assumptions about future economic conditions and courses of action described above as well as management's assessment of project schedules across all customer contracts in Order Backlog, expectations for faster-turn product and services revenues, expected delivery timing of third-party equipment and operational capacity, and lower costs achieved from the transportation reorganization. Such assumptions are based on management's assessment of the relevant information currently available and any financial outlook included herein is provided for the purpose of helping readers understand management's current expectations and plans for the future as of the date hereof. The actual results of ATS' operations may vary from the amounts set forth in any financial outlook and such variances may be material. Readers are cautioned that reliance on any financial outlook may not be appropriate for other purposes or in other circumstances and that the risk factors described above and other factors may cause actual results to differ materially from any financial outlook.

NON-IFRS AND OTHER FINANCIAL MEASURES

Throughout this document, management uses certain non-IFRS financial measures, non-IFRS ratios and supplementary financial measures to evaluate the performance of the Company.

The terms "EBITDA", "organic revenue", "adjusted net income", "adjusted earnings from operations", "adjusted revenues", "adjusted EBITDA", "pro forma adjusted EBITDA", "adjusted basic earnings per share", "adjusted income tax provision" and "free cash flow", are non-IFRS financial measures, "operating margin", "EBITDA margin", "adjusted earnings from operations margin", "adjusted EBITDA margin", "organic revenue growth", "non-cash working capital as a percentage of adjusted revenues", "net debt to pro forma adjusted EBITDA", and "adjusted effective tax rate" are non-IFRS ratios, and "reoccurring revenues", "custom integration and automation systems revenues", "products and equipment revenues", "service including spare parts revenues", "Order Bookings", "organic Order Bookings", "organic Order Bookings growth", "Order Backlog", and "book-to-bill ratio" are supplementary

financial measures, all of which do not have any standardized meaning prescribed within IFRS and therefore may not be comparable to similar measures presented by other companies. Such measures should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. In addition, management uses "earnings from operations", which is an additional IFRS measure, to evaluate the performance of the Company. Earnings from operations is presented on the Company's consolidated statements of income as net income excluding income tax expense and net finance costs. Operating margin is an expression of the Company's earnings from operations as a percentage of adjusted revenues. EBITDA is defined as earnings from operations excluding depreciation and amortization. EBITDA margin is an expression of the Company's EBITDA as a percentage of adjusted revenues. Organic revenue is defined as adjusted revenues in the stated period excluding revenues from acquired companies for which the acquired company was not a part of the consolidated group in the comparable period. Organic revenue growth compares the stated period organic revenue with the reported adjusted revenues of the comparable prior period. Adjusted earnings from operations is defined as earnings from operations before items excluded from management's internal analysis of operating results, such as amortization expense of acquisition-related intangible assets, acquisition-related transaction and integration costs, restructuring charges, legal settlement costs that arise outside of the ordinary course of business, the mark-to-market adjustment on stock-based compensation and certain other adjustments which would be non-recurring in nature ("adjustment items"). Adjusted earnings from operations margin is an expression of the Company's adjusted earnings from operations as a percentage of adjusted revenues. Adjusted revenues are defined as revenues before any adjustment items. Adjusted EBITDA is defined as adjusted earnings from operations excluding depreciation and amortization. Pro forma adjusted EBITDA is adjusted EBITDA on a pro forma basis to reflect full contribution from recent acquisitions". Adjusted EBITDA margin is an expression of the entity's adjusted EBITDA as a percentage of revenues. Adjusted basic earnings per share is defined as adjusted net income on a basic per share basis, where adjusted net income is defined as adjusted earnings from operations less net finance costs and income tax expense, plus tax effects of adjustment items and adjusted for other significant items of a non-recurring nature. Non-cash working capital as a percentage of adjusted revenues is defined as the sum of accounts receivable, contract assets, inventories, deposits, prepaids and other assets, less accounts payable, accrued liabilities, provisions and contract liabilities divided by the trailing two fiscal quarter adjusted revenues annualized. Adjusted income tax provision is defined as income tax provision including the tax impact of adjusting items and adjusting for one time tax impacts from transactions in prior periods. Adjusted effective tax rate is adjusted income tax expressed as a percentage of pre tax income. Free cash flow is defined as cash provided by operating activities less property, plant and equipment and intangible asset expenditures. Net debt to pro forma adjusted EBITDA is the ratio of the net debt of the Company (cash and cash equivalents less bank indebtedness, long-term debt, and lease liabilities) to the trailing twelve month pro forma adjusted EBITDA. Reoccurring revenue for ATS is defined as adjusted revenues from ancillary products and services associated with equipment sales and revenue from customers who purchase non-customized ATS products at regular intervals. Custom integration and automation systems revenues are defined as adjusted revenues from end-to-end manufacturing solutions customized to customer needs. Products and equipment revenues are defined as adjusted revenues from modular or standardized equipment and other products. Services including spare parts revenues are defined as adjusted revenues from consulting, digital and other services, including aftermarket services and spares. Order Bookings represent new orders for the supply of automation systems, services and products that management believes are firm. Organic Order Bookings are defined as Order Bookings in the stated period excluding Order Bookings from acquired companies for which the acquired company was not a part of the consolidated group in the comparable period. Organic Order Bookings growth compares the stated period organic Order Bookings with the reported Order Bookings of the comparable prior period. Order Backlog is the estimated unearned portion of revenues on customer contracts that are in process and have not been completed at the specified date. Book to bill ratio is a measure of Order Bookings compared to adjusted revenues.

Following amendments to ATS' RSU Plan in 2022 to provide the Company with the option for settlement in shares purchased in the open market and the creation of the employee benefit trust to facilitate such settlement, ATS began to account for equity-settled RSUs using the equity method of accounting. However, prior RSU grants which will be cash-settled and DSU grants which will be cash-settled are accounted for as described in the Company's annual consolidated financial statements and have volatility period over period based on the fluctuating price of ATS' common shares. Certain non-IFRS financial measures (adjusted EBITDA, net debt to pro forma adjusted EBITDA, adjusted earnings from operations and adjusted basic earnings per share) exclude the impact on stock-based compensation expense of the revaluation of DSUs and RSUs resulting specifically from the change in market price of the Company's common shares between periods. Management believes that this adjustment provides insight into the Company's performance, as share price volatility drives variability in the Company's stock-based compensation expense.

Operating margin, adjusted earnings from operations, adjusted revenues, EBITDA, EBITDA margin, adjusted EBITDA, pro forma adjusted EBITDA, and adjusted EBITDA margin are used by the Company to evaluate the performance of its operations. Management believes that earnings from operations is an important indicator in measuring the performance of the Company's operations on a pre-tax basis and without consideration as to how the Company finances its operations. Management believes that adjusted revenues, organic revenue and organic revenue growth, when considered with IFRS measures, allow the Company to better measure the Company's performance and evaluate long-term performance trends. Organic revenue growth also facilitates easier comparisons of the Company's performance with prior and future periods and relative comparisons to its peers. Management believes that EBITDA and adjusted EBITDA are important indicators of the Company's ability to generate operating cash flows to fund continued investment in its operations. Management believes that adjusted earnings from operations, adjusted earnings from operations margin, adjusted EBITDA, adjusted net income and adjusted basic earnings per share are important measures to increase comparability of performance between periods. The adjustment items used by management to arrive at these metrics are not considered to be indicative of the business' ongoing operating performance. Management uses the measure "non-cash working capital as a percentage of adjusted revenues" to assess overall liquidity. Management uses adjusted effective tax rate to better evaluate actual tax impact on the financial performance of the Company. Free cash flow is used by the Company to measure cash flow from operations after investment in property, plant and equipment and intangible assets. Management uses net debt to pro forma adjusted EBITDA as a measurement of leverage of the Company. Reoccurring revenues, custom integration revenues, products and equipment revenues and service including spare parts revenues are used by the Company to understand the revenue portfolio of the Company. Order Bookings provide an indication of the Company's ability to secure new orders for work during a specified period, while Order Backlog provides a measure of the value of Order Bookings that have not been completed at a specified point in time. Both Order Bookings and Order Backlog are indicators of future revenues that the Company expects to generate based on contracts that management believes to be firm. Organic Order Bookings and organic Order Bookings growth allow the Company to better measure the Company's performance and evaluate long-term performance trends. Organic Order Bookings growth also facilitates easier comparisons of the Company's performance with prior and future periods and relative comparisons to its peers. Book to bill ratio is used to measure the Company's ability and timeliness to convert Order Bookings into revenues. Management believes that ATS shareholders and potential investors in ATS use these additional IFRS measures and non-IFRS financial measures in making investment decisions and measuring operational results.

A reconciliation of (i) adjusted EBITDA and EBITDA to net income (loss), (ii) adjusted net income to net income (loss), (iii) adjusted basic earnings per share to basic earnings (loss) per share (iv) free cash flow to its IFRS measure components (vi) adjusted revenues to revenue and (vii) organic revenue to revenue, in each case for the three- and twelve-months ended March 31, 2026 and March 31, 2025, is

contained in this MD&A (see "Reconciliation of Non-IFRS Measures to IFRS Measures"). This MD&A also contains a reconciliation of (i) non-cash working capital as a percentage of adjusted revenues and (ii) net debt to their IFRS measure components, in each case at both March 31, 2026 and March 31, 2025 (see "Reconciliation of Non-IFRS Measures to IFRS Measures"). A reconciliation of adjusted earnings from operations to earnings (loss) from operations for the three- and twelve-months ended March 31, 2026 and March 31, 2025 is also contained in this MD&A (see "Earnings and Adjusted Earnings from Operations"). A reconciliation of Order Bookings and Order Backlog to total Company revenues for the three- and twelve-months ended March 31, 2026 and March 31, 2025 is also contained in this MD&A (see "Order Backlog Continuity").

Exhibit 99.3



ATS CORPORATION

Annual Audited Consolidated Financial Statements

For the year ended March 31, 2026

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management of the Company, under the supervision of the Chief Executive Officer and the Interim Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over the Company's financial reporting ("ICFR"). ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We, including the Chief Executive Officer and the Interim Chief Financial Officer, have assessed the effectiveness of the Company's ICFR in accordance with "Internal Control – Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, we, including the Chief Executive Officer and the Interim Chief Financial Officer, have determined that the Company's ICFR was not effective as of March 31, 2026. The details of this evaluation and conclusion are documented in the Company's Annual MD&A under the heading "Management's Report on Internal Control over Financial Reporting."

However, giving full consideration to the ICFR conclusion, Management has concluded that the Audited Consolidated Financial Statements present fairly, in all material respects, the Company's financial position, the results of its operations and its cash flows for each of the periods presented in accordance with International Financial Reporting Standards.



Doug Wright Anne Cybulski
Chief Executive Officer Interim Chief Financial Officer

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of
ATS Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of ATS Corporation (the "Company") as of March 31, 2026 and 2025, the related consolidated statements of income (loss), comprehensive income, changes in equity and cash flows for each of the two years in the period ended March 31, 2026, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at March 31, 2026 and 2025, and its financial performance and its cash flows for each of the two years in the period ended March 31, 2026, in conformity with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of March 31, 2026, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated May 27, 2026 expressed an adverse opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion**.**

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Estimated costs to complete on revenues from construction contracts

Description of the Matter

The Company recognizes revenue over time based on the percentage of completion method related to its contracts to design and construct engineered automated manufacturing and test systems. The percentage of completion method is measured by reference to costs incurred to date as a percentage of the total estimated costs to complete a contract. The Company's policy for revenue recognition together with the related critical accounting estimates and judgments are described in notes 3 and 4 of the consolidated financial statements. The Company recognized $1,602,013 thousand of revenues from construction contracts for the year ended March 31, 2026.

Auditing the Company's estimated costs to complete on construction contracts where the Company has not fulfilled all performance obligations of the contracts scope of work at period-end was complex due to the significant estimation uncertainty and judgment involved in evaluating the assumptions made by management in estimating costs to complete. The total estimated costs to complete a contract can have a material impact on the amount and timing of revenue and profit recognized. The significant assumptions include those related to estimated future labour and materials costs.

How We Addressed the Matter in Our Audit	To test the estimated costs to complete on construction contracts applying the percentage of completion method, our audit procedures included, among others, selecting a sample of open contracts and agreeing the key terms of contractual arrangements and change orders to management's contract analysis and revenue calculations. We inquired and evaluated the consistency of responses obtained from operational personnel across various levels of management regarding risks and uncertainties related to the completion of the contract, as well as the nature of the work yet to be completed and estimated costs to complete such work. We evaluated the reasonableness of management's cost to complete assumptions for a sample of contracts by comparing estimated labour and materials costs to complete to vendor quotes, purchase orders, contractual labour rates or actual costs incurred for comparable completed contracts. We evaluated the reasonableness of management's historical estimates of costs to complete by comparing previous cost estimation forecasts to actual results for historical jobs and comparing the margin for a sample of construction contracts as at period-end to the estimate of margin at inception of the project and, where applicable, prior year-end margin. We also assessed the adequacy of disclosures that describe the areas of judgement and estimation uncertainties involving revenue recognition for construction contracts applying the percentage of completion method.

/s/ Ernst & Young LLP

Chartered Professional Accountants

Licensed Public Accountants

We have served as the Company's auditor since 2009

Toronto, Canada
May 27, 2026

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of
ATS Corporation

Opinion on Internal Control Over Financial Reporting

We have audited ATS Corporation's (the "Company") internal control over financial reporting as of March 31, 2026, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the "COSO criteria"). In our opinion, because of the effect of the material weakness described below, on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of March 31, 2026 based on the COSO criteria.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment. Management identified a material weakness related to one international division whereby the IT environment required compensating management review controls that were not designed and implemented with a sufficient level of precision, including the review and validation over the completeness and accuracy of information used in the performance of these controls.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated statements of financial position of the Company as of March 31, 2026 and 2025 and the related consolidated statements of income (loss), comprehensive income, changes in equity and cash flows for each of the two years in the period ended March 31, 2026, and the related notes (collectively referred to as the "consolidated financial statements"). The material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the 2026 consolidated financial statements, and this report does not affect our report dated May 27, 2026 which expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Controls over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Chartered Professional Accountants

Licensed Public Accountants

Toronto, Canada
May 27, 2026

ATS CORPORATION
Consolidated Statements of Financial Position
(in thousands of Canadian dollars)

As at	Note		March 31 2026	March 31 2025
ASSETS	16			
Current assets				
Cash and cash equivalents		$	284,957	225,947
Accounts receivable	22		523,738	719,435
Income tax receivable			10,356	32,065
Contract assets	22		436,847	503,552
Inventories	6		295,206	320,172
Deposits, prepaids and other assets	7		94,873	104,179
			1,645,977	1,905,350
Assets held for sale	10		60,302	—
			1,706,279	1,905,350
Non-current assets				
Property, plant and equipment	10, 21		259,791	325,048
Right-of-use assets	8, 21		147,054	122,291
Long-term deposits	7		3,710	4,992
Other assets	9		4,464	7,062
Goodwill	11		1,399,253	1,394,576
Intangible assets	12, 21		704,210	758,531
Deferred income tax assets	18		115,269	104,022
			2,633,751	2,716,522
Total assets		$	4,340,030	4,621,872
LIABILITIES AND EQUITY				
Current liabilities				
Bank indebtedness	16	$	6,744	27,271
Accounts payable and accrued liabilities			622,436	665,109
Income tax payable			34,123	40,073
Contract liabilities	22		307,306	330,134
Provisions	14		32,100	29,960
Current portion of lease liabilities	8		35,202	32,694
Current portion of long-term debt	16		173	219
			1,038,084	1,125,460
Non-current liabilities				
Employee benefits	15		26,075	25,805
Long-term provisions	14		468	1,000
Long-term lease liabilities	8		119,486	96,699
Long-term debt	16		1,274,552	1,543,459
Deferred income tax liabilities	18		80,462	100,573
Other long-term liabilities	9		21,445	19,519
			1,522,488	1,787,055
Total liabilities		$	2,560,572	2,912,515
Commitments and contingencies	16, 20			
EQUITY				
Share capital	17	$	852,805	842,015
Contributed surplus			30,758	36,539
Accumulated other comprehensive income			171,573	166,855
Retained earnings			722,621	660,368
Equity attributable to shareholders			1,777,757	1,705,777
Non-controlling interests			1,701	3,580
Total equity			1,779,458	1,709,357
Total liabilities and equity		$	4,340,030	4,621,872

On behalf of the Board:



Michael E. Martino
Director

Joanne S. Ferstman
Director

ATS CORPORATION
Consolidated Statements of Income (Loss)
(in thousands of Canadian dollars, except per share amounts)

Years ended March 31	Note	2026	2025
Revenues	21, 22	**$ 2,972,932**	$ 2,533,288
Operating costs and expenses			
Cost of revenues	23	**2,122,067**	1,886,641
Selling, general and administrative	23	**620,270**	604,241
Restructuring costs	14	**23,128**	23,972
Stock-based compensation	19	**8,687**	9,178
Earnings from operations		**198,780**	9,256
Net finance costs	24	**99,579**	92,194
Income (loss) before income taxes		**99,201**	(82,938)
Income tax expense (recovery)	18	**27,468**	(54,960)
Net income (loss)		**$ 71,733**	$ (27,978)
Attributable to			
Shareholders		**$ 71,637**	$ (28,049)
Non-controlling interests		**96**	71
		$ 71,733	$ (27,978)
Earnings (loss) per share attributable to shareholders			
Basic and diluted	25	**$ 0.73**	$ (0.29)

See accompanying notes to the consolidated financial statements.

ATS CORPORATION
Consolidated Statements of Comprehensive Income
(in thousands of Canadian dollars)

Years ended March 31	Note	2026	2025
Net income (loss)		**$ 71,733**	$ (27,978)
Other comprehensive income (loss):			
Items to be reclassified subsequently to net income (loss):			
Currency translation adjustment (net of income taxes of $nil)		**(8,742)**	122,614
Net unrealized gain (loss) on derivative financial instruments designated as cash flow hedges	13	**5,295**	(18,165)
Tax impact		**(1,342)**	4,555
Loss transferred to net income (loss) for derivatives designated as cash flow hedges	13	**5,809**	3,620
Tax impact		**(1,431)**	(924)
Cross-currency interest rate swap adjustment	13	**2,378**	(3,839)
Tax impact		**(595)**	960
Variable for fixed interest rate swap adjustment	13	**3,328**	(7,732)
Tax impact		**(832)**	1,933
Items that will not be reclassified subsequently to net income (loss):			
Actuarial gains (losses) on defined benefit pension plans	15	**717**	(133)
Tax impact		**(191)**	13
Other comprehensive income		**4,394**	102,902
Comprehensive income		**$ 76,127**	$ 74,924
Attributable to			
Shareholders		**$ 76,200**	$ 74,531
Non-controlling interests		**(73)**	393
		$ 76,127	$ 74,924

See accompanying notes to the consolidated financial statements.

ATS CORPORATION
Consolidated Statements of Changes in Equity
(in thousands of Canadian dollars)

Year ended March 31, 2026

	Share capital	Contributed surplus	Retained earnings	Currency translation adjustments	Cash flow hedge reserve	Total accumulated other comprehensive income	Non-controlling interests	Total equity
Balance, as at March 31, 2025	**$ 842,015**	**$ 36,539**	**$ 660,368**	**$ 170,927**	**$ (4,072)**	**$ 166,855**	**$ 3,580**	**$ 1,709,357**
Net income	**—**	**—**	**71,637**	**—**	**—**	**—**	**96**	**71,733**
Other comprehensive income (loss)	**—**	**—**	**526**	**(8,573)**	**12,610**	**4,037**	**(169)**	**4,394**
Total comprehensive income (loss)	**—**	**—**	**72,163**	**(8,573)**	**12,610**	**4,037**	**(73)**	**76,127**
Purchase of non-controlling interest	**—**	**—**	**(2,564)**	**—**	**—**	**—**	**(1,806)**	**(4,370)**
Stock-based compensation	**—**	**5,057**	**—**	**—**	**—**	**—**	**—**	**5,057**
Exercise of stock options	**16,099**	**(3,677)**	**—**	**—**	**—**	**—**	**—**	**12,422**
Settlement of RSUs (note 19)	**7,161**	**(7,161)**	**—**	**—**	**—**	**—**	**—**	**—**
Common shares held in trust (note 19)	**(9,616)**	**—**	**—**	**—**	**—**	**—**	**—**	**(9,616)**
Repurchase of common shares (note 17)	**(2,854)**	**—**	**(7,346)**	**—**	**—**	**—**	**—**	**(10,200)**
Hedging reserve reclassified to net income	**—**	**—**	**—**	**—**	**681**	**681**	**—**	**681**
Balance, as at March 31, 2026	**$ 852,805**	**$ 30,758**	**$ 722,621**	**$ 162,354**	**$ 9,219**	**$ 171,573**	**$ 1,701**	**$ 1,779,458**

Year ended March 31, 2025

	Share capital	Contributed surplus	Retained earnings	Currency translation adjustments	Cash flow hedge reserve	Total accumulated other comprehensive income	Non-controlling interests	Total equity
Balance, as at March 31, 2024	$ 865,897	$ 26,119	$ 724,495	$ 48,635	$ 15,520	$ 64,155	$ 3,281	$ 1,683,947
Net income (loss)	—	—	(28,049)	—	—	—	71	(27,978)
Other comprehensive income (loss)	—	—	(120)	122,292	(19,592)	102,700	322	102,902
Total comprehensive income (loss)	—	—	(28,169)	122,292	(19,592)	102,700	393	74,924
Purchase of non-controlling interest	—	—	94	—	—	—	(94)	—
Stock-based compensation	—	10,564	—	—	—	—	—	10,564
Exercise of stock options	639	(144)	—	—	—	—	—	495
Common shares held in trust	(14,690)	—	—	—	—	—	—	(14,690)
Repurchase of common shares	(9,831)	—	(36,052)	—	—	—	—	(45,883)
Balance, as at March 31, 2025	$ 842,015	$ 36,539	$ 660,368	$ 170,927	$ (4,072)	$ 166,855	$ 3,580	$ 1,709,357

See accompanying notes to the consolidated financial statements.

ATS CORPORATION
Consolidated Statements of Cash Flows
(in thousands of Canadian dollars)

Years ended March 31	Note	2026	2025
Operating activities			
Net income (loss)		**$ 71,733**	$ (27,978)
Items not involving cash			
Depreciation of property, plant and equipment	10	**34,470**	33,674
Amortization of right-of-use assets	8	**38,821**	33,824
Amortization of intangible assets	12	**90,582**	85,172
Deferred income taxes	18	**(37,522)**	(84,546)
Other items not involving cash		**(1,345)**	(16,971)
Stock-based compensation	19	**5,057**	10,564
Change in non-cash operating working capital	26	**246,587**	(7,968)
Cash flows provided by operating activities		**$ 448,383**	$ 25,771
Investing activities			
Acquisition of property, plant and equipment	10	**$ (33,642)**	$ (33,952)
Acquisition of intangible assets	12	**(43,134)**	(44,078)
Business acquisitions, net of cash acquired	5	**—**	(179,389)
Settlement of cross-currency interest rate swap instrument	9	**—**	(16,555)
Proceeds from disposal of property, plant and equipment		**740**	5,532
Cash flows used in investing activities		**$ (76,036)**	$ (268,442)
Financing activities			
Bank indebtedness		**$ (20,420)**	$ 22,478
Repayment of long-term debt		**(331,424)**	(573,777)
Proceeds from long-term debt		**84,999**	907,015
Settlement of cross-currency interest rate swap instrument	9	**—**	24,262
Proceeds from exercise of stock options		**12,422**	495
Purchase of non-controlling interest		**(4,370)**	—
Repurchase of common shares	17	**(10,000)**	(44,983)
Acquisition of shares held in trust	19	**(9,616)**	(14,690)
Principal lease payments		**(34,676)**	(30,519)
Cash flows provided by (used in) financing activities		**$ (313,085)**	$ 290,281
Effect of exchange rate changes on cash and cash equivalents		**(252)**	8,160
Increase in cash and cash equivalents		**59,010**	55,770
Cash and cash equivalents, beginning of year		**225,947**	170,177
Cash and cash equivalents, end of year		**$ 284,957**	$ 225,947
Supplemental information			
Cash income taxes paid		**$ 42,166**	$ 61,936
Cash interest paid		**$ 97,501**	$ 95,151

See accompanying notes to the consolidated financial statements.

1. CORPORATE INFORMATION

ATS Corporation and its subsidiaries (collectively, "ATS" or the "Company") is an industry leader in planning, designing, building, commissioning and servicing automated manufacturing systems - including automation products and test solutions - for a broadly diversified base of customers.

The Company is listed on the Toronto Stock Exchange and the New York Stock Exchange under the ticker symbol "ATS" and is incorporated and domiciled in Ontario, Canada. The address of its registered office is 730 Fountain Street North, Cambridge, Ontario, Canada.

The annual audited consolidated financial statements of the Company for the year ended March 31, 2026 were authorized for issue by the Board of Directors (the "Board") on May 27, 2026.

2. BASIS OF PREPARATION

These consolidated financial statements were prepared on a historical cost basis, except for derivative instruments that have been measured at fair value. The annual audited consolidated financial statements are presented in Canadian dollars and all values are rounded to the nearest thousand, except where otherwise stated.

Statement of compliance
These consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

Basis of consolidation
These consolidated financial statements include the accounts of the Company and its subsidiaries. Subsidiaries are those entities where the Company directly or indirectly owns the majority of the voting power or can otherwise control the activities. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. Non-controlling interests in the equity and results of the Company's subsidiaries are presented separately in the consolidated statements of income (loss) and within equity on the consolidated statements of financial position.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and will continue to be consolidated until the date that such control ceases. The Company's material subsidiaries are Automation Tooling Systems Enterprises GmbH, ATS Industrial Automation Inc., Olimon Hungary Kft., and Automation Tooling Systems Enterprises Inc. The Company has a 100% voting and equity securities interest in each of these corporations. All material intercompany balances, transactions, revenues and expenses and profits or losses, including dividends resulting from intercompany transactions, have been eliminated on consolidation.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

(a) Business combinations and goodwill: Business combinations are accounted for using the acquisition method. The cost of the acquisition is measured as the aggregate of the consideration transferred, measured at the acquisition date fair value, and the amount of any non-controlling interest in the acquiree. For each business combination, the Company measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs are expensed as incurred.

When the Company acquires a business, it assesses the assets and liabilities assumed based upon the estimated fair values at the date of acquisition, except where specific exceptions are provided in IFRS 3 - *Business Combinations* ("IFRS 3"). The Company determines the fair value of the assets acquired and the liabilities assumed based on discounted cash flows, market information and information that is available to the Company.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes in the fair value of the contingent consideration that is deemed to be an asset or liability will be recognized in accordance with IFRS 9 - *Financial Instruments* ("IFRS 9") in the consolidated statements of income (loss). If the contingent consideration is classified as equity, it will not be remeasured. Subsequent settlement is accounted for within equity. In instances where the contingent consideration does not fall within the scope of IFRS 9, it is measured in accordance with the appropriate IFRS standard.

Goodwill represents the excess of the cost of an acquisition over the fair value of the Company's share of the net identifiable assets of the acquiree at the date of acquisition.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill is allocated to cash-generating units ("CGUs") or groups of CGUs based on the level at which management monitors it. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose.

Where goodwill forms part of a CGU and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair values of the operation disposed of and the portion of the CGU retained.

(b) Foreign currency: Functional currency is the currency of the primary economic environment in which the subsidiary operates and is normally the currency in which the subsidiary generates and uses cash. Each subsidiary in the Company determines its own functional currency, and items included in the consolidated financial statements of each subsidiary are measured using that functional currency. The Company's functional and presentation currency is the Canadian dollar.

Transactions
Foreign currency transactions are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate at the reporting date. All differences are recorded in the consolidated statements of income (loss). Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Translation
The assets and liabilities of foreign operations are translated into Canadian dollars at period-end exchange rates, and their revenue and expense items are translated at exchange rates prevailing at the dates of the transactions. The resulting exchange differences are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in the consolidated statements of income (loss).

(c) Revenue: The Company recognizes revenue from construction contracts, the sale of goods, and by services rendered, in accordance with IFRS 15 - *Revenue from Contracts with Customers* ("IFRS 15"). Revenue is measured based on the consideration specified in a contract and the Company recognizes revenue when it transfers control of a product or provides a service to a customer. If the contract includes variable consideration, such as volume rebates, the Company only includes the amount in the transaction amount if it is measurable and highly probable to occur. With respect to incremental costs such as sales commissions incurred in obtaining a contract, the Company has elected to apply the practical expedient to expense these costs.

Construction contracts
A construction contract generally includes the design, manufacture and installation of new equipment for a customer's system. The Company generally considers a construction contract to contain one performance obligation. However, the Company may provide several distinct goods or services as part of a contract, in which case, the Company separates the contract into more than one performance obligation. If a contract is separated into more than one performance obligation, the total transaction price is allocated to each performance obligation in an amount based on the estimated relative standalone selling prices of the promised goods or services underlying each performance obligation.

The Company typically satisfies construction contract performance obligations over time; therefore, the Company recognizes revenue over time as the performance obligations are satisfied using the stage of completion method as described below:

- The stage of completion of fixed price contracts is measured based on costs incurred, as a percentage of total costs anticipated on each contract.

- The stage of completion of time and material contracts is measured using the right to invoice practical expedient - revenue is recognized at the contractual rates as labour hours are delivered and direct expenses are incurred.

Payment terms on fixed price contracts are normally based on set milestones outlined in the contract. Amounts received in advance of the associated contract work being performed are recorded as contract liabilities. Revenue is recognized without issuing an invoice and this entitlement to consideration is recognized as a reduction of the contract liability or as a contract asset. Payment terms on time and material contracts are normally based on a monthly billing cycle. When the contract outcome cannot be measured reliably, revenue is recognized only to the extent that the expenses incurred are eligible to be recovered. Provisions for estimated losses on incomplete contracts are made in the period that losses are determined.

Sale of goods
Revenue related to the sale of goods is recognized at a point in time when the Company satisfies a performance obligation and control of the asset is transferred to the customer. In determining satisfaction of a performance obligation, the Company considers the terms of the contract, including shipping terms, and transfer of title and risk.

Services rendered
A service contract can include modifications to existing customer equipment, maintenance services, training, line relocation, onsite support, field service, remote support and consulting services. The Company generally considers service contracts to contain one performance obligation, which is satisfied over time. Therefore, revenue is recognized over time, using the stage of completion method described below:

- The stage of completion of fixed price contracts to provide specified services at specific times is measured based on costs incurred, excluding costs that are not representative of progress to completion, as a percentage of total costs anticipated on each contract.

- The stage of completion of fixed price contracts to provide an indeterminable number of services over a specified period of time is measured based on contract term elapsed as a percentage of the full contract term.

- The stage of completion of time and material contracts is measured using the right to invoice practical expedient - revenue is recognized at the contractual rates as labour hours are delivered and direct expenses are incurred.

Payment terms on service contracts are similar to construction contracts. Provisions for estimated losses on incomplete contracts are made in the period that losses are determined.

Revenue-related assets and liabilities:

Trade receivables
A trade receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Trade receivables are typically due upon issuance of an invoice. Payment terms on fixed price contracts are normally based on set milestones outlined in the contract. The ATS generally accepted payment terms (with regard to customer contracts) make it improbable that a significant financing component would exist in contracts with customers. If there is a variable consideration component to a contract, it is only included in the transaction price when it is highly probable that the consideration will result in revenue and can be reliably measured.

Contract assets
Contract assets represent the right to consideration in exchange for goods or services that have been transferred to a customer. These assets are transferred to accounts receivable when the right to receive the consideration becomes unconditional.

Contract liabilities
Contract liabilities represent the obligation to transfer goods and services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognized as revenue when the Company performs under the contract.

Unearned revenue
Unearned revenue relates to deposits or prepayments from customers for service and sale of goods contracts where revenue is earned at a point in time. Unearned revenue is included in accounts payable and accrued liabilities in the consolidated statements of financial position.

(d) Investment tax credits and government grants: Investment tax credits are accounted for as a reduction in the cost of the related asset or expense where there is reasonable assurance that such credits will be realized. Government grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be met. When the grant relates to an expense item, it is deducted from the cost that it is intended to compensate. When the grant relates to an asset, it is deducted from the cost of the related asset. If a grant becomes repayable, the inception-to-date impact of the assistance previously recognized in income is reversed immediately in the period in which the assistance becomes repayable.

(e) Taxes:

Current income tax
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the reporting date, in the countries where the Company operates and generates taxable income. Current income tax related to items recognized directly in equity is also recognized in equity and not in the consolidated statements of income (loss). Management periodically evaluates positions taken in the tax filings with respect to situations in which applicable tax regulations are subject to interpretation, and establishes provisions where appropriate.

Deferred income tax
Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset will be realized or the liability will be settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred income taxes are recognized for all taxable temporary differences, except:

- When the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint operations, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences and carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carryforward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint operations, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that all or part of the deferred income tax asset will be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable the benefit will be recovered.

Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to offset current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Deferred income tax related to items recognized outside profit or loss is also recognized outside profit or loss. Deferred income tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Income tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognized subsequently if new information about facts and circumstances existing at the acquisition date changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it occurs during the measurement period or in profit or loss.

Revenues, expenses and assets are recognized net of the amount of sales tax, except where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable. Receivables and payables are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of accounts receivable or accounts payable and accrued liabilities on the consolidated statements of financial position.

(f) Property, plant and equipment: Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing component parts of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, ATS derecognizes the replaced part and recognizes the new part with its own associated useful life and depreciation. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the consolidated statements of income (loss) as incurred.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Buildings	25 to 40 years
Production equipment	3 to 10 years
Other equipment	3 to 10 years

Leasehold improvements are amortized over the shorter of the term of the related lease or their remaining useful life on a straight-line basis.

An item of property, plant and equipment or any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or eventual disposition. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statements of income (loss) when the asset is derecognized.

The assets' residual values, useful lives and methods of depreciation are reviewed on an annual basis or more frequently if required and adjusted prospectively, if appropriate.

(g) Leases: At the inception of a contract, the Company determines whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an underlying asset for a period of time in exchange for consideration. The Company recognizes a right-of-use ("ROU") asset and a lease liability on the date the leased asset is available for use by the Company (at the commencement of the lease).

Right-of-use assets
ROU assets are initially measured at cost, which is comprised of the initial amount of the lease liability, any initial direct costs incurred and an estimate of costs to dismantle, remove or restore the underlying asset or site on which it is located, less any lease payments made at or before the commencement date. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, a recognized ROU asset is depreciated using the straight-line method over the shorter of its estimated useful life (refer to (f) - Property, plant and equipment) or the lease term. The ROU asset may be adjusted for certain remeasurements of the lease liability and impairment losses.

Lease liabilities
The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily available. The Company uses a single discount rate for a portfolio of leases with reasonably similar characteristics. Lease payments include fixed payments less any lease incentives, and any variable lease payments where variability depends on an index or rate. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payment of penalties for termination of a lease. Each lease payment is allocated between the repayment of the principal portion of the lease liability and the interest portion. The finance cost is charged to net finance costs in the consolidated statements of income (loss) over the lease period. Payments associated with short-term leases (lease term of 12 months or less) and leases of low-value assets are recognized on a straight-line basis as an expense in the consolidated statements of income (loss) as permitted by IFRS 16 - *Leases* ("IFRS 16").

The carrying amount of the lease liability is remeasured if there is a modification resulting in a change in the lease term, a change in the future lease payments, or a change in the Company's estimate of whether it will exercise a purchase, extension or termination option. If the lease liability is remeasured, a corresponding adjustment is made to the ROU asset.

As a practical expedient, IFRS 16 permits a lessee to not separate non-lease components, but instead account for any lease and associated non-lease components as a single arrangement. The Company has applied this practical expedient.

Determining the lease term of contracts with renewal or termination options
The lease term includes the non-cancellable term of the lease including extension and termination options if the Company is reasonably certain to exercise the option. The Company applies judgment in evaluating whether it is reasonably certain to exercise the options. All relevant factors that create an economic incentive for it to exercise the renewal are considered. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option.

(h) Borrowing costs: Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

(i) Intangible assets: Acquired intangible assets are primarily software, customer relationships, brands and technologies. Intangible assets acquired separately are initially recorded at fair value and subsequently at cost less accumulated amortization and impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over their useful economic lives, ranging from 1 to 15 years, on a straight-line basis. Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as a change in accounting estimate. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of income (loss) in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized. The Company assesses the indefinite life at each reporting date to determine if there is an indication that an intangible asset may be impaired. If any indication exists, or when annual impairment testing for the intangible asset is required, the Company estimates the recoverable amount at the CGU level to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. An asset is impaired when the recoverable amount is less than its carrying amount. The recoverable amount is the higher of an asset's fair value less costs to sell or its value in use. Impairment losses relating to intangible assets are evaluated for potential reversals when events or changes in circumstances warrant such consideration.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of income (loss) when the asset is derecognized.

Research and development expenditures
Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset only when the following conditions are demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- The Company's intention to complete and its ability to use or sell the intangible asset;
- How the asset will generate future economic benefits;
- The availability of resources to complete the intangible asset; and
- The ability to measure the expenditures reliably during development.

Following initial recognition of the development expenditure as an asset, the cost model is applied, requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. In the event that a product program for which costs have been deferred is modified or cancelled, the Company will assess the

recoverability of the deferred costs and, if considered unrecoverable, will expense the costs in the period the assessment is made. Unamortized development costs are tested for impairment annually.

(j) Financial instruments:

Recognition
Financial assets and financial liabilities are recognized on the consolidated statements of financial position when the Company becomes a party to the contractual provisions of the instrument.

Classification
The Company classifies its financial assets and financial liabilities in the following measurement categories: amortized cost, fair value through profit or loss ("FVTPL"), fair value through other comprehensive income ("FVTOCI"), or derivatives designated as a hedging instrument in an effective hedge. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets are measured at amortized cost where the business model is to hold the financial asset to collect its contractual cash flows.

Financial liabilities are classified to be measured at amortized cost, derivatives designated as a hedging instrument in an effective hedge, or they are designated to be measured subsequently at FVTPL. For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company classifies and measures financial assets (excluding derivatives) on initial recognition as described below:

- Cash and cash equivalents and restricted cash are classified as and measured at amortized cost.
- Accounts receivable and contract assets are classified as and measured at amortized cost using the effective interest rate method, less any impairment allowance. Accounts receivable are held within a hold-to-collect business model. The Company does not factor or sell any of its trade receivables.

Accounts payable and accrued liabilities, contract liabilities, bank indebtedness, and long-term debt are classified as other financial liabilities and are measured at amortized cost using the effective interest rate method.

Measurement
All financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issuance of financial instruments classified as amortized cost are included with the carrying value of such instruments. Transaction costs directly attributable to the acquisition of financial instruments classified as FVTPL are recognized immediately in profit or loss.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amounts outstanding, are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at fair value at the end of subsequent accounting periods, with changes recognized in profit or loss or other comprehensive income (irrevocable election at the time of recognition). Designation at FVTOCI is

not permitted if the equity investment is held for trading. The cumulative fair value gain or loss will not be reclassified to profit or loss on the disposal of the investments.

Derecognition
A financial asset is derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement, and either the Company has transferred substantially all the risks and rewards of the asset, or ATS has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statements of income (loss).

Impairment
The Company recognizes expected credit losses for trade receivables and contract assets based on the simplified approach under IFRS 9. The simplified approach to the recognition of expected losses does not require the Company to track the changes in credit risk; rather, the Company recognizes a loss allowance based on lifetime expected credit losses at each reporting date from the date of recognizing the trade receivable and contract asset.

Expected credit losses are measured as the difference in the present value of the contractual cash flows that are due to the Company under the contract, and the cash flows that the Company expects to receive. The Company assesses all information available, including past due status, credit ratings, the existence of third-party insurance, and forward-looking macroeconomic factors in the measurement of the expected credit losses associated with its assets carried at amortized cost.

Customer credit risk is managed according to established policies, procedures and controls. Customer credit quality is assessed in line with credit rating criteria. Outstanding customer balances are monitored for evidence of customer financial difficulties including payment default and technical disputes on the contract. Significant balances are reviewed individually while smaller balances are grouped and assessed collectively. The Company considers the aging of past due receivables along with known project technical disputes a primary consideration in assessing credit risk.

The Company measures expected credit loss by considering the risk of default over the contract period and incorporates forward-looking information into its measurement. A financial asset is generally considered in default if observable internal or external data indicates a measurable decrease in expected cash flows that the Company is expected to receive, including the existence of a technical dispute.

Financial assets are written off when there is no reasonable expectation of recovery. Trade receivables and contract assets are reviewed on a case-by-case basis to determine whether they are impaired. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicates that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. Trade receivables and contract assets are reviewed

qualitatively on a case-by-case basis to determine whether they need to be written off. An allowance is set up to reduce the financial asset balance to its estimated realizable value when the amount is not considered to be collectible in full. Once it is confirmed that the reserved amount is uncollectible, the amount may be written off and removed from the financial asset and reserve. Where trade receivables and contract assets have been written off, the Company continues to engage to recover the financial asset. Where recoveries are made, these are recognized in the consolidated statements of income (loss).

There has been no change to the estimation techniques or significant assumptions used in the impairment of financial instruments policy.

Fair value of financial instruments
The Company primarily applies the market approach for recurring fair value measurements. Three levels of inputs may be used to measure fair value:

Level 1 - unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 - inputs other than quoted prices included in Level 1 that are observable or can be corroborated by observable market data
Level 3 - unobservable inputs that are supported by no market activity

(k) Derivative financial instruments and hedge accounting: The Company may use derivative financial instruments such as forward foreign exchange contracts and cross-currency interest rate swaps to hedge its foreign currency risk. The Company designates certain derivative financial instruments as either fair value hedges, cash flow hedges or hedges of net investments in foreign operations.

Derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated. At the inception of the hedging relationship, the Company documents the economic relationship between the hedging instrument and the hedged item including whether the hedging instrument is expected to offset changes in cash flows of hedged items. At the inception of each hedging relationship, the Company documents its risk management objective, its strategy for undertaking various hedge transactions and how the Company will assess the hedging instrument's effectiveness in offsetting changes in fair value or cash flows of the hedged item attributable to the hedged risk. The hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine whether they have actually been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

Cash flow hedges
The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income and accumulated under the heading of cash flow reserve, while any ineffective portion is recognized immediately in the consolidated statements of income (loss).

Amounts recognized in other comprehensive income and accumulated in equity are transferred to the consolidated statements of income (loss) when the hedged item is recognized in profit or loss. These earnings are included within the same line of the consolidated statements of income (loss) as the hedged item.

If the forecasted transaction or firm commitment is no longer expected to occur, the cumulative gain or loss previously recognized in equity is transferred to the consolidated statements of income (loss). If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, any cumulative gain or loss previously recognized in other comprehensive income remains in other comprehensive income until the forecasted transaction or firm commitment affects profit or loss.

The Company uses forward foreign exchange contracts as hedges of its exposure to foreign currency risk on anticipated revenues or costs, and cross-currency interest rate swap contracts as hedges of its exposure related to its U.S. senior unsecured notes (the "U.S. Senior Notes"). The Company may use interest rate swap contracts to reduce its exposure to floating interest rates.

Hedges of net investments
Hedges of net investments in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument related to the effective portion of the hedge are recognized in other comprehensive income while any gains or losses related to the ineffective portion are recognized in the consolidated statements of income (loss). On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is transferred to the consolidated statements of income (loss). The Company uses cross-currency interest rate swap contracts as a hedge of its exposure to foreign exchange risk on its investments in foreign subsidiaries.

(l) Inventories: Inventories are stated at the lower of cost and net realizable value on a weighted average basis. The cost of raw materials includes purchase cost and costs incurred in bringing each product to its present location and condition. The cost of work in progress and finished goods includes cost of raw materials, labour and related manufacturing overhead, excluding borrowing costs, based on normal operating capacity. Cost of inventories includes the transfer from equity of gains and losses on qualifying cash flow hedges in respect of the purchase of raw materials. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Impairment losses, including impairment on inventories, are recognized in the consolidated statements of income (loss) in those expense categories consistent with the function of the impaired asset.

(m) Impairment of non-financial assets: The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other available fair value indicators.

(n) Provisions: Provisions are recognized when: the Company has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for

example under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statements of income (loss) net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Warranty provisions
Provisions for warranty-related costs are recognized when the product is sold or the service is provided. Initial recognition is based on historical experience and specific known risks. The initial estimate of warranty-related costs is reviewed at the end of each reporting period and adjusted to reflect the current experience rate.

Restructuring provisions
Restructuring provisions are only recognized when general recognition criteria for provisions are fulfilled. Additionally, the Company needs to have in place a detailed formal plan about the business or part of the business concerned, the location and number of employees affected, a detailed estimate of the associated costs and the appropriate timeline. The people affected have a valid expectation that the restructuring is being carried out or the implementation has been initiated already.

(o) Employee benefits: The Company operates pension plans in accordance with the applicable laws and regulations in the respective countries in which the Company conducts business. The pension benefits are provided through defined benefit and defined contribution plans. The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method, pro-rated on length of service and management's best estimate assumptions to value its pensions using a measurement date of March 31. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur in other comprehensive income. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset and is recognized in selling, general and administrative expenses in the consolidated statements of income (loss). The past service costs are recognized immediately in profit or loss as an expense.

The defined benefit asset or liability comprises the present value of the defined benefit obligation using the current interest rate at the reporting date on high-quality fixed-income investments with maturities that match the expected maturities of the obligation, less the fair value of plan assets out of which the obligations are to be settled. Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Fair value is based on market price information, and in the case of quoted securities, it is the published bid price. The value of any defined benefit asset recognized is restricted to the sum of any past service costs and actuarial gains and losses not yet recognized and the present value of any economic benefits available in the form of refunds from the plan or reductions in the future contributions to the plan.

The accounting method for other long-term employee benefit plans is similar to the method used for defined benefit plans, except that all actuarial gains and losses are recognized immediately in the consolidated statements of income (loss).

(p) Stock-based payments: The Company operates both equity-settled and cash-settled stock-based compensation plans under which the entity receives services from employees and the Board of Directors, as consideration for equity instruments of the Company or cash payments.

For equity-settled plans, the fair value determined at the grant date is expensed on a proportionate basis consistent with the vesting features of each grant and incorporates an estimate of the number of equity instruments that will ultimately vest. The total amount to be expensed is determined by reference to the fair value of the stock options or restricted share units granted, excluding the impact of any non-market service and performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period).

At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest based on the non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognized in the consolidated statements of income (loss) with a corresponding adjustment to equity. The proceeds received are credited to share capital when the units are exercised.

For cash-settled plans, the expense is determined based on the fair value of the liability incurred at each award date and at each subsequent consolidated statement of financial position date until the award is settled. The fair value of the liability is measured by applying quoted market prices. Changes in fair value are recognized in the consolidated statements of income (loss) in stock-based compensation expense.

(q) Non-current assets held for sale: The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets classified as held for sale are measured at the lower of their carrying value and fair value less costs to sell.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. The Company must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification. Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale.

Non-current assets classified as held for sale are presented separately as current items in the statements of financial position.

(r) Standards adopted in fiscal 2026:

The Company has not adopted any standards, interpretations or amendments that are expected to have an impact on the Company.

(s) Standards issued but not yet effective:

A number of new standards and amendments to standards have been issued but are not yet effective for the financial year ended March 31, 2026, and accordingly, have not been applied in preparing these consolidated financial statements. The Company reasonably expects the following standards to be applicable at a future date:

(i) Issuance of IFRS 18 - *Presentation and Disclosure in Financial Statements*

On April 9, 2024, the IASB issued IFRS 18, which will replace IAS 1 for reporting periods beginning on or after January 1, 2027. The new standard aims to improve comparability and transparency of communication in financial statements. IFRS 18 introduces the following key changes:

- A revised structure for the consolidated statement of income, including new defined categories of income and expenses and required subtotals such as operating profit or loss and profit or loss before financing and income taxes;
- New presentation requirements for operating expenses, which must be presented directly on the face of the income statement and classified based on their nature, function, or a combination of both;
- Enhanced disclosure requirements related to management-defined performance measures, including explanations of how such measures are calculated and how they reconcile to amounts presented in the financial statements; and
- Additional guidance on the aggregation and disaggregation of information in the financial statements and the notes to improve the organization and presentation of financial information.

The standard is required to be applied retrospectively in both annual and interim financial statements starting in the fiscal year ending March 31, 2028.

The Company is in the process of reviewing the new standard to determine the impact on its consolidated financial statements.

(ii) Issuance of amendments to IFRS 9 and IFRS 7

In May 2024, the IASB issued amendments to IFRS 9 and IFRS 7, effective for annual periods beginning on or after January 1, 2026, with early adoption permitted. These amendments clarify the timing of derecognition for financial liabilities settled through electronic payment systems, provide additional guidance on assessing the contractual cash flow characteristics of financial assets with a contingent feature, and introduce new disclosure requirements for equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features. While Management is in the process of finalizing its analysis, it currently anticipates that the adoption of these amendments will not have a significant impact on the Company’s consolidated financial statements.

4. CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the Company's annual audited consolidated financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities at the end of the reporting period. However, uncertainty about these estimates, judgments and assumptions could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The following are the critical judgments, estimates and assumptions that have been made in applying the Company's accounting policies and that have the most significant effect on the amounts in the consolidated financial statements:

(a) Revenue recognition and contracts in progress: Revenues from construction contracts are recognized on a percentage of completion basis as outlined in note 3(c) "Revenue." In applying the

accounting policy on construction contracts, judgment is required in determining the estimated costs to complete a contract. These factors are reviewed at each reporting period and by their nature may give rise to income volatility.
(b) Fair value measurement: Acquisitions that meet the definition of a business combination require the Company to recognize the assets acquired and liabilities assumed at their fair value on the date of the acquisition. The calculation of fair value of the assets and liabilities may require the use of estimates and assumptions, based on discounted cash flows, market information and using independent valuations and management's best estimates.

(c) Impairment of non-financial assets: Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation is based on forecasted discounted cash flows. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and growth rates used. The key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, are disclosed in note 12.

(d) Income taxes: Income tax assets and liabilities are measured at the amount that is expected to be realized or incurred upon ultimate settlement with taxation authorities. Such assessments are based upon the applicable income tax legislation, regulations and interpretations, all of which may be subject to change and interpretation. Investment tax credit assets, disclosed in note 18, are recognized as a reduction of the related expenses in the year in which the expenses are incurred, provided there is reasonable assurance that the credits will be realized. Management has made estimates and assumptions in determining the expenditures eligible for the investment tax credits claim and the amount could be materially different from the recorded amount upon review by the government. Deferred income tax assets, disclosed in note 18, are recognized to the extent that it is probable that taxable income will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred income tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

If the assessment of the Company's ability to utilize the deferred income tax asset changes, the Company would be required to recognize more or fewer deferred income tax assets, which would increase or decrease income tax expense in the period in which this is determined. The Company establishes provisions based on reasonable estimates for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous taxation audits and differing interpretations of tax regulations by the taxable entity and the respective tax authority. These provisions for uncertain tax positions are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all the relevant factors. The Company reviews the adequacy of these provisions at each quarter; however, it is possible that at some future date an additional liability could result from audits by the taxation authorities. Where the final tax outcome of these matters is different from the amount initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

(e) Stock-based payment transactions: The Company measures the cost of transactions with employees by reference to the fair value of the equity instruments. Estimating fair value for stock-based payment transactions requires the determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the future forfeiture rate, the expected life of the

share option, weighted average risk-free interest rate, volatility, dividend yield and achievement of performance conditions. The assumptions and models used for estimating fair value for stock-based payment transactions are disclosed in note 19.

(f) Employee benefits: The cost of defined benefit pension plans, the cost of other long-term employee benefit plans and the present value of the pension obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In determining the appropriate discount rate, management considers the interest rates of corporate bonds in the respective currency, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific country. Future salary increases and pension increases are based on expected future inflation rates for the respective country.

Further details about the assumptions used are provided in note 15.

(g) Tariffs: Management is monitoring the global tariff environment, including reciprocal measures from impacted jurisdictions. While some customers are evaluating capital spend, management has not seen any material impact on the Company's financial position, cash flows and operations.

On February 20, 2026, the United States ("US") Supreme Court ruled that the US International Emergency Economic Powers Act ("IEEPA") does not provide the executive branch of government the authority to impose tariffs. The recovery mechanism has not yet been finalized and therefore the impact of any potential refunds have not been reflected in these consolidated financial statements. Management will continue to monitor and assess the impact of the tariffs, including IEEPA refunds, on its judgment, estimates and amounts recognized in its consolidated financial statements.

5. ACQUISITIONS

(a) Prior year acquisitions

(i) On July 24, 2024, the Company acquired 100% of the shares of Paxiom Group ("Paxiom"), a provider of primary, secondary, and end-of-line packaging machines in the food and beverage, cannabis, and pharmaceutical industries. The total purchase price paid upon finalization of working capital adjustments was $146,438.

Cash used in investing activities in the year of acquisition was determined as follows:

Cash consideration	$	146,438
Less: cash acquired		(9,923)
	$	136,515

The allocation of the purchase price at fair value was as follows:

Purchase price allocation		
Cash	$	9,923
Other current assets		18,945
Property, plant and equipment		1,588
Right-of-use assets		11,562
Intangible assets with a definite life		
Technology		10,200
Customer relationships		44,700
Other		1,694
Intangible assets with an indefinite life		
Brands		12,200
Current liabilities		(17,745)
Other long-term liabilities		(10,438)
Deferred tax liability		(15,160)
Net identifiable assets	$	67,469
Residual purchase price allocated to goodwill		78,969
Purchase consideration	$	146,438

Current assets as of the acquisition date included accounts receivable of $5,328, representing the fair value of accounts receivable expected to be collected.

The purchase cost was allocated to the underlying assets acquired and liabilities assumed based upon the estimated fair values at the date of acquisition. The fair value of the assets acquired and the liabilities assumed have been finalized.

The primary factors contributing to the recognition of goodwill include the acquired workforce, access to new market growth opportunities, and the strategic value to the Company's growth plan. Approximately 80% of the amounts assigned to intangible assets and87% of the amounts assigned to goodwill are not expected to be tax-deductible. This acquisition was accounted for as a business combination, with the Company acquiring Paxiom using the purchase method of accounting as of July 24, 2024.

(ii) On August 30, 2024, the Company acquired all material assets from Heidolph Instruments GmbH & Co. KG and Hans Heidolph GmbH ("Heidolph"), a leading manufacturer of premium lab equipment for the life sciences and pharmaceutical industries. This acquisition was accounted for as a business combination with the Company as the acquirer, since Heidolph meets the definition of a business under IFRS 3. The total purchase price paid upon finalization of post-closing adjustments was $45,064 (30,252 Euros).

Cash used in investing activities in the year of acquisition was determined as follows:

Cash consideration	$	45,064
Less: cash acquired		(2,190)
	$	42,874

The allocation of the purchase price at fair value was as follows:

Purchase price allocation		
Cash	$	2,190
Other current assets		17,645
Property, plant and equipment		18,014
Right-of-use assets		3,204
Intangible assets with a definite life		
Customer relationships		1,564
Other		297
Intangible assets with an indefinite life		
Brands		5,213
Current liabilities		(9,093)
Other long-term liabilities		(3,204)
Net identifiable assets	$	35,830
Residual purchase price allocated to goodwill		9,234
Purchase consideration	$	45,064

Current assets as of the acquisition date included accounts receivable of $2,087, representing the fair value of accounts receivable expected to be collected.

The purchase cost was allocated to the underlying assets acquired and liabilities assumed based upon the estimated fair values at the date of acquisition. The fair value of the assets acquired and the liabilities assumed has been finalized. During the year ended March 31, 2026, changes to the purchase price allocation for the acquisition resulted in an increase to intangible assets of $893, a decrease to working capital of $3,638, and an increase to goodwill of $2,745.

The primary factors contributing to the recognition of goodwill include the acquired workforce and adjacent strategic capabilities, which will complement existing ATS businesses to provide comprehensive laboratory solutions. The amounts assigned to goodwill and intangible assets are expected to be 100% tax-deductible. This acquisition was accounted for as a business combination, with the Company acquiring Heidolph using the purchase method of accounting as of August 30, 2024.

6. INVENTORIES

As at		**March 31 2026**		March 31 2025
Raw materials	**$**	**140,322**	$	145,110
Work in progress		**91,466**		105,836
Finished goods		**63,418**		69,226
	$	**295,206**	$	320,172

The amount charged to net income (loss) and included in cost of revenues for the write-down of inventories for valuation issues during the year ended March 31, 2026 was $13,356 (March 31, 2025 - $5,021). The amount of inventories carried at net realizable value as at March 31, 2026 was $20,992 (March 31, 2025 - $8,035). For the year ended March 31, 2026, the Company recognized expense related to cost of inventories of $988,453 (March 31, 2025 - $795,706) in cost of revenues in the consolidated statements of income (loss).

7. DEPOSITS, PREPAIDS AND OTHER ASSETS

As at	**March 31 2026**	March 31 2025
Prepaid assets	**$ 40,571**	$ 41,208
Restricted cash [(i)]	**623**	784
Supplier deposits [(ii)]	**24,507**	33,429
Investment tax credits receivable	**23,448**	24,463
Current portion of cross-currency interest rate swap instrument	**—**	2,597
Forward foreign exchange contracts	**5,724**	1,698
	$ 94,873	$ 104,179

(i) Restricted cash primarily consists of a pledged account for post-employment benefit payments.

(ii) As at March 31, 2026, the long-term portion of deposits was $3,710 (March 31, 2025 - $4,992), which is recorded in long-term deposits in the consolidated statements of financial position.

8. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Changes in the net balance of right-of-use assets during the years ended March 31, 2026 and March 31, 2025 were as follows:

	Buildings	**Vehicles and equipment**	**Total**
Balance, at March 31, 2024	$ 85,588	$ 20,073	$ 105,661
Additions	17,577	11,463	29,040
Amortization	(24,129)	(9,695)	(33,824)
Acquisition of subsidiaries	14,766	—	14,766
Exchange and other adjustments	5,000	1,648	6,648
Balance, at March 31, 2025	$ 98,802	$ 23,489	$ 122,291
Additions	48,682	13,006	61,688
Amortization	(27,249)	(11,572)	(38,821)
Exchange and other adjustments	1,574	322	1,896
Balance, at March 31, 2026	**$ 121,809**	**$ 25,245**	**$ 147,054**

Changes in the balance of lease liabilities during the years ended March 31, 2026 and March 31, 2025 were as follows:

		2026		2025
Balance, at April 1	**$**	**129,393**	$	111,379
Additions		**61,688**		29,040
Interest		**6,715**		6,048
Payments		**(41,391)**		(36,567)
Exchange and other adjustments		**(1,717)**		4,727
Balance, at March 31	**$**	**154,688**	$	129,393
Less: current portion		**35,202**		32,694
	$	**119,486**	$	96,699

The right-of-use assets and lease liabilities relate to leases of real estate properties, automobiles and other equipment. For the year ended March 31, 2026, the Company recognized an expense related to short-term and low-value leases of $3,768 in cost of revenues (March 31, 2025 - $4,077), and $2,969 (March 31, 2025 - $2,409) in selling, general and administrative expenses in the consolidated statements of income (loss).

The annual lease obligations for the next five years and thereafter are as follows:

As at		March 31 2026
Less than one year	$	39,730
One - two years		32,854
Two - three years		27,650
Three - four years		23,559
Four - five years		17,784
Due in over five years		32,463
Total undiscounted lease liabilities	$	174,040

The Company does not face a significant liquidity risk in regard to its lease obligations.

9. OTHER ASSETS AND LIABILITIES

Other assets consist of the following:

As at		**March 31 2026**		March 31 2025
Cross-currency interest rate swap instruments [(i), (iv)]	**$**	**—**	$	1,342
Long-term investment tax credits [(vi)]		**4,096**		5,705
Long-term forward foreign exchange contracts [(v)]		**335**		—
Other		**33**		15
	$	**4,464**	$	7,062

Other long-term liabilities consist of the following:

As at		**March 31 2026**		March 31 2025
Cross-currency interest rate swap instruments [(i)]	**$**	**20,406**	$	10,131
Variable for fixed interest rate swap instruments [(ii), (iii)]		**200**		6,534
Long-term forward foreign exchange contracts [(v)]		**108**		2,854
Other		**731**		—
	$	**21,445**	$	19,519

(i) On December 5, 2024, the Company settled the cross-currency interest rate swap instrument to swap U.S. $175,000 into Canadian dollars that was maturing on December 15, 2025. The Company received interest of 4.125% U.S. per annum and paid interest of 4.169% Canadian. The Company also settled the cross-currency interest rate swap instrument to swap 161,142 Euros into Canadian dollars that was maturing on December 15, 2025. The Company received interest of 4.169% Canadian per annum and paid interest of 2.351% Euros. The Company received $7,707 to settle the cross-currency swaps, of which $16,555 was recorded as cash paid in investing activities (portion related to Euro-denominated net investment hedge) and $24,262 was recorded as cash received in financing activities (portion related to the foreign currency Senior Note hedge) in the consolidated statements of cash flows.

On December 5, 2024, the Company entered into a cross-currency interest rate swap instrument to swap U.S. $175,000 into Canadian dollars to hedge a portion of its foreign exchange risk related to its U.S. dollar-denominated Senior Notes ("U.S. Senior Notes"). The Company will receive interest of 4.125% U.S. per annum and pay interest of 3.128% Canadian. The terms of the hedging instrument will end on December 15, 2027.

The Company also entered into a cross-currency interest rate swap instrument on December 5, 2024 to swap165,328 Euros into Canadian dollars to hedge the net investment in European operations. The Company will receive interest of 3.128% Canadian per annum and pay interest of 2.645% Euros. The terms of the hedging relationship will end on December 15, 2027.

(ii) On November 21, 2023, the Company entered into a variable for fixed interest rate swap instrument to swap the variable interest rate on the $300,000 outstanding on the secured credit facility at that date, to a fixed 4.044% interest rate. The terms of the hedging relationship will end on November 4, 2026. The current portion of the variable for fixed interest rate swap instrument is recorded in deposits, prepaids and other assets for asset balances, and accounts payable and accrued liabilities for liability balances, on the consolidated statements of financial position.

On March 16, 2026, the Company discontinued hedge accounting on the $150,000 revolver portion of the credit facility due to a repayment of the hedged item. The $1,367 accumulated in other comprehensive income related to this portion of the hedge, was transferred to the consolidated statements of income (loss) for the year ended March 31, 2026. The $150,000 term loan remains in the pre-existing hedging relationship.

(iii) On March 16, 2026, the Company entered into a forward starting variable for fixed interest rate swap instrument to swap the variable interest rate on the $150,000 outstanding on the term loan to a fixed 3.264%. The terms of the hedging relationship will be effective November 4, 2026 and will end on November 4, 2028.

(iv) The current portion of the cross-currency interest rate swap instrument is recorded in deposits, prepaids and other assets, on the consolidated statements of financial position.

(v) The current portion of the forward foreign exchange contracts is recorded in deposits, prepaids and other assets for asset balances, and accounts payable and accrued liabilities for liability balances, on the consolidated statements of financial position.

(vi) The current portion of the investment tax credits is recorded in deposits, prepaids and other assets on the consolidated statements of financial position.

10. PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings and leaseholds	Production equipment	Other equipment	Total
Cost:					
Balance, at March 31, 2024	$ 39,727	$ 226,225	$ 54,464	$ 102,423	$ 422,839
Additions	1,498	9,139	7,445	15,870	33,952
Acquisition of subsidiaries	4,359	11,212	2,060	1,971	19,602
Disposals	—	(2,178)	(1,832)	(6,354)	(10,364)
Exchange and other adjustments [i]	3,482	9,080	5,168	(490)	17,240
Balance, at March 31, 2025	$ 49,066	$ 253,478	$ 67,305	$ 113,420	$ 483,269
Additions	223	8,973	9,343	15,103	33,642
Disposals	—	(1,302)	(2,709)	(10,256)	(14,267)
Assets held for sale [ii]	(5,305)	(62,762)	—	—	(68,067)
Exchange and other adjustments [i]	321	(955)	3,373	(2,042)	697
Balance, at March 31, 2026	**$ 44,305**	**$ 197,432**	**$ 77,312**	**$ 116,225**	**$ 435,274**

	Land	Buildings and leaseholds	Production equipment	Other equipment	Total
Depreciation:					
Balance, at March 31, 2024	$ —	$ (46,780)	$ (22,753)	$ (56,329)	$ (125,862)
Depreciation expense	—	(12,627)	(8,293)	(12,754)	(33,674)
Disposals	—	579	1,301	5,813	7,693
Exchange and other adjustments [i]	—	(2,249)	(1,498)	(2,631)	(6,378)
Balance, at March 31, 2025	$ —	$ (61,077)	$ (31,243)	$ (65,901)	$ (158,221)
Depreciation expense	—	(11,909)	(9,359)	(13,202)	(34,470)
Disposals	—	1,184	2,624	9,719	13,527
Assets held for sale [ii]	—	7,765	—	—	7,765
Exchange and other adjustments [i]	—	(795)	(1,628)	(1,661)	(4,084)
Balance, at March 31, 2026	**$ —**	**$ (64,832)**	**$ (39,606)**	**$ (71,045)**	**$ (175,483)**
Net book value:					
At March 31, 2026	**$ 44,305**	**$ 132,600**	**$ 37,706**	**$ 45,180**	**$ 259,791**
At March 31, 2025	$ 49,066	$ 192,401	$ 36,062	$ 47,519	$ 325,048

(i) Represents translation from the functional currency of the related foreign operations into Canadian dollars at the period-end exchange rate. The resulting exchange differences are recognized in the consolidated statements of comprehensive income.
(ii) The Company has classified the land, building and leaseholds associated with certain facilities in the US and a facility in Germany as held for sale, as part of the reorganization of the Company's transportation related business. The assessed fair value, less costs to sell, of the assets exceeds the current carrying value and therefore no adjustments were recorded to the carrying value. For the year ended March 31, 2026, amortization expense of $2,060 was recognized in cost of revenues in the consolidated statements of income (loss), prior to the assets being classified as held for sale at year end. Fair value was estimated with reference to current external offers as well as property appraisals.

Included in building and leaseholds as at March 31, 2026 were $3,366 (March 31, 2025 - $3,678) of assets that relate to the expansion and improvement of a manufacturing facility that is in progress and has not been depreciated. Included in other equipment as at March 31, 2026 is $10,928 (March 31, 2025 - $7,630) of assets that are under construction and have not been depreciated.

11. GOODWILL

The carrying amount of goodwill acquired through business combinations has been allocated to a group of CGUs that combine to form a single operating segment, ATS Corporation, as follows:

As at	Note	2026	2025
Balance, at April 1		**$ 1,394,576**	$ 1,228,600
Acquisition of subsidiaries [i]	5	**2,745**	85,458
Exchange and other adjustments [ii]		**1,932**	80,518
Balance, at March 31		**$ 1,399,253**	$ 1,394,576

(i) Includes measurement period adjustments in accordance with IFRS 3. There were no acquisitions recorded for the year ended March 31, 2026.

(ii) Represents translation from the functional currency of the related foreign operations into Canadian dollars at the period-end exchange rate. The resulting exchange differences are recognized in the consolidated statements of comprehensive income.

The Company performed its annual impairment test of goodwill in the fourth quarter. The recoverable amount of the group of CGUs is determined based on fair value less costs of disposal using a capitalized EBITDA approach. The approach requires management to estimate maintainable future EBITDA and capitalize this amount by rates of return which incorporate the specific risks and opportunities facing the business. EBITDA is defined as earnings from operations excluding depreciation and amortization ("EBITDA").

In determining a maintainable future EBITDA, historical operating results and year to date results for the current year were compared to the budgeted results for the year ending March 31, 2027, as presented to and approved by the Board. Non-recurring and unusual items have been adjusted in order to normalize past EBITDA. Management selected capitalization rates in the range of 7.6% to 8.4% for the calculation of the reasonable range of capitalized EBITDA. These capitalization rates were based on EBITDA multiples which incorporate specific risks and opportunities facing the Company. The inputs used in the calculation are level three of the fair value hierarchy. As a result of the analysis, management did not identify impairment for this group of CGUs.

Management believes that any reasonable possible change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the group of CGUs.

12. INTANGIBLE ASSETS

	Note	Development projects	Computer software, licenses and other	Technology	Customer relationships	Brands[i]	Total
Cost:							
Balance, at March 31, 2024		$ 80,367	$ 69,656	$ 315,256	$ 345,318	$ 199,828	$ 1,010,425
Additions		32,826	10,391	116	—	745	44,078
Acquisition of subsidiaries		—	1,991	10,200	45,743	17,041	74,975
Disposals		(723)	(1,843)	—	(164)	—	(2,730)
Exchange and other adjustments [ii]		16,356	2,519	20,334	(96,261)	10,411	(46,641)
Balance, at March 31, 2025		$ 128,826	$ 82,714	$ 345,906	$ 294,636	$ 228,025	$ 1,080,107
Additions		31,102	11,952	80	—	—	43,134
Acquisition of subsidiaries [iii]	5	—	—	—	521	372	893
Disposals		(2,754)	(853)	(2,232)	(760)	—	(6,599)
Exchange and other adjustments [ii]		4,225	(5,503)	(28,795)	(7,952)	(4,625)	(42,650)
Balance, at March 31, 2026		**$ 161,399**	**$ 88,310**	**$ 314,959**	**$ 286,445**	**$ 223,772**	**$ 1,074,885**

	Development projects	Computer software, licenses and other	Technology	Customer relationships	Brands[i]	Total
Amortization:						
Balance, at March 31, 2024	$ (34,045)	$ (38,085)	$ (99,364)	$ (152,973)	$ (6,411)	$ (330,878)
Amortization	(9,135)	(11,431)	(32,616)	(29,065)	(2,925)	(85,172)
Disposals	723	1,843	—	164	—	2,730
Exchange and other adjustments [ii]	(9,259)	(1,308)	(7,818)	107,785	2,344	91,744
Balance, at March 31, 2025	$ (51,716)	$ (48,981)	$ (139,798)	$ (74,089)	$ (6,992)	$ (321,576)
Amortization	(14,553)	(13,005)	(31,472)	(25,233)	(6,319)	(90,582)
Disposals	2,754	793	2,232	760	—	6,539
Exchange and other adjustments [ii]	(3,285)	6,797	25,804	2,440	3,188	34,944
Balance, at March 31, 2026	**$ (66,800)**	**$ (54,396)**	**$ (143,234)**	**$ (96,122)**	**$ (10,123)**	**$ (370,675)**
Net book value:						
At March 31, 2026	**$ 94,599**	**$ 33,914**	**$ 171,725**	**$ 190,323**	**$ 213,649**	**$ 704,210**
At March 31, 2025	$ 77,110	$ 33,733	$ 206,108	$ 220,547	$ 221,033	$ 758,531

(i) The Company has assessed a portion of its brand intangible assets to have a useful life of five years. The carrying amount of the intangible assets estimated to have an indefinite life as at March 31, 2026 was $200,846 (March 31, 2025 - $200,473).

(ii) Represents translation from the functional currency of the related foreign operations into Canadian dollars at the period-end exchange rate, and includes the elimination of intangible assets that have been fully amortized. The resulting exchange differences are recognized in the consolidated statements of comprehensive income.

(iii) Includes measurement period adjustments in accordance with IFRS 3. There were no acquisitions recorded for the year ended March 31, 2026.

Research and development costs that are not eligible for capitalization of $16,584 have been expensed and are recognized in cost of revenues (March 31, 2025 - 10,632).

The Company performed its annual impairment test of indefinite-lived intangible assets in the fourth quarter. The recoverable amount of the related CGUs was estimated based on a value in use calculation using the present value of the future cash flows expected to be derived by the related CGU. This approach requires management to estimate cash flows that include earnings from operations less capital expenditures and related tax effects.

In determining future cash flows, the budgeted results for the year ending March 31, 2027, as presented to and approved by the Board, were extrapolated for a five-year period, followed by a terminal calculation based on the fifth year forecasted amount. The estimated cash flows are based on historical data and past experience of operating within the each market. The average revenue growth rate used for the intangible asset impairment testing of indefinite-lived brands was 5.2% (March 31, 2025 - 6.1%). The terminal growth rate used in the impairment testing was 3% (March 31, 2025 - 3%). The rates used to project cash flows are based on management's expectations for the growth of the cash generating unit. Management used a discount rate range from 10.0% to 15.5% (March 31, 2025 - 11.0% to 19.5%), depending on the characteristics of the CGU, to determine the present value of future cash flows. As a result of the analysis, management did not identify an impairment of the indefinite lived intangible assets and any reasonable change in assumptions would not result in impairment.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

(a) Summary of financial instruments:

(i) Categories of financial instruments: The carrying values of the Company's financial instruments are classified into the following categories:

As at				**March 31, 2026**
	Fair value through profit or loss	**Amortized cost**	**Fair value through other comprehensive income**	**Total carrying value**
Financial assets:				
Cash and cash equivalents [i]	$ —	$ 284,957	$ —	$ 284,957
Trade accounts receivable	—	504,577	—	504,577
Financial liabilities:				
Bank indebtedness	—	(6,744)	—	(6,744)
Trade accounts payable and accrued liabilities	—	(508,223)	—	(508,223)
Long-term debt	—	(1,274,725)	—	(1,274,725)
Derivative instruments:				
Held for trading derivatives that are not designated in hedge accounting relationships – loss [ii]	(2,723)	—	—	(2,723)
Derivative instruments in designated hedge accounting relationships – loss [ii]	—	—	(1,152)	(1,152)
Cross-currency interest rate swap instruments – loss [iii]	—	—	(20,406)	(20,406)
Interest rate swap instruments – loss [iii]	(1,322)	—	(1,384)	(2,706)

As at	March 31, 2025			
	Fair value through profit or loss	Amortized cost	Fair value through other comprehensive income	Total carrying value
Financial assets:				
Cash and cash equivalents [i]	$ —	$ 225,947	$ —	$ 225,947
Trade accounts receivable	—	696,079	—	696,079
Financial liabilities:				
Bank indebtedness	—	(27,271)	—	(27,271)
Trade accounts payable and accrued liabilities	—	(543,978)	—	(543,978)
Long-term debt	—	(1,543,678)	—	(1,543,678)
Derivative instruments:				
Held for trading derivatives that are not designated in hedge accounting relationships – loss [ii]	(6,823)	—	—	(6,823)
Derivative instruments in designated hedge accounting relationships – loss [ii]	—	—	(12,255)	(12,255)
Cross-currency interest rate swap instruments – loss [iii]	—	—	(6,192)	(6,192)
Interest rate swap instruments – loss [iii]	—	—	(6,534)	(6,534)

(i) Cash and cash equivalents is in the form of deposits on demand with major financial institutions. Cash equivalents were $nil at March 31, 2026 and March 31, 2025.

(ii) The current portion of derivative financial instruments in a gain position are included in deposits, prepaids and other assets, and derivative financial instruments in a loss position are included in accounts payable and accrued liabilities, while the long term portion is included in other long-term assets or other long-liabilities on the consolidated statements of financial position.

(iii) The current portion of the cross-currency interest rate swap and interest rate swap instruments in a gain position are included in deposits, prepaids and other assets, while the long term portion is included in other assets on the consolidated statements of financial position. The cross-currency interest rate swap and interest rate swap instruments in a loss position are included in other long-term liabilities on the consolidated statements of financial position. Interest rate swap instruments recorded through fair value through profit or loss are instruments that are not designated in hedge accounting relationships.

During the years ended March 31, 2026 and March 31, 2025, there were no changes in the classification of financial assets as a result of a change in the purpose or use of those assets.

(ii) Fair value measurements: The following table summarizes the Company's financial instruments that are carried or disclosed at fair value and indicates the fair value hierarchy that reflects the significance of the inputs used in making the measurements:

As at					**March 31 2026**
	Carrying value	**Level 1**	**Level 2**	**Level 3**	**Fair value total**
Measured at fair value:					
Held for trading derivatives that are not designated in hedge accounting relationships	**$ (2,723)**	**$ —**	**$ (2,723)**	**$ —**	**$ (2,723)**
Derivative instruments in designated hedge accounting relationships	**(1,152)**	**—**	**(1,152)**	**—**	**(1,152)**
Cross-currency interest rate swap instruments	**(20,406)**	**—**	**(20,406)**	**—**	**(20,406)**
Interest rate swap instruments	**(2,706)**	**—**	**(2,706)**	**—**	**(2,706)**
Disclosed at fair value:					
Long-term debt	**(1,274,725)**	**—**	**(1,264,086)**	**—**	**(1,264,086)**

As at					March 31 2025
	Carrying value	Level 1	Level 2	Level 3	Fair value total
Measured at fair value:					
Held for trading derivatives that are not designated in hedge accounting relationships	$ (6,823)	$ —	$ (6,823)	$ —	$ (6,823)
Derivative instruments in designated hedge accounting relationships	(12,255)	—	(12,255)	—	(12,255)
Cross-currency interest rate swap instruments	(6,192)	—	(6,192)	—	(6,192)
Interest rate swap instruments	(6,534)	—	(6,534)	—	(6,534)
Disclosed at fair value:					
Long-term debt	(1,543,678)	—	(1,505,614)	—	(1,505,614)

The estimated fair values of cash and cash equivalents, accounts receivable, bank indebtedness, accounts payable and accrued liabilities approximate their respective carrying values due to the short period to maturity. The estimated fair value of long-term debt borrowings under the senior secured credit facility (the "Credit Facility") and other facilities approximates the carrying value due to interest rates approximating current market values. The estimated fair value of the long-term debt reflects the trading price of the CAD senior unsecured notes (the "CAD Senior Notes"), and the U.S. Senior Notes as at March 31, 2026 and March 31, 2025.

Derivative financial instruments are carried at fair value. The fair value of the Company's derivative instruments is estimated using a discounted cash flow technique incorporating inputs that are observable in the market or can be derived from observable market data. The derivative contract counterparties are highly rated multinational financial institutions.

During the years ended March 31, 2026 and March 31, 2025, there were no transfers between Level 1 and Level 2 fair value measurements.

(b) Risks arising from financial instruments and risk management:

The Company manages its market risk through the use of various financial derivative instruments. The Company uses these instruments to mitigate exposure to fluctuations in foreign exchange rates. The Company's strategy, policies and controls are designed to ensure that the risks it assumes comply with the Company's internal objectives and its risk tolerance. The Company does not enter into derivative financial agreements for speculative purposes. As such, any change in cash flows associated with

derivative instruments is designed to be offset by changes in cash flows of the relevant risk being hedged.

When appropriate, the Company applies hedge accounting. Hedging does not guard against all risks and is not always effective. The Company may recognize financial losses as a result of volatility in the market values of these contracts. The fair values of these instruments represent the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date. The fair value of these derivatives is determined using valuation techniques such as discounted cash flow analysis. The valuation technique incorporates all factors that would be considered in setting a price, including the Company's own credit risk as well as the credit risk of the counterparty.

Foreign currency risk

The Company transacts business in multiple currencies, the most significant of which are the Canadian dollar, the U.S. dollar and the Euro. As a result, the Company has foreign currency exposure with respect to items denominated in foreign currencies that may have an impact on operating results and cash flows. The types of foreign exchange risk can be categorized as follows:

Translation exposure

Each foreign operation's assets and liabilities are translated from the subsidiary's functional currency into Canadian dollars using the exchange rates in effect at the consolidated statement of financial position date. Unrealized translation gains and losses are deferred and included in accumulated other comprehensive income. The cumulative currency translation adjustments are recognized in income (loss) when there has been a reduction in the net investment in the foreign operations.

Foreign currency risks arising from the translation of assets and liabilities of foreign operations into the Company's functional currency are hedged under certain circumstances. The Company has assessed the net foreign currency exposure of operations relative to their own functional currency. A fluctuation of +/- 5% in the Euro, and U.S. dollar, provided as an indicative range in a volatile currency environment, would, everything else being equal, have an effect on accumulated other comprehensive income for the year ended March 31, 2026 of approximately +/- $56,887 and $30,669, respectively (2025 +/- $14,148 and $34,635), and on income (loss) before income taxes for the year ended March 31, 2026 of approximately +/- $5,998 and $3,156, respectively (2025 +/- $7,291 and $13,978).

Foreign-currency-based earnings are translated into Canadian dollars each period at prevailing rates. As a result, fluctuations in the value of the Canadian dollar relative to these other currencies will impact reported net income (loss).

Transaction exposure

The Company generates significant revenues in foreign currencies, which exceed the natural hedge provided by purchases of goods and services in those currencies. The Company's risk management objective is to reduce cash flow risk related to foreign currency-denominated cash flows. In order to manage foreign currency exposure in subsidiaries that have transaction exposure in currencies other than the subsidiary's functional currency, the Company enters into forward foreign exchange contracts. The timing and amount of these forward foreign exchange contracts are estimated based on existing customer contracts on hand or anticipated, current conditions in the Company's markets and the Company's past experience. As such, there is not a material transaction exposure.

The Company's U.S. Senior Notes are translated into Canadian dollars at the foreign exchange rate in effect at the consolidated statement of financial position date. As a result, the Company is exposed to foreign currency translation gains and losses. The Company uses cross-currency interest rate swaps as

derivative financial instruments to hedge a portion of its foreign exchange risk related to the U.S. Senior Notes. The balance of the Senior Notes is designated as a hedge of the U.S. dollar-denominated net investment in foreign operations.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

In relation to its debt financing, the Company is exposed to changes in interest rates, which may impact the Company's borrowing costs. Floating rate debt exposes the Company to fluctuations in short-term interest rates. The Company manages interest rate risk on a portfolio basis and seeks financing terms in individual arrangements that are most advantageous taking into account all relevant factors, including credit margin, term and basis. The risk management objective is to minimize the potential for changes in interest rates to cause adverse changes in cash flows to the Company. As at March 31, 2026, $206,744 or 16.0% (March 31, 2025 - $479,519 or 30.0%) of the Company's total debt is subject to movements in floating interest rates. A +/- 1% change in interest rates in effect for the fiscal year would, all things being equal, have an impact of +/- $2,067 on income (loss) before income taxes for the year ended March 31, 2026 (March 31, 2025 +/- $4,795).

Credit risk
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to credit risk consist mainly of cash and cash equivalents, accounts receivable, contract assets and derivative financial instruments. The carrying values of these assets represent management's assessment of the associated maximum exposure to such credit risk. Cash and cash equivalents are held by major financial institutions. Substantially all of the Company's trade accounts receivable and contract assets are due from customers in a variety of industries and, as such, are subject to normal credit risks from their respective industries. The Company regularly monitors customers for changes in credit risk. The Company does not believe that any single industry or geographic region represents significant credit risk. Credit risk concentration with respect to trade receivables is mitigated by the Company's client base being primarily large, multinational customers and a portion of these balances being insured by a third party.

Trade receivables – aged by due date as at		**March 31 2026**		March 31 2025
Current	**$**	**384,583**	$	594,154
1 – 30 days		**53,026**		31,548
31 – 60 days		**14,980**		18,521
61 – 90 days		**8,112**		8,141
Over 90 days		**59,560**		52,891
Total	**$**	**520,261**	$	705,255

The movement in the Company's allowance for doubtful accounts for the years ended March 31 was as follows:

		2026		2025
Balance, at April 1	**$**	**9,176**	$	6,241
Provision for doubtful accounts		**5,460**		2,722
Amounts written off		**(798)**		(536)
Recoveries		**(611)**		(239)
Exchange and other adjustments		**2,457**		988
Balance, at March 31	**$**	**15,684**	$	9,176

The Company minimizes credit risk associated with derivative financial instruments by only entering into derivative transactions with highly rated multinational financial institutions, in order to reduce the risk of counterparty default. The Company reviews counterparty credit ratings on a regular basis and sets credit limits when deemed necessary.

Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulties in meeting obligations associated with financial liabilities. The Company's process for managing liquidity risk includes ensuring, to the extent possible, that it will have sufficient liquidity to meet its liabilities when they become due. The Company requires authorizations for expenditures on projects and prepares annual capital expenditure budgets to assist with the management of capital. The Company's trade accounts payable primarily have contractual maturities of less than 90 days, and the contractual cash flows equal their carrying values.

Trade payables – aged by due date as at		**March 31 2026**		March 31 2025
1 – 30 days	**$**	**180,277**	$	189,242
31 – 60 days		**23,500**		35,959
61 – 90 days		**15,159**		21,209
Over 90 days		**16,350**		20,769
Total	**$**	**235,286**	$	267,179

As at March 31, 2026, the Company was holding cash and cash equivalents of $284,957 (March 31, 2025 - $225,947) and had unutilized lines of credit of $951,097 (March 31, 2025 - $683,535). The Company expects that continued cash flows from operations in fiscal 2027, together with cash and cash equivalents on hand and available credit facilities, will be more than sufficient to fund its requirements for investments in working capital, property, plant and equipment and strategic investments including some potential acquisitions, and that the Company's credit ratings provide reasonable access to capital markets to facilitate future debt issuance.

The Company's long-term debt obligations and scheduled interest payments are presented in note 16.

(c) Hedge accounting and risk management contracts:

Cash flow hedges - foreign currency risk of forecasted purchases and sales

The Company manages foreign exchange risk on its highly probable forecasted revenue and purchase transactions denominated in various foreign currencies. The Company has identified foreign exchange fluctuation risk as the hedged risk. To mitigate the risk, forward currency contracts are designated as the hedging instrument and are entered into to hedge a portion of the purchases and sales. The forward currency contracts limit the risk of variability in cash flows arising from foreign currency fluctuations.

The Company has established a hedge ratio of 1:1 for all of its hedging relationships. The Company has identified counterparty credit risk as the only potential source of hedge ineffectiveness.

Cash flow hedges - foreign currency risk on foreign-currency-denominated Senior Notes
The Company uses cross-currency interest rate swaps as derivative financial instruments to hedge a portion of its foreign exchange risk related to its U.S. Senior Notes. The Company has established a hedge ratio of 1:1 for its hedging relationships. The Company has identified counterparty credit risk as the only potential source of hedge ineffectiveness. The terms of the hedging instruments are described in note 9.

Cash flow hedges - variable for fixed interest rate swaps
The Company uses variable for fixed interest rate swaps to hedge its exposure to fluctuations in variable interest rates. The Company has established a hedge ratio of 1:1 for its hedging relationships. The Company has identified counterparty credit risk as the only potential source of hedge ineffectiveness. The terms of the hedging instruments are described in note 9.

Hedge of Euro-denominated net investment in foreign operations
The Company manages foreign exchange risk on its Euro-denominated net investments. The Company uses a cross-currency interest rate swap as a derivative financial instrument to hedge a portion of the foreign exchange risk related to its Euro-denominated net investment. The Company has established a hedge ratio of 1:1 for all of its hedging relationships. The Company has identified counterparty credit risk as the only potential source of hedge ineffectiveness. The terms of the hedging instruments are described in note 9.

During the years ended March 31, 2026 and March 31, 2025, $nil and loss of $1,502, respectively, was recognized in selling, general and administrative expenses for the ineffective portion of cash flow hedges.

The following table summarizes the Company's outstanding cash flow hedge positions to buy and sell foreign currencies under forward foreign exchange contracts and cross-currency interest rate swaps:

As at								**March 31, 2026**
			Carrying amount		**Hedging instrument**	**Hedged item**	**Cash flow hedge reserves**	
Item sold	**Item bought**	**Nominal amount (in CAD)**	**Assets**	**Liabilities**	**Changes in fair value used for calculating hedge ineffectiveness**	**Changes in fair value used for calculating hedge ineffectiveness**	**For continuing hedges**	**For discontinued hedges**
Derivative hedging instruments [(i)]								
Revenue hedges								
U.S. dollars	Canadian dollars	**297,947**	**2,252**	**—**	**2,252**	**2,252**	**2,252**	**—**
Euros	Canadian dollars	**72,864**	**—**	**1,915**	**1,915**	**1,915**	**1,915**	**—**
U.S. dollars	Euros	**36,603**	**—**	**751**	**751**	**751**	**751**	**—**
Euros	Czech Koruna	**1,058**	**—**	**26**	**26**	**26**	**26**	**—**
U.S. dollars	Czech Koruna	**15,285**	**—**	**455**	**455**	**455**	**455**	**—**
Purchase hedges								
Euros	U.S. dollars	**11,135**	**—**	**257**	**257**	**257**	**257**	**—**
Cross-currency interest rate swap instruments [(ii)]								
U.S. dollars	Canadian dollars	**243,460**	**—**	**2,013**	**(5,952)**	**(5,952)**	**2,013**	**—**
Canadian dollars	Euros	**265,848**	**—**	**18,393**	**(8,262)**	**(8,262)**	**18,393**	**—**
Interest rate swap instruments [(ii)]								
Variable rate	Fixed rate	**150,000**	**—**	**1,384**	**1,883**	**1,883**	**1,384**	**—**

As at								March 31, 2025
			Carrying amount		Hedging instrument	Hedged item	Cash flow hedge reserves	
Item sold	Item bought	Nominal amount (in CAD)	Assets	Liabilities	Changes in fair value used for calculating hedge ineffectiveness	Changes in fair value used for calculating hedge ineffectiveness	For continued hedges	For discontinued hedges
Derivative hedging instruments [(i)]								
Revenue hedges								
U.S. dollars	Canadian dollars	389,289	—	7,181	7,181	7,181	7,181	—
Euros	Canadian dollars	155,877	—	5,016	5,016	5,016	5,016	—
U.S. dollars	Euros	8,734	29	—	29	29	29	—
Euros	U.S. dollars	9,415	—	271	271	271	271	—
Euros	Czech Koruna	622	6	—	6	6	6	—
Purchase hedges								
Euros	U.S. dollars	11,175	29	—	29	29	29	—
U.S. dollars	Canadian dollars	5,193	21	—	21	21	21	—
Euros	Canadian dollars	3,043	128	—	128	128	128	—
Cross-currency interest rate swap instruments [(ii)]								
U.S. dollars	Canadian dollars	251,790	3,939	—	(13,265)	(13,265)	3,939	—
Canadian dollars	Euros	257,284	—	10,131	3,970	3,970	10,131	—
Interest rate swap instruments [(ii)]								
Variable rate	Fixed rate	300,000	—	6,534	(7,732)	(7,732)	6,534	—

(i) Derivative hedging instruments in a gain position are included in deposits, prepaids and other assets, and derivative hedging instruments in a loss position are included in accounts payable and accrued liabilities on the consolidated statements of financial position.

(ii) The current portion of the cross-currency interest rate swap and interest rate swap instruments in a gain position are included in deposits, prepaids and other assets, and the long term portion is included in other assets on the consolidated statements of financial position. The cross-currency interest rate swap and interest rate swap instruments in a loss position are included in other long-term liabilities on the consolidated statements of financial position.

On March 16, 2026, the Company discontinued hedge accounting for $150,000 of the $300,000 notional amount outstanding on the interest rate swap instruments in the prior year, due to a repayment of the hedged item. The impact of the discontinuation of hedge accounting is described in note 9.

As at March 31, 2026, the Company is holding the following forward foreign exchange contracts to hedge the exposure on its revenues and purchases:

As at											**March 31, 2026**
		Less than 3 months		**3 to 6 months**		**6 to 9 months**		**9 to 12 months**		**1 to 2 years**	
Currency sold	**Currency bought**	**Nominal amount**	**Average hedged rate**	**Nominal amount**	**Average hedged rate**	**Nominal amount**	**Average hedged rate**	**Nominal amount**	**Average hedged rate**	**Nominal amount**	**Average hedged rate**
Revenue hedges											
U.S. dollars	Canadian dollars	**63,933**	**1.400**	**62,896**	**1.398**	**54,257**	**1.398**	**47,301**	**1.378**	**69,560**	**1.374**
Euros	Canadian dollars	**10,956**	**1.453**	**14,472**	**1.496**	**14,472**	**1.578**	**20,904**	**1.624**	**12,060**	**1.633**
U.S. dollars	Euros	**11,117**	**0.840**	**7,202**	**0.849**	**9,153**	**0.841**	**4,577**	**0.842**	**4,554**	**0.831**
Euros	Czech Koruna	**743**	**23.845**	**315**	**24.387**	**—**	**—**	**—**	**—**	**—**	**—**
U.S. dollars	Czech Koruna	**11,369**	**20.572**	**2,226**	**20.610**	**1,690**	**20.614**	**—**	**—**	**—**	**—**
Purchase hedges											
Euros	U.S. dollars	**3,079**	**1.183**	**3,039**	**1.187**	**2,508**	**1.195**	**2,509**	**1.199**	**—**	**—**

As at											March 31, 2025
		Less than 3 months		3 to 6 months		6 to 9 months		9 to 12 months		1 to 2 years	
Currency sold	Currency bought	Nominal amount	Average hedged rate	Nominal amount	Average hedged rate	Nominal amount	Average hedged rate	Nominal amount	Average hedged rate	Nominal amount	Average hedged rate
Revenue hedges											
Euros	U.S. dollars	8,092	1.054	1,323	1.058	—	—	—	—	—	—
U.S. dollars	Canadian dollars	48,977	1.370	48,847	1.369	41,006	1.388	56,221	1.406	194,238	1.397
Euros	Canadian dollars	38,633	1.517	31,342	1.515	34,548	1.511	18,674	1.500	32,680	1.495
U.S. dollars	Euros	7,032	0.922	1,122	0.926	—	—	484	0.946	97	0.941
Euros	Czech Koruna	467	25.220	156	25.230	—	—	—	—	—	—
Purchase hedges											
U.S. dollars	Canadian dollars	5,193	1.428	—	—	—	—	—	—	—	—
Euros	U.S. dollars	2,949	1.081	2,910	1.088	2,795	1.092	2,521	1.098	—	—
Euros	Canadian dollars	3,403	1.496	—	—	—	—	—	—	—	—

The following summarizes the Company's amounts included in other comprehensive income that relate to hedge accounting:

As at				**March 31, 2026**
Cash flow hedges	**Change in the value of the hedging instrument recognize in OCI gain (loss)**	**Hedge ineffectiveness recognized in profit or loss**	**Amount reclassified from the cash flow hedge reserve to profit or loss gain (loss)**	**Line item affected in profit or loss because of the reclassification**
Foreign exchange risk:				
Revenue hedges	**$ 11,539**	**$ —**	**$ (6,871)**	Revenues
Purchase hedges	**(435)**	**—**	**1,062**	Cost of revenues
Cross-currency interest rate swap	**2,378**	**—**	**—**	Net finance costs
Interest rate swap instrument	**3,328**	**—**	**(1,367)**	Net finance costs

As at				March 31, 2025
Cash flow hedges	Change in the value of the hedging instrument recognize in OCI gain (loss)	Hedge ineffectiveness recognized in profit or loss	Amount reclassified from the cash flow hedge reserve to profit or loss gain (loss)	Line item affected in profit or loss because of the reclassification
Foreign exchange risk:				
Revenue hedges	$ (14,744)	$ —	$ (3,529)	Revenues
Purchase hedges	199	—	(91)	Cost of revenues
Cross-currency interest rate swap	(3,839)	500	—	Net finance costs
Interest rate swap instrument	(7,732)	—	—	Net finance costs

Instruments not subject to hedge accounting

As part of the Company's risk management strategy, forward contract derivative financial instruments are used to manage foreign currency exposure related to the translation of foreign currency net assets to the subsidiary's functional currency. As these instruments have not been designated as hedges, the change in fair value is recorded in selling, general and administrative expenses in the consolidated statements of income (loss).

For the year ended March 31, 2026, the Company recorded risk management losses of $8,094 (losses of $24,117 for the year ended March 31, 2025) on foreign currency risk management forward contracts in the consolidated statements of income (loss). Included in these amounts were unrealized losses of $2,695 (losses of $6,823 during the year ended March 31, 2025), representing the change in fair value. In addition, during the year ended March 31, 2026, the Company realized losses in foreign exchange of $5,399 (losses of $17,294 during the year ended March 31, 2025), which were settled.

14. PROVISIONS

	Warranty	Restructuring	Other	Total
Balance, at March 31, 2024	$ 13,192	$ 21,863	$ 923	$ 35,978
Provisions made	4,141	23,972	16,342	44,455
Acquisition of subsidiaries	—	2,008	—	2,008
Provisions used	(7,740)	(29,796)	(15,734)	(53,270)
Exchange adjustments	769	975	45	1,789
Balance, at March 31, 2025	$ 10,362	$ 19,022	$ 1,576	$ 30,960
Provisions made	4,230	23,128	17,606	44,964
Provisions used	(4,608)	(22,712)	(16,412)	(43,732)
Exchange adjustments	91	312	(27)	376
Balance, at March 31, 2026	**$ 10,075**	**$ 19,750**	**$ 2,743**	**$ 32,568**

Warranty provisions
Warranty provisions are related to sales of products and are based on experience reflecting statistical trends of warranty costs.

Restructuring
Restructuring charges are recognized in the period incurred and when the criteria for provisions are fulfilled. Termination benefits are recognized as a liability and an expense when the Company is demonstrably committed through a formal restructuring plan.

The Company periodically undertakes reviews of its operations to ensure alignment with strategic market opportunities including the realignment of the cost structure and capital needs of its businesses. During the year ended March 31, 2026, restructuring expenses of $23,128 were recorded in relation to these activities (March 31, 2025 - $23,972). The costs incurred related primarily to workforce reductions.

Included in the restructuring provisions are $468 of costs classified as long-term due to country-specific requirements for termination benefits (March 31, 2025 - $1,000).

Other provisions
Other provisions are related to medical insurance expenses that have been incurred during the period but are not yet paid, and other miscellaneous provisions.

15. EMPLOYEE BENEFITS

The Company operates pension plans for certain of its employees through defined contribution plans, defined benefit plans and other long-term employee benefit plans. The costs associated with defined contribution plans are expensed as incurred. The most recent actuarial valuations of the defined benefit plans and other long-term employee benefit plans were completed as at March 31, 2026. The next valuations are scheduled to be completed as at March 31, 2027.

The changes in the fair value of assets, the employee benefit obligation and the funded status were as follows:

As at		**March 31 2026**		March 31 2025
Accrued benefit obligations:				
Opening balance	**$**	**29,660**	$	28,382
Interest cost		**971**		986
Service cost		**557**		921
Assumption changes		**(717)**		133
Transfers and benefits paid		**(2,423)**		(2,156)
Exchange and other adjustments		**1,631**		1,394
Accrued benefit obligations, ending balance	**$**	**29,679**	$	29,660
Plan assets:				
Opening balance	**$**	**3,855**	$	3,797
Interest income included in net interest expense		**—**		(28)
Exchange and other adjustments		**(251)**		86
Plan assets, ending balance	**$**	**3,604**	$	3,855
Employee benefits liability	**$**	**26,075**	$	25,805

Amounts recognized in other comprehensive income (before tax) were as follows:

As at		**March 31 2026**		March 31 2025
Total actuarial gains (losses) recognized in OCI	**$**	**717**	$	(133)

The significant weighted average annual actuarial assumptions used in measuring the accrued benefit obligation were as follows:

As at	**March 31 2026**	March 31 2025
Discount rate	**3.8 %**	3.7 %
Rate of compensation increase	**0.7 %**	0.7 %

Sensitivity analysis
Significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate and life expectancy. The sensitivity analyses have been performed based on reasonably possible changes in the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

As at March 31, 2026, the following quantitative analysis shows changes to the significant actuarial assumptions and the corresponding impact on the accrued benefit obligations:

	Discount rate		**Life expectancy**	
	1% increase	**1% decrease**	**Increase by 1 year**	**Decrease by 1 year**
Accrued benefit obligations	**$ (2,518)**	**$ 2,406**	**$ 629**	**$ (636)**

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation. It is unlikely that the changes in assumptions would occur in isolation from one another as some of the assumptions may be correlated.

The weighted average allocations of plan assets were:

As at	**March 31 2026**	March 31 2025
Other	**100.0 %**	100.0 %

No plan assets were directly invested in the Company's securities.

The net employee benefits expense included the following components:

Years ended		**March 31 2026**		March 31 2025
Defined benefit plans				
Service cost	**$**	**557**	$	921
Interest cost		**971**		986
		1,528		1,907
Defined contribution plans		**12,368**		11,471
Net employee benefits expense	**$**	**13,896**	$	13,378

The Company expects to contribute $nil to its defined benefit plans during the year ending March 31, 2027.

The cumulative actuarial losses, net of income taxes, recognized in retained earnings as at March 31, 2026 were $2,391 (March 31, 2025 - $2,917).

16. BANK INDEBTEDNESS AND LONG-TERM DEBT

On December 4, 2025, the Company amended its Credit Facility, extending the maturity date to December 4, 2029. The Credit Facility consists of (i) a $900,000 secured committed revolving line of credit and (ii) a fully drawn $150,000 secured term credit facility. The Company incurred transaction costs of $2,640 which were deferred and are being amortized over the term of the Credit Facility. The Credit Facility is secured by the Company's assets, including a pledge of shares of certain of the Company's subsidiaries. Certain of the Company's subsidiaries also provide guarantees under the Credit Facility. At March 31, 2026, the Company had utilized $200,000 under the Credit Facility, of which $200,000 was classified as long-term debt (March 31, 2025 - $452,248) and $nil by way of letters of credit (March 31, 2025 - $nil). Subsequent to March 31, 2026, the Company paid $50,000 towards the outstanding balance on the revolving line of credit.
The Credit Facility is available in Canadian dollars by way of prime rate advances, Term CORRA advances and/or Daily Compounded CORRA advances, in U.S. dollars by way of base rate advances and/or Term SOFR advances, in Euros by way of EURIBOR advances, in British pounds sterling by way of Daily Simple SONIA advances, and by way of letters of credit for certain purposes. The interest rates applicable to the Credit Facility are determined based on a net debt-to-EBITDA ratio as defined in the Credit Facility. For prime rate advances and base rate advances, the interest rate is equal to the agent's prime rate or the agent's U.S. dollar base rate in Canada, respectively, plus a margin ranging from 0.45% to 2.00%. For Term CORRA advances, Daily Compounded CORRA advances, Term SOFR advances,

EURIBOR advances and Daily Simple SONIA advances, the interest rate is equal to the Term CORRA rate, the Daily Compounded CORRA rate, the Term SOFR rate, the EURIBOR rate or the Daily Simple SONIA rate, respectively, plus a margin that varies from 1.45% to 3.00%. The Company pays a fee for usage of financial letters of credit that ranges from 1.45% to 3.00%, and a fee for usage of non-financial letters of credit that ranges from 0.97% to 2.00%. The Company pays a standby fee on the unadvanced portions of the amounts available for advance or drawdown under the Credit Facility at rates ranging from 0.29% to 0.60%. The Company's Credit Facility is subject to changes in market interest rates. Changes in economic conditions outside of the Company's control could result in higher interest rates, thereby increasing its interest expense. The Company uses a variable for fixed interest rate swap to hedge a portion of its Credit Facility (see note 9). The Credit Facility is subject to financial covenants including a net debt-to-EBITDA test and an interest coverage test. Under the terms of the Credit Facility, the Company is restricted from encumbering any assets with certain permitted exceptions. At March 31, 2026, all of the covenants were met.

The Company has additional credit facilities available of $110,897 (40,029 Euros, $24,000 U.S., 110,000 Thai Baht, 2,500 GBP, 5,000 CNY, $1,000 AUD and $1,873 CAD). The total amount outstanding on these facilities as at March 31, 2026 was $8,664, of which $6,744 was classified as bank indebtedness (March 31, 2025 - $27,271), $1,920 was classified as long-term debt (March 31, 2025 - $2,129) and $nil by way of letters of credit (March 31, 2025 - $nil). The interest rates applicable to the credit facilities range from 3.10% to 6.75% per annum, in local currency. A portion of the long-term debt is secured by certain assets of the Company.

The Company's U.S. $350,000 aggregate principal amount of U.S. Senior Notes were issued at par, bear interest at a rate of 4.125% per annum and mature on December 15, 2028. After December 15, 2023, the Company may redeem the U.S. Senior Notes, in whole at any time or in part from time to time, at specified redemption prices and subject to certain conditions required by the U.S. Senior Notes. If the Company experiences a change of control, the Company may be required to repurchase the U.S. Senior Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount of the U.S. Senior Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date. The U.S. Senior Notes contain customary covenants that restrict, subject to certain exceptions and thresholds, some of the activities of the Company and its subsidiaries, including the Company's ability to dispose of assets, incur additional debt, pay dividends, create liens, make investments, and engage in specified transactions with affiliates. At March 31, 2026, all of the covenants were met. Subject to certain exceptions, the U.S. Senior Notes are guaranteed by each of the subsidiaries of the Company that is a borrower or has guaranteed obligations under the Credit Facility. Transaction fees of $8,100 were deferred and are being amortized over the term of the U.S. Senior Notes. The Company uses a cross-currency interest rate swap instrument to hedge a portion of its U.S. Senior Notes (see note 9).

On August 21, 2024, the Company completed a private placement of $400,000 aggregate principal amount of CAD senior unsecured notes ("CAD Senior Notes"). The CAD Senior Notes were issued at par, bear interest at a rate of 6.50% per annum and mature on August 21, 2032. On December 19, 2024, the Company completed a private placement of an additional $200,000 of CAD Senior Notes, bringing the total amount of CAD Senior Notes issued to $600,000. The additional CAD Senior Notes were issued at a premium of $1,250 which is classified as long-term debt. The Company may redeem the CAD Senior Notes, at any time after August 21, 2027, in whole or in part, at specified redemption prices and subject to certain conditions required by the CAD Senior Notes. If the Company experiences a change of control, the Company may be required to repurchase the CAD Senior Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount of the CAD Senior Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date. The CAD Senior Notes contain customary covenants that restrict, subject to certain exceptions and thresholds, some of the activities of the Company and its subsidiaries, including the Company's ability to dispose of assets,

incur additional debt, pay dividends, create liens, make investments, and engage in specified transactions with affiliates. Transaction fees of $9,604 were deferred and are being amortized over the term of the CAD Senior Notes. At March 31, 2026, all of the covenants were met. Subject to certain exceptions, the CAD Senior Notes are guaranteed by each of the subsidiaries of the Company that is a borrower or has guaranteed obligations under the Credit Facility.

(i) Bank indebtedness

As at		**March 31 2026**		March 31 2025
Other facilities	**$**	**6,744**	$	27,271

(ii) Long-term debt

As at		**March 31 2026**		March 31 2025
Credit Facility	**$**	**200,000**	$	452,248
Senior Notes		**1,087,954**		1,104,740
Other facilities		**1,920**		2,129
Issuance costs		**(15,149)**		(15,439)
		1,274,725		1,543,678
Less: current portion		**173**		219
	$	**1,274,552**	$	1,543,459

Scheduled principal repayments and interest payments on long-term debt as at March 31, 2026 are as follows (variable interest repayments on the Credit Facility are not reflected in the table below as they fluctuate based on the amounts drawn):

		Principal		**Interest**
Less than one year	$	173	$	59,053
One - two years		508		59,035
Two - three years		487,265		59,016
Three - four years		200,366		38,910
Four - five years		388		38,887
Thereafter		601,174		57,259
	$	1,289,874	$	312,160

17. SHARE CAPITAL

Authorized share capital of the Company consists of an unlimited number of common shares, without par value, for unlimited consideration.

On December 18, 2025, the Company announced that the Toronto Stock Exchange ("TSX") had accepted a notice filed by the Company of its intention to make a normal course issuer bid ("NCIB"). Under the NCIB, ATS may purchase for cancellation up to a maximum of 8,225,621 common shares during the 12-month period ending December 21, 2026.

During the year ended March 31, 2026, the Company purchased nil common shares under the current NCIB program and 308,758 common shares for $10,000 under the previous NCIB program (March 31, 2025 - $nil). At March 31, 2026, a total of 8,225,621 common shares remained available for repurchase

under the current NCIB. All purchases are made in accordance with the bid at prevalent market prices plus brokerage fees, or such other prices that may be permitted by the TSX, with consideration allocated to share capital up to the average carrying amount of the shares, and any excess allocated to retained earnings. Included in share capital is $200 of transaction costs related to taxes on the share repurchase (note 18).

The changes in the common shares issued and outstanding during the period presented were as follows:

	Note	Number of common shares	Share capital
Balance, at March 31, 2024		98,219,496	$ 865,897
Exercise of stock options		19,261	639
Common shares purchased and held in trust		(332,165)	(14,690)
Repurchase of common shares		(1,020,887)	(9,831)
Balance, at March 31, 2025		96,885,705	$ 842,015
Exercise of stock options		472,230	16,099
Common shares purchased and held in trust	19	(238,621)	(9,616)
Settlement of RSUs	19	186,896	7,161
Repurchase of common shares		(308,758)	(2,854)
Balance, at March 31, 2026		**96,997,452**	**$ 852,805**

18. TAXATION

(i) Reconciliation of income taxes: Income tax expense differs from the amounts that would be obtained by applying the combined Canadian basic federal and provincial income tax rate to income before income taxes. These differences result from the following items:

Years ended		**March 31 2026**		March 31 2025
Income (loss) before income taxes and non-controlling interest	**$**	**99,201**	$	(82,938)
Combined Canadian basic federal and provincial income tax rate		**26.50%**		26.50%
Income tax expense based on combined Canadian basic federal and provincial income tax rate	**$**	**26,288**	$	(21,979)
Increase (decrease) in income taxes resulting from:				
Adjustments in respect of current income tax of previous periods		**(2,864)**		3,309
Non-taxable items net of non-deductible items		**(4,789)**		(3,848)
Change in unrecognized assets		**5,302**		(31,343)
Income taxed at different rates and statutory rate changes		**4,739**		(462)
Manufacturing and processing allowance and all other items		**(1,208)**		(637)
At the effective income tax rate of 28% (March 31, 2025 – 66.3%)	**$**	**27,468**	$	(54,960)
Income tax expense (recovery) reported in the consolidated statements of income (loss):				
Current tax expense	**$**	**64,990**	$	29,586
Deferred tax recovery		**(37,522)**		(84,546)
	$	**27,468**	$	(54,960)
Deferred tax related to items charged or credited directly to equity and goodwill:				
Gain (loss) on revaluation of cash flow hedges	**$**	**(4,200)**	$	6,524
Opening deferred tax of acquired company		**—**		(15,160)
Other items recognized through equity		**(391)**		347
Income tax charged directly to equity and goodwill	**$**	**(4,591)**	$	(8,289)

(ii) Components of deferred income tax assets and liabilities: Deferred income taxes are provided for the differences between accounting and tax bases of assets and liabilities. Deferred income tax assets and liabilities are comprised of the following:

As at		**March 31 2026**		March 31 2025
Accounting income not currently taxable	**$**	**(21,446)**	$	42,267
Intangible assets		**(127,021)**		(138,615)
Investment tax credits taxable in future years when utilized		**(6,092)**		(4,781)
Loss available for offset against future taxable income		**82,688**		14,222
Interest limitation		**80,433**		58,397
Property, plant and equipment		**22,699**		21,197
Other		**3,546**		10,762
Net deferred income tax asset	**$**	**34,807**	$	3,449

Presented as:		**March 31 2026**		March 31 2025
Deferred income tax assets	**$**	**115,269**	$	104,022
Deferred income tax liabilities		**(80,462)**		(100,573)
Net deferred income tax asset	**$**	**34,807**	$	3,449

Recognized deferred income tax assets: The Company has determined that previously unrecognized deferred income tax assets qualify for recognition as of March 31, 2026 based on an expectation of future taxable profits in the related jurisdictions as a result of a legal entity consolidation.

Unrecognized deferred income tax assets: Deferred income tax assets have not been recognized in respect of the following item:

As at	**March 31 2026**	March 31 2025
Losses and other assets available for offset against future taxable income	**$ 38,283**	$ 51,070

Loss carryforwards: As at March 31, 2026, the Company has the following net operating loss carryforwards that are scheduled to expire in the following years:

As at		**March 31, 2026**
Years of expiry	**Non-Canadian**	**Canadian**
2027 - 2033	**$ 9,062**	**$ —**
2034 - 2046	**67,120**	**119,626**
2047 - 2056	**1,185**	**—**
No expiry	**350,411**	**—**
	$ 427,778	**$ 119,626**

As at		March 31, 2025
Years of expiry	Non-Canadian	Canadian
2026 - 2032	$ 9,175	$ —
2033 - 2045	26,350	9,204
No expiry	187,917	—
	$ 223,442	$ 9,204

At March 31, 2026, the Company has U.S. federal and state capital loss carryforwards of $547 (March 31, 2025 – $566) that do not expire, and Canadian capital loss carryforwards of $92,366 (March 31, 2025 - $86,269) that do not expire.

Investment tax credits: As at March 31, 2026, the Company has investment tax credits available to be applied against future taxes payable in Canada of approximately $21,918 and in foreign jurisdictions of approximately $18,237. The investment tax credits are scheduled to expire as follows:

Years of expiry	**Gross ITC balance**
2027 - 2031	$ 7,561
2032 - 2037	2,831
2038 - 2046	29,763
	$ 40,155

The benefit of $27,381 (March 31, 2025 - $30,168) of these investment tax credits has been recognized in the consolidated financial statements. Unrecognized investment tax credits are scheduled to expire between 2040 and 2046.

(iii) The Company has determined that as of the reporting date, undistributed profits of its subsidiaries will not be distributed in the foreseeable future.

(iv) There are temporary differences of $104,232 associated with investments in subsidiaries for which no deferred income tax liability has been recognized (March 31, 2025 - $113,654).

(v) Pillar Two legislation became enacted in Canada and came into effect on April 1, 2024 for the Company. Pillar Two introduces a 15% global minimum tax on income earned in each jurisdiction where the Company operates. During the year ended March 31, 2026, the Company recognized income tax expense related to Pillar Two income taxes of $2,222 (March 31, 2025 - $2,100) in the consolidated statement of income (loss), which was attributable to the Company's earnings in Hungary. The Company has applied the exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

(vi) On June 20, 2024, Bill C-59 received Royal Assent, enacting a 2% tax on certain share buybacks. The impact of this tax is reflected in the consolidated financial statements (note 17).

The "income taxed at different rates and statutory rate changes" line includes the impact of remeasurement of deferred tax assets and liabilities arising from the reduction in the corporate income tax rate in Germany. The change in the enacted tax rate resulted in an increase to income tax expense of $5,372 in the year ended March 31, 2026, reflecting the decrease in the value of deferred tax assets previously recognized.

19. STOCK-BASED COMPENSATION

Employee Share Purchase Plan:
Under the terms of the Company's Employee Share Purchase Plan, qualifying employees of the Company may set aside funds through payroll deductions for an amount up to a maximum of 10% of their base salary or $10 in any one calendar year. Subject to the member not making withdrawals from the plan, the Company makes contributions to the plan equal to 20% of a member's contribution to the plan during the year, up to a maximum of 1% of the member's salary or $2. Shares for the plan may be issued from treasury or purchased in the market as determined by the Company's Board of Directors. During the years ended March 31, 2026 and March 31, 2025, no shares were issued from treasury related to the plan.

Stock Option Plan:
The Company uses a stock option plan to attract and retain key employees, officers and directors. Under the Company's 1995 Stock Option Plan (the "1995 Plan"), the shareholders have approved a maximum of 5,991,839 common shares for issuance, with the maximum reserved for issuance to any one person at 5% of the common shares outstanding at the time of the grant. Time-vested stock options vest over four-year periods. The exercise price is either the price of the Company's common shares on the TSX at closing for the day prior to the date of the grant or the five-day volume weighted average price of the Company's common shares on the TSX prior to the date of the grant. Stock options granted under the 1995 Plan may be exercised during periods not exceeding seven years from the date of grant, subject to earlier termination upon the option holder ceasing to be a director, officer or employee of the Company. Stock options issued under the 1995 Plan are non-transferable. Any stock option granted that is cancelled or terminated for any reason prior to exercise is returned to the pool and becomes available for future stock option grants. In the event that the stock option would otherwise expire during a restricted trading period, the expiry date of the stock option is extended to the 10th business day following the date of expiry of such period. In addition, the 1995 Plan restricts the granting of stock options to insiders that may be under the 1995 Plan.

Under the Company's 2006 Stock Option Plan (the "2006 Plan"), the shareholders have approved a maximum of5,159,000 common shares for issuance. The terms of the 2006 Plan are identical to those of the 1995 Plan, except that the maximum number of common shares to be issued pursuant to the issue of options under the 2006 Plan is 5,159,000 common shares.

As at March 31, 2026, there are a total of1,715,727 common shares remaining for future stock option grants under both plans (March 31, 2025 - 1,560,749).

Years ended	**March 31 2026**		March 31 2025	
	Number of stock options	**Weighted average exercise price**	Number of stock options	Weighted average exercise price
Stock options outstanding, beginning of year	**994,599**	**$ 35.87**	823,527	$ 33.56
Granted [(i)]	**1,054,106**	**40.83**	241,327	45.37
Exercised [(ii)]	**(472,230)**	**26.31**	(19,261)	25.70
Forfeited	**(509,084)**	**45.33**	(50,994)	47.39
Stock options outstanding, end of year	**1,067,391**	**$ 40.49**	994,599	$ 35.87
Stock options exercisable, end of year, time-vested options	**138,896**	**$ 34.53**	531,910	$ 28.06

(i) Included in the units granted during the year ended March 31, 2026 is 700,000 units of Performance Stock Options ("PSO"). The PSOs are not granted under the 1995 Plan or the 2006 Plan, however the terms of the 2006 Plan apply to the PSOs. The PSOs include both a time-vesting and market-vesting component and expire on the seventh anniversary of the grant date. The PSOs vest in tranches, with the earliest vesting date occurring in fiscal 2029.

(ii) For the year ended March 31, 2026, the weighted average share price at the date of exercise was $38.37 (March 31, 2025 - $40.13).

As at March 31, 2026	**Stock options outstanding**			**Stock options exercisable**	
Range of exercise prices	**Number outstanding**	**Weighted average remaining contractual life**	**Weighted average exercise price**	**Number exercisable**	**Weighted average exercise price**
$20.22 - $40.71	256,979	4.5 years	$ 34.98	98,571	$ 27.55
$40.72 - $43.23	700,000	6.9 years	41.09	—	0.00
$43.24 - $51.54	73,047	5.1 years	45.37	19,990	45.37
$51.55 - $57.71	37,365	4.2 years	57.71	20,335	57.71
$20.22 - $57.71	1,067,391	6.1 years	$ 40.49	138,896	$ 34.53

The fair values of the Company's stock options issued during the periods presented were estimated at the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions. Expected stock price volatility was determined at the time of the grant by considering historical share price volatility. Expected stock option grant life was determined at the time of the grant by considering the average of the grant vesting period and the grant exercise period.

For the year ended	**March 31 2026**	March 31 2025
Weighted average risk-free interest rate	**2.90 %**	3.75 %
Dividend yield	**0 %**	0 %
Weighted average expected volatility	**37 %**	35 %
Weighted average expected life	**4.75 years**	4.75 years
Number of stock options granted: (i)		
Time-vested	**354,106**	241,327
Weighted average exercise price per option	**$ 40.32**	$ 45.37
Weighted average value per option:		
Time-vested	**$ 14.52**	$ 16.45

(i) The 700,000 PSOs are performance-vested options and are excluded from the above table.

The fair values of the PSOs issued during the year were estimated at the date of grant using the Monte Carlo option pricing model with a risk-free rate of 2.96% and expected volatility of 35.70%. The fair values for the tranches are in the range of $11.48 to $15.81 and the weighted average exercise price is $41.09.

Restricted Share Unit Plan:
During the year ended March 31, 2026, the Company granted 357,491 time-vesting restricted share units ("RSUs") (255,055 in the year ended March 31, 2025), and 521,477 performance-based RSUs, (210,803 in the year ended March 31, 2025).

Included in the performance-based RSUs granted are 248,355 market share price condition based restricted share units ("MSPC PSU"). The fair value of the MSPC PSUs was determined using the Monte Carlo valuation model.

The Company measures these RSUs based on the fair value at the date of grant and a compensation expense is recognized over the vesting period in the consolidated statements of income (loss) with a corresponding increase in contributed surplus. The performance-based RSUs vest upon successful achievement of certain operational and share price targets.

On May 18, 2022, the RSU plan was amended so that RSUs granted may be settled in ATS Common Shares, where deemed advisable by the Company, as an alternative to cash payments. It is the Company's intention to settle these RSUs with ATS Common Shares and therefore the Company measures these RSUs as equity awards based on fair value. During the year ended March 31, 2026, 238,621 common shares were purchased for $9,616 and placed in trust (332,165 shares for $14,690 in the year ended March 31, 2025).

During the year ended March 31, 2026, the Company settled 131,057 time-vesting RSUs and 55,839 performance-based RSUs (nil in the year ended March 31, 2025) in ATS Common Shares from the common shares held in trust (note 17). At March 31, 2026, 1,109,180 shares are held in a trust and may be used to settle some or all of the RSU grants when they are fully vested (March 31, 2025 - 1,057,455 shares). The trust is consolidated in the Company's annual audited consolidated financial statements with the value of the acquired common shares presented as a reduction of share capital.

Deferred Stock Unit Plan:
The Company offers a Deferred Stock Unit Plan ("DSU Plan") for members of the Board. Under the DSU Plan, each non-employee director may elect to receive all or a portion of his or her annual compensation in the form of notional common shares of the Company called deferred stock units

("DSUs"). The issue and redemption prices of each DSU are based on a five-day volume weighted average trading price of the Company's common shares for the five trading days prior to issuance or redemption. Under the terms of the DSU Plan, directors are not entitled to convert DSUs into cash until retirement from the Board. The value of each DSU, when converted to cash, will be equal to the market value of a common share of the Company at the time the conversion takes place.

During the year ended March 31, 2026, the Company granted 58,019 units (March 31, 2025 - 43,456 units). During the year ended March 31, 2026, 31,625 units were redeemed upon directors' retirement from the Board (March 31, 2025 -no units). As at March 31, 2026, the value of the outstanding liability related to the DSUs was $19,168 (March 31, 2025 - $17,031).The DSU liability is revalued at each reporting date based on the change in the Company's stock price. The DSU liability is included in accounts payable and accrued liabilities on the consolidated statements of financial position. The change in the value of the DSU liability is included in the consolidated statements of income (loss) in the period of the change.

The following table shows the compensation expense related to the Company's share-based payment plans:

For the years ended		**March 31 2026**		March 31 2025
Stock options	**$**	**661**	$	2,832
RSUs		**4,729**		8,976
DSUs		**3,297**		(2,630)
	$	**8,687**	$	9,178

On July 7, 2025, the Company announced the departure of its former Chief Executive Officer ("CEO"). During the year ended March 31, 2026, the Company reversed $7,300 of previously recorded stock-based compensation expense associated with the unvested stock-based awards held by the former CEO.

20. COMMITMENTS AND CONTINGENCIES

Minimum purchase obligations as at		**March 31 2026**
Less than one year	$	361,393
One - two years		25,313
Two - three years		4,228
Three - four years		679
Four - five years		60
More than five years		75
	$	391,748

The Company's off-balance sheet arrangements consist of purchase obligations, primarily commitments for material purchases, which have been entered into in the normal course of business.

In accordance with industry practice, the Company is liable to customers for obligations relating to contract completion and timely delivery. In the normal conduct of its operations, the Company may provide letters of credit as security for advances received from customers pending delivery and contract performance. In addition, the Company provides letters of credit for post-retirement obligations and may provide letters of credit as security on equipment under lease and on order. As at

March 31, 2026, the total value of outstanding letters of credit was approximately $283,871 (March 31, 2025 - $279,383).

In the normal course of operations, the Company is party to a number of lawsuits, claims and contingencies. Although it is possible that liabilities may be incurred in instances for which no accruals have been made, the Company does not believe that the ultimate outcome of these matters will have a material impact on its consolidated statements of financial position.

21. SEGMENTED DISCLOSURE

The Company's operations are reported as one operating segment, Automation Systems, which plans, allocates resources, builds capabilities and implements best practices on a global basis.
Geographic segmentation of revenues is determined based on revenues by customer location. Non-current assets represent property, plant and equipment, right-of-use assets and intangible assets that are attributable to individual geographic segments, based on location of the respective operations.

As at	**March 31, 2026**		
	Right-of-use assets	**Property, plant and equipment**	**Intangible assets**
Canada	**$ 41,073**	**$ 66,059**	**$ 81,747**
United States	**23,027**	**79,427**	**403,402**
Germany	**25,264**	**52,814**	**46,079**
Italy	**35,927**	**49,204**	**132,706**
Other Europe	**18,539**	**9,403**	**35,095**
Other	**3,224**	**2,884**	**5,181**
Total Company	**$ 147,054**	**$ 259,791**	**$ 704,210**

As at	March 31, 2025		
	Right-of-use assets	Property, plant and equipment	Intangible assets
Canada	$ 32,751	$ 67,254	$ 84,269
United States	22,935	145,788	450,892
Germany	24,485	55,700	46,256
Italy	18,662	44,539	135,217
Other Europe	19,959	9,169	33,724
Other	3,499	2,598	8,173
Total Company	$ 122,291	$ 325,048	$ 758,531

Revenues from external customers for the years ended	**March 31 2026**	March 31 2025
Canada	**$ 196,407**	$ 131,465
United States	**1,273,047**	1,036,378
Germany	**283,385**	251,138
Italy	**108,318**	87,842
Other Europe	**628,691**	599,078
Other	**483,084**	427,387
Total Company	**$ 2,972,932**	$ 2,533,288

For the years ended March 31, 2026 and March 31, 2025, the Company did not have revenues from a single customer that amounted to 10% or more of total consolidated revenues.

22. REVENUE FROM CONTRACTS WITH CUSTOMERS

(a) Revenue by type:

For the years ended		**March 31 2026**		March 31 2025
Revenues from construction contracts	**$**	**1,602,013**	$	1,311,119
Services rendered		**723,879**		651,143
Sale of goods		**647,040**		571,026
Total Company	**$**	**2,972,932**	$	2,533,288

(b) Disaggregation of revenue from contracts with customers:

Revenues by market for the years ended		**March 31 2026**		March 31 2025
Life Sciences	**$**	**1,521,973**	$	1,471,797
Consumer Products		**553,002**		335,690
Food & Beverage		**498,749**		416,879
Energy		**226,658**		123,951
Transportation		**172,550**		184,971
Total Company	**$**	**2,972,932**	$	2,533,288

Timing of revenue recognition based on transfer of control for the years ended		**March 31 2026**		March 31 2025
Goods and services transferred at a point in time	**$**	**647,040**	$	571,026
Goods and services transferred over time		**2,325,892**		1,962,262
Total Company	**$**	**2,972,932**	$	2,533,288

(c) Backlog:

The following table presents the aggregate amount of the revenues expected to be realized in the future from partially or fully unsatisfied performance obligations as at March 31, 2026 and March 31, 2025. The amounts disclosed below represent the value of firm orders and do not include constrained variable consideration or letters of intent. Such orders may be subject to future modifications that could impact the amount and/or timing of revenue recognition.

Revenues expected to be recognized in:		**March 31 2026**		March 31 2025
Less than one year	**$**	**1,329,000**	$	1,648,000
Thereafter		**629,000**		491,000
Total	**$**	**1,958,000**	$	2,139,000

(d) Accounts receivable:

As at		**March 31 2026**		March 31 2025
Trade accounts receivable	**$**	**520,261**	$	705,255
Less: allowance for expected credit loss		**(15,684)**		(9,176)
Trade accounts receivables, net	**$**	**504,577**	$	696,079
Other accounts receivable		**19,161**		23,356
Total	**$**	**523,738**	$	719,435

(e) Contract balances:

As at		**March 31 2026**		March 31 2025
Trade receivables	**$**	**504,577**	$	696,079
Contract assets		**436,847**		503,552
Contract liabilities		**(307,306)**		(330,134)
Unearned revenue [(i)]		**(93,713)**		(97,777)
Net contract balances	**$**	**540,405**	$	771,720

(i) The unearned revenue liability is included in accounts payable and accrued liabilities on the consolidated statements of financial position.

Contract assets relate to revenue earned in exchange of goods or services that have been transferred to a customer. These assets are transferred to accounts receivable when billed. As such, the balances of this account vary and depend on the timing of billings on contracts at the end of the year.

Contract liabilities represent the obligation to transfer goods and services for which the Company has received consideration. The balance of this account is dependent on timing of progress on the contract as well as receipts from customers, and as such, will vary.

The outstanding contract asset and contract liability balances decreased by $66,705 and by $22,828, respectively during the year ended March 31, 2026. Included in the decrease of the net contract asset balance is an impairment charge relating to the reorganization of the Company's Transportation business, along with other costs from the reorganization, which resulted in an increase to cost of revenues of $28,600. The remaining decrease in net contract assets is related to the timing of billings on certain customer contracts.

The financial statements for the year ended March 31, 2025 included the impact of an agreement with an electric vehicle ("EV") customer, with respect to previously disclosed outstanding payments, where the Company received $194,000 (U.S. $134,750) in the first quarter of fiscal 2026, with no further work required by the Company. All previously recorded amounts related to the program with the customer were written off as of March 31, 2025, resulting in an increase to net loss of $129,000 after income taxes ($171,090 before income taxes). The increase to net loss was recorded as a reduction to revenues of $146,900, as the settlement agreement is accounted for as a contract modification under IFRS 15, and an increase to selling, general and administrative expenses of $24,190 (note 23).

23. OPERATING COSTS AND EXPENSES

Depreciation, amortization and employee benefit expenses recorded in the consolidated statements of income (loss) are detailed as follows:

For the years ended	March 31 2026	March 31 2025
Included in cost of revenues:		
Depreciation of property, plant and equipment	**$ 25,483**	$ 24,793
Amortization of right-of-use assets	**31,850**	27,146
Amortization of intangible assets	**21,334**	13,247
Transportation reorganization	**28,600**	—
Wages, salaries and other employee benefits	**878,749**	867,743
Included in selling, general and administrative expenses:		
Depreciation of property, plant and equipment	**$ 8,987**	$ 8,881
Amortization of right-of-use assets	**6,971**	6,678
Amortization of intangible assets	**69,248**	71,925
Wages, salaries and other employee benefits	**281,862**	267,616
EV customer settlement - other	**—**	24,190
Retirement benefits [(i)]	**13,896**	13,378

(i) Includes defined benefit and defined contribution plan expenses.

24. NET FINANCE COSTS

For the years ended	Note	March 31 2026	March 31 2025
Interest expense		**$ 93,820**	$ 92,195
Interest on lease liabilities	8	**6,715**	6,048
Interest income		**(956)**	(6,049)
		$ 99,579	$ 92,194

25. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share
Earnings (loss) per common share is calculated by dividing earnings (loss) attributable to common shareholders by the weighted average number of common shares outstanding.

Diluted earnings (loss) per share
The treasury stock method is used to determine the dilutive impact of stock options and RSUs. This method assumes any proceeds from the exercise of stock options and vesting of RSUs would be used to purchase common shares at the average market price during the period.

For the years ended	**March 31 2026**	March 31 2025
Weighted average number of common shares outstanding	**97,897,034**	97,975,703
Dilutive effect of RSUs	**146,863**	—
Dilutive effect of stock option conversion	**96,291**	—
Diluted weighted average number of common shares outstanding [(i)]	**98,140,188**	97,975,703

(i) As of March 31, 2025, the weighted average number of common shares outstanding equaled the diluted weighted average number of common shares outstanding as all stock-based compensation was antidilutive.

The Company presents basic and diluted earnings (loss) per share data. Basic earnings (loss) per share is calculated by dividing the net income (loss) attributable to shareholders of the Company by the weighted average number of common shares outstanding during the period, adjusted for common shares held in trust under the RSU Plans. Diluted earnings (loss) per share is determined by further adjusting the weighted average number of common shares outstanding for the effects of all potential dilutive shares, which comprise stock options, RSUs and performance-based RSUs granted to executive officers and designated employees.

For the year ended March 31, 2026, stock options to purchase 410,705 common shares, 27,167 RSUs, and nil performance-based RSUs are excluded from the weighted average number of common shares in the calculation of diluted earnings per share as they are anti-dilutive (584,137 common shares, 165,729 RSUs and 294,413 performance-based RSUs were excluded for the year ended March 31, 2025).

26. SUPPLEMENTAL CASH FLOW INFORMATION

The following table sets forth the supplemental cash flow information on net change in non-cash working capital:

For the years ended		**March 31 2026**		March 31 2025
Accounts receivable	**$**	**195,697**	$	(240,675)
Income tax receivable		**21,709**		(18,238)
Contract assets		**66,705**		201,151
Inventories		**24,966**		1,562
Deposits, prepaids and other assets		**9,573**		(3,017)
Accounts payable and accrued liabilities		**(46,511)**		42,131
Income tax payable		**(5,950)**		(7,085)
Contract liabilities		**(22,828)**		17,930
Provisions		**1,608**		(7,026)
Foreign exchange and other		**1,618**		5,299
Total change in non-cash working capital	**$**	**246,587**	$	(7,968)

27. CAPITAL MANAGEMENT

The Company's capital management framework is designed to ensure the Company has adequate liquidity, financial resources and borrowing capacity to allow financial flexibility and to provide an adequate return to shareholders. The Company defines capital as the aggregate of equity (excluding accumulated other comprehensive income), bank indebtedness, long-term debt, lease liabilities and cash and cash equivalents.

The Company monitors capital using the ratio of total debt to equity. Total debt includes bank indebtedness, long-term debt and lease liabilities as shown on the consolidated statements of financial position. Equity includes all components of equity, less accumulated other comprehensive income. The Company also monitors an externally imposed covenant of senior net debt to EBITDA of not greater than 3.5 to 1 (note 16). For the years ended March 31, 2026 and March 31, 2025, the Company operated with a ratio below the externally imposed covenant. The Company is prepared to increase the total debt-to-equity ratio and net debt-to-EBITDA ratio if appropriate opportunities arise.
The capital management criteria can be illustrated as follows:

As at		**March 31 2026**		March 31 2025
Equity excluding accumulated other comprehensive income	**$**	**1,607,885**	$	1,542,502
Long-term debt		**1,274,725**		1,543,678
Lease liabilities		**154,688**		129,393
Bank indebtedness		**6,744**		27,271
Cash and cash equivalents		**(284,957)**		(225,947)
Capital under management	**$**	**2,759,085**	$	3,016,897
Debt-to-equity ratio		**0.89:1**		1.10:1

28. RELATED PARTY DISCLOSURE

The Company had an agreement with a shareholder, Mason Capital Management, LLC ("Mason Capital"), pursuant to which Mason Capital provided ATS with ongoing strategic and capital markets advisory services for an annual fee of U.S. $500. As part of the agreement, Michael Martino, a member of the Company's board of directors (the "Board") who is associated with Mason Capital, had waived any fees to which he may otherwise have been entitled for serving as a member of the Board or as a member of any committee of the Board. As Mr. Martino was selected by the Board to serve as the Chair of the Board, Mason Capital and the Company collectively determined that it would be appropriate to terminate, and have terminated, this agreement effective March 31, 2026.

The compensation of the Board and key management personnel is determined by the Board on recommendation from the Human Resources Committee of the Board:

For the years ended		**March 31 2026**		March 31 2025
Short-term employee benefits	**$**	**5,012**	$	4,601
Fees		**691**		696
Stock-based compensation (i)		**(522)**		3,792
Post-employment benefits		**64**		64
Total remuneration	**$**	**5,245**	$	9,153

(i) Stock-based compensation includes approximately $1,457 (March 31, 2025 - approximately $(5,300)) related to changes in the fair value of cash-settled plans due to the decrease in the Company's share price during the year.

The amounts disclosed in the table are the amounts recognized as an expense during the reporting period related to key management personnel.

EXHIBIT 99.4

CERTIFICATION REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a), PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Doug Wright, certify that:

1. I have reviewed this annual report on Form 40-F of ATS Corporation.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report.
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: May 28, 2026

/s/ Doug Wright
Name: Doug Wright
Title: Chief Executive Officer

EXHIBIT 99.5

CERTIFICATION REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a), PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Anne Cybulski, certify that:

1. I have reviewed this annual report on Form 40-F of ATS Corporation.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report.
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: May 28, 2026

/s/ Anne Cybulski

Name: Anne Cybulski

Title: Interim Chief Financial Officer

EXHIBIT 99.6

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ENACTED PURSUANT TO SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002

ATS Corporation (the "Company") is filing with the U.S. Securities and Exchange Commission on the date hereof, its annual report on Form 40-F for the fiscal year ended March 31, 2026 (the "Report").

I, Doug Wright, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as enacted pursuant to section 906 of the U.S. Sarbanes-Oxley Act of 2002, that:

(i) the Report fully complies with the requirements of section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Doug Wright

Name: Doug Wright

Title: Chief Executive Officer

Date: May 28, 2026

EXHIBIT 99.7

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ENACTED PURSUANT TO SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002

ATS Corporation (the "Company") is filing with the U.S. Securities and Exchange Commission on the date hereof, its annual report on Form 40-F for the fiscal year ended March 31, 2026 (the "Report").

I, Anne Cybulski, interim Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as enacted pursuant to section 906 of the U.S. Sarbanes-Oxley Act of 2002, that:

(i) the Report fully complies with the requirements of section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Anne Cybulski

Name: Anne Cybulski

Title: Interim Chief Financial Officer

Date: May 28, 2026

EXHIBIT 99.8

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our Firm under the caption “Interest of Experts”, which appears in the Annual Information Form in Exhibit 99.1, and to the incorporation by reference in the following Registration Statements:

1. Form S-8 no. 333-273050
2. Form F-10 no. 333-295342

of ATS Corporation (the “Company”) and the use herein of our reports dated May 27, 2026, with respect to the consolidated statements of financial position as of March 31, 2026 and 2025 and the consolidated statements of income (loss), comprehensive income, changes in equity and cash flows for each of the years in the two-year period ended March 31, 2026, and the effectiveness of internal control over financial reporting of the Company as of March 31, 2026, included in this Annual Report on Form 40-F.

/s/ Ernst & Young LLP
Chartered Professional Accountants
Licensed Public Accountants
Toronto, Canada
May 28, 2026