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, 2024** 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.

98,219,496 Common Shares outstanding as of March 31, 2024

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 Registrant") constitute forward-looking information. Often, but not always, forward-looking statements use words or phrases such as: "anticipate", "believe", "continue", "estimate", "expect", "future", "goal", "guidance", "intend", "likely", "objective", "opportunity", "plan", "possible", "potential", "probable", "project", "target" or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. 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 the Registrant, or developments in the Registrant's 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; performance of the markets that the Registrant 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 strength of the Canadian dollar; risks related to customer concentration; risks related to a recession, slowdown, and/or sustained downturn in the economy; 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; inability to successfully expand organically or through 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 the Registrant anticipates do not materialize or that the Registrant is unable to exploit such opportunities; that the Registrant 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 effect of events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transaction counterparties, or other companies in 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 may in the future lead to market-wide liquidity problems; energy shortages and global prices increases; the failure to realize the savings expected from reorganization activity or within the expected timelines; risk that the ultimate outcome of lawsuits, claims, and contingencies give rise to material liabilities for which no provisions have been recorded; that the Registrant 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; the consequences of activist initiatives on business performance, results, or share price of the Registrant; the impact of analyst reports on price and trading volume of the Registrant's shares; and those factors discussed in the section entitled "Risk Factors" 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 28, 2024, 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.$0.7380.

DISCLOSURE CONTROLS AND PROCEDURES

A. Evaluation of disclosure controls and procedures. Disclosure controls and procedures are designed to provide reasonable assurance that (i) information required to be disclosed by the Registrant in reports that it files or submits to the Securities and Exchange Commission (the "Commission") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) material information required to be disclosed in the Registrant's reports filed under the Exchange Act is accumulated and communicated to the Registrant's management, including its Chief Executive Officer ("CEO") and its Chief Financial Officer ("CFO"), as appropriate, to allow for timely decisions regarding required disclosure.

At the end of the period covered by this report, an evaluation was carried out under the supervision of and with the participation of the Registrant's management, including the CEO and CFO, of the effectiveness of the design and operation of the Registrant's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act). The evaluation included documentation review, enquiries and other procedures considered by management to be appropriate in the circumstances. Based on that evaluation, the Registrant's CEO and CFO have concluded that, as of the end of the period covered by this report, the Registrant's disclosure controls and procedures were effective.

B. Management report on internal control over financial reporting. This Annual Report does not include a report of management's assessment regarding internal control over financial reporting due to a transition period established by rules of the Commission for newly public companies.

C. Attestation report of the registered public accounting firm. This Annual Report does not include an attestation report of the Registrant's registered public accounting firm due to a transition period established by rules of the Commission for newly public companies.

D. Changes in internal control over financial reporting. During the period covered by this Annual Report, no change occurred in the Registrant's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.

The Registrant's management, including the CEO and CFO, does not expect that its disclosure controls and procedures or internal controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Registrant have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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, 2024.

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 committee. Joanne S. Ferstman has been designated an audit committee financial expert. Each individual member of the audit committee has been determined to be an independent director and are 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 Exchange Act and the New York Stock Exchange's ("NYSE") 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 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 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, 2024 filed as Exhibit 99.1 to this Annual Report ("2024 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 2024 AIF is incorporated by reference herein. No audit-related fees, tax fees or other non-audit fees were approved by the Audit 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, 2024 filed as Exhibit 99.2 to this Annual Report ("2024 MD&A") is incorporated by reference herein.

CONTRACTUAL AND OTHER OBLIGATIONS

The tabular disclosure provided under the heading "Contractual Obligations" contained in the 2024 MD&A is incorporated by reference herein.

IDENTIFICATION OF THE AUDIT COMMITTEE

The Registrant's Board of Directors has established an Audit Committee. The Audit Committee consists of three directors: Joanne S. Ferstman, Dave W. Cummings, and Kirsten Lange. Each of Ms. Ferstman, Mr. Cummings and Ms. Lange 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 2024 AIF is 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.

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 16, 2024

By: /s/ Stewart McCuaig
Name: Stewart McCuaig
Title: Vice President, General Counsel

EXHIBIT INDEX

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

97	Clawback Policy
99.1	Annual Information Form for the year ended March 31, 2024
99.2	Management Discussion and Analysis for the year ended March 31, 2024
99.3	Audited consolidated Financial Statements for the year ended March 31, 2024
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 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 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)

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, 2024

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 16, 2024, and the information provided herein is as of March 31, 2024, 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, 2024 (the "fiscal 2024 MD&A") is hereby incorporated by reference, and forms part of this AIF. The fiscal 2024 MD&A is available on the Company's profile on SEDAR+ at *www.sedarplus.com*, 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 each reportable segment of the Company as at March 31, 2024, 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, 2024 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
Advanced Applications GmbH	100%	Germany
ATS Assembly and Test, Inc.	100%	Michigan, USA
ATS Automation Global Services USA, Inc.	100%	Delaware, USA
ATS Automation LLC	100%	Delaware, USA
ATS Automation Malaysia SDN BHD	100%	Malaysia
ATS Automation Solutions Limited	100%	United Kingdom
ATS Automation Tooling Systems GmbH	100%	Germany
ATS Food Technologies Inc.	100%	Delaware, USA
ATS Industrial Automation GmbH & Co. KG	100%	Germany
ATS Industrial Automation Inc.	100%	Ontario, Canada
ATS Industrial Automation s.r.o.	100%	Slovakia
ATS Ohio, Inc.	100%	Ohio, USA
ATS Process Automation Solutions Corp.	100%	Ontario, Canada
ATS Test Inc.	100%	Ontario, Canada
Avidity Science KK	100%	Japan
Avidity Science Limited	100%	United Kingdom
Avidity Science Limited PCL	100%	Hong Kong
Avidity Science, LLC	100%	Delaware, USA
Avidity Science SAS	100%	France
Avidity Science (Zhejiang) Co., Limited	100%	China
Bel-Art Products	100%	New Jersey, USA
BioDot, Inc.	100%	California, USA
BioDot Limited	100%	United Kingdom
BioDot Trading Shanghai, Co. Ltd.	100%	China
Bio Medic Data Systems, LLC	100%	Delaware, USA
CFT (Beijing) Technology Co., Ltd.	100%	China
CFT Packaging USA Inc.	100%	Delaware, USA
CFT S.p.A	97.89%	Italy
Control and Information Management (CIM) Limited	100%	Ireland
Co.mac S.r.l	100%	Italy
Comecer, Inc.	100%	Delaware, USA
Comecer Medical System Private Limited	100%	India
Comecer Netherlands B.V.	100%	Netherlands

Comecer S.p.A.	100%	Italy
CT Chemicals, Inc.	100%	Ohio, USA
DF S.r.l	100%	Italy
Genevac Limited	100%	United Kingdom
HSG Engineering S.r.l.	100%	Italy
Hydropac, LLC	100%	Delaware, USA
Industrial Automation Partners B.V.	60%	Netherlands
Inimco B.V.	100%	Belgium
IPCOS B.V.	100%	Netherlands
IPCOS DOF B.V.	100%	Netherlands
IPCOS Engineering Solutions Private Limited	100%	India
IPCOS GROUP N.V.	100%	Belgium
IPCOS Inc.	100%	Delaware, USA
IPCOS N.V.	100%	Belgium
IPCOS POE Engineering Solutions Private Limited	100%	India
IPCOS UK Ltd.	100%	United Kingdom
Irta Dosificacio I Technologia S.L.	100%	Spain
ITA.CA. Engineering S.r.l.	100%	Italy
IWK India Private Limited	100%	India
IWK Packaging Systems, Inc.	100%	Delaware, USA
IWK (Thailand) Ltd.	100%	Thailand
IWK Verpackungstechnik GmbH	100%	Germany
MARCO Limited	100%	United Kingdom
NCC Automated Systems, Inc.	100%	Pennsylvania, USA
Odyssey Validation Consultants Limited	100%	Ireland
PT PAS Argus	100%	Indonesia
PA Solutions, Inc.	100%	Michigan, USA
Process Automation Solutions B.V.	100%	Netherlands
Process Automation Solutions GmbH	100%	Germany
Process Automation Solutions, Inc.	100%	Connecticut, USA
Process Automation Solutions Limited	100%	Ireland
Process Automation Solutions NV	100%	Belgium
Process Automation Solutions Pte. Ltd.	100%	Singapore
PA Process Automation Solutions (Shanghai) Co. Ltd.	100%	China
Process Automation Solutions s.r.o.	100%	Czech Republic
Raytec Service USA LLC	70%	California, USA
Raytec Vision S.p.A.	100%	Italy
ROLEC Prozess- und Brautechnik GmbH	100%	Germany
SAS Techn'Agro	100%	France
Siapi S.r.l.	100%	Italy
SP Industries, Inc.	100%	Delaware, USA

Triad Unlimited LLC	100%	California, USA
Yazzoom B.V.	100%	Belgium
Zi-Argus Australia Pty Ltd.	100%	Australia
Zi-Argus Ltd.	100%	Thailand
Corporate holding companies		
2269187 Ontario Inc.	100%	Ontario, Canada
ATS Delaware 1 LP	100%	Delaware, USA
ATS Delaware 5 LLC	100%	Delaware, USA
ATS Acquisitions USA 2, Inc.	100%	Delaware, USA
ATS Automation Holdings Italy 2 S.r.l.	100%	Italy
ATS Automation Holdings Italy 3 S.r.l.	100%	Italy
ATS Automation Holdings Italy S.r.l.	100%	Italy
ATS Automation Holdings Limited	100%	Ontario, Canada
ATS Automation USA Holdings 2, Inc.	100%	Ohio, USA
ATS Automation USA Holdings 3, Inc.	100%	Delaware, USA
ATS Automation USA Holdings 6, Inc.	100%	Ohio, USA
ATS Automation USA PA Holdings, Inc.	100%	Delaware, USA
Automation Tooling Systems Enterprises England Limited	100%	United Kingdom
Automation Tooling Systems Enterprises GmbH	100%	Germany
Automation Tooling Systems Enterprises, Inc.	100%	Delaware, USA
Edstrom UK Holdings Limited	100%	UK
Kimberly Audrey Ltd.	100%	United Kingdom
Olimon Hungary Kft.	100%	Hungary
SV Edstrom Holdings, LLC	100%	Delaware, USA

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, transportation, food and beverage, consumer products, and energy.

At May 16, 2024, 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, 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 2024 MD&A.

Acquisitions

As part of its ongoing strategy to complement organic growth, ATS has acquired fourteen 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); (iii) integration (including ability to operate, synergies and alignment with the ABM); and (iv) financial return (return on invested capital, strong profitability potential, earnings accretion).

Key Developments Over The Last Three Years

On June 1, 2021, the Company acquired BioDot, Inc. (“BioDot”), a leading manufacturer of automated fluid dispensing systems. The acquisition of BioDot expanded the Company’s life sciences capabilities in precise, low volume fluid dispensing and enhanced the Company’s position in the point-of-care and clinical diagnostic lab automation end-markets.

On June 2, 2021, the Company acquired Control and Information Management Ltd. (“CIM”), an industrial automation system integrator based in Ireland. With the acquisition of CIM, ATS added to its automation and service capabilities for biopharma, pharmaceutical, and other manufacturing and services industries and enhanced its digitization strategy.

On August 6, 2021, the Company announced the acquisition of BLSG AG (“BLSG”), a consulting company specializing in process engineering and operational excellence. The acquisition of BLSG expanded the Company’s Process Automation Solutions (“PA”) business’ ability to holistically serve customers from problem identification to solution implementation.

On September 1, 2021, the Company acquired NCC Automated Systems, Inc. (“NCC”), a provider of engineered-to-order sanitary automation solutions and stand-alone precision conveyance equipment. The acquisition of NCC expanded ATS’ portfolio of precision conveyor technologies through the addition of adjacent and complementary products to ATS’ SuperTrak, addressing an important pillar of ATS’ automation products strategy while enhancing the Company’s position in the food and beverage end-market.

On September 27, 2021, the Company announced it had entered into a definitive agreement to acquire DF S.r.l, (“DF”) a specialized manufacturer of pharmaceutical processing and packaging equipment and systems. The acquisition of DF was completed on November 30, 2021.

On September 29, 2021, the Company issued its second annual Sustainability Report entitled “Forward Together on ESG”. Included in the report were recent accomplishments in the areas of ethics and integrity, people, social responsibility, and responsible manufacturing and service. In addition to this, the report introduced five specific sustainability goals to achieve by 2030.

On November 3, 2021, the Company announced a reorganization plan, which included the closure of two underperforming CFT facilities. In the fourth quarter of fiscal 2022, the Company initiated the consolidation of an SP Industries, Inc. (“SP”) facility, along with other cost reductions. This

reorganization resulted in the rationalization of some underperforming businesses and brought focus to areas with a stronger value proposition.

On December 3, 2021, the Company acquired SP, a designer and manufacturer of high-grade biopharma processing equipment, life sciences equipment, and lab apparatus products. SP offers a broad portfolio of research and commercial lyophilizers, aseptic fill-finish equipment and systems, life sciences equipment, and attractive and meaningful reoccurring revenues through its labware and glassware business.

On December 13, 2021, the Company announced the TSX accepted a notice filed by it of its intention to make a Normal Course Issuer Bid ("2021 NCIB"). Under the 2021 NCIB, ATS had the ability to purchase for cancellation up to a maximum of 7,383,567 Common Shares, representing approximately 10% of the public float of 73,835,672 Common Shares.

On January 7, 2022, the Company announced the acquisition of HSG Engineering S.r.l. ("HSG"), an Italian-based industrial automation system integrator primarily serving the pharmaceutical sector. HSG joined ATS' PA business, deepens its domain knowledge in the biopharma and pharmaceutical sectors and strengthens its regional presence in Italy.

On February 22, 2022, the Company acquired the intellectual property assets of VASPAC Inc. ("VASPAC"), a Canadian-based organization that focuses on software quality assurance and specialized consulting to the nuclear industry. VASPAC joined ATS' Industrial Automation business and supports the Company's nuclear strategy and creates new synergies through overlapping customers and expanded portfolio offerings.

On November 21, 2022, the Company amended its articles in accordance with the OBCA to change its legal name from "ATS Automation Tooling Systems Inc." to "ATS Corporation". As part of the name change, the ticker symbol of the Company's Common Shares on the TSX changed from "ATA" to "ATS".

On December 8, 2022, the Company issued its annual Sustainability Report entitled "Stronger Together". Included in the report were recent ESG highlights including: results of a formal materiality assessment using Global Reporting Initiative Standards Core, details of commitments undertaken by businesses within the Company and three new ESG goals.

On December 13, 2022, the Company announced that the TSX accepted a notice filed by the Company of its intention to make a Normal Course Issuer Bid (the "2022 NCIB"). Under the 2022 NCIB, ATS had the ability to purchase for cancellation up to a maximum of 7,335,032 Common Shares, representing approximately 10% of the public float of 73,350,323 Common Shares.

On December 22, 2022, the Company announced it had acquired IPCOS Group N.V. ("IPCOS"), a Belgium-based provider of process optimization and digitalization solutions with six locations across Europe, the United States, and India. IPCOS joined ATS' PA business to accelerate PA's strategy to drive productivity improvement through digital solutions.

On March 3, 2023, the Company announced it had acquired Zi-Argus Australia Pty Ltd. and Zi-Argus Ltd. ("ZIA"), subsidiaries of Zuellig Industrial Group. ZIA is a well-established, independent automation systems integrator serving Southeast Asia and Australia, with a strong focus on process control, factory floor automation, data center, and Industry 4.0 digitization solutions. ZIA joined ATS' PA business.

On March 28, 2023, the Company announced that it had acquired Triad Unlimited LLC (“Triad”), a U.S.-based reliability engineering service provider to North American and European markets. Triad will support ATS’ after sales and service initiatives that focus on delivering customer value through the highest level of asset performance over the lifecycle of installed equipment.

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' PA business to broaden its process optimization and digitalization 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 recent 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 has 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.

For additional information regarding the general development of ATS’ business, and consideration paid for recent acquisitions, see the fiscal 2024 MD&A.

3.0 NARRATIVE DESCRIPTION OF THE BUSINESS

BUSINESS OVERVIEW

ATS and its subsidiaries serve customers in the following markets: (a) life sciences, including medical devices, pharmaceuticals, radiopharmaceuticals and chemicals; (b) transportation, including electric vehicles (“EV”), automotive and aerospace; (c) food & beverage, including processing, packaging and filling for fresh produce and liquid food & beverage; (d) consumer products, including packaging of cosmetics, electronics, durable and general goods; and, (e) energy, including oil & gas, in addition to nuclear, solar, and other green energy applications. With broad and in-depth knowledge across multiple industries and technical fields, ATS delivers single-source 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 selective in its choice of markets and favours regulated industries where quality and reliability are mandatory.

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 modelling, 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 customer projects, contract durations vary, with typical durations 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.

In fiscal 2024, ATS had revenues from a single customer that amounted to 25.1% of the total consolidated revenues. For the year ended March 31, 2023, the Company had revenues from a single customer that amounted to 15.9% of total consolidated revenues.

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: ATS' global presence and scale provide advantages in serving multinational customers, as many of the Company's competitors are smaller and operate with a narrower geographic and/or industrial market focus. ATS and its subsidiaries have a presence in Canada, the United States, Italy, Germany, Belgium, United Kingdom, Thailand, Netherlands, Ireland, China, Czech Republic, Australia, Spain, France, Indonesia, Slovakia, Japan, Singapore, India, Ukraine, Malaysia, Brazil, Switzerland, Austria, and Mexico. 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 advantages in winning 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 2,100 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: By having realized thousands of unique automation projects, ATS owns an extensive product and technology portfolio. 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; 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 include several strong 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; "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; "IWK", a specialist in the packaging market; and "Process Automation Solutions", 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 to 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 systems, 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, now mainly driven by ongoing cost pressures. Acceptable lead times are generally attainable in most key categories; however, supply chain volatility has been contributing to longer lead times and cost increases 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 input 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 protection 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 individually 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 - Market Volatility 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, delivery, and volume risk”).

Order Bookings and Order Backlog are supplementary financial measures. See “Non-IFRS and Other Financial Measures” in the fiscal 2024 MD&A for an explanation of such measures.

EMPLOYEES

As at March 31, 2024, ATS employed over 7,000 people, including many employees skilled in engineering, software design development, program management, skilled trades, and assembly.

ETHICAL BEHAVIOUR AND DIVERSITY

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 hotline 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 it is better able to meet its obligations when it reflects the diversity of customers, employees, and communities. To that end, the Board maintain a Board diversity policy that recognizes the importance of diversity and the positive impact it has on decision-making and shareholder value. The Board also recognizes its obligation to promote diversity and inclusion as part of the ATS corporate culture. It is a social and workforce imperative.

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 responsible management of the environment. The Company 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 has identified that the longer-term growth of the EV market presents a business opportunity as consumers demonstrate an interest in the purchase of emission-free vehicles. Accordingly, the Company developed leading capabilities in EV battery pack and assembly. ATS also 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 ESG 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, Thailand, United Kingdom, Netherlands, Czech Republic, China, Slovakia, Ireland, India, Singapore, Mexico, Spain, France, Ukraine, Malaysia, Brazil, Switzerland, Austria, Indonesia, Japan, and Australia. 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 advantages in winning 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. No material weaknesses in ATS’ internal controls have been identified for fiscal year March 31, 2024, based on the review completed by ATS’ internal audit department.

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 – Conditions in China”. ATS’ operations in China are carried out through five wholly owned subsidiaries, each with its own legal representative (either the Chair of its Board of Directors or Executive Director or the General Manager). The Chair or Executive Director has the statutory power to represent and bind the Company without specific separate authorization. In practice, this means the legal representative will sign contracts, government filings, and other documents on behalf of the Company.

Under Chinese law, each of ATS’ Chinese subsidiaries is 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. In practice, since ATS’ Chinese entities are owned by ATS, as sole shareholder, the supervisors of the entities generally do not exercise their powers, leaving the General Manager to do so. Under Chinese law, a corporation established in China is required to appoint a legal representative. 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, however 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.

The minute books, seals (or chops), and records of the five 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 2022, ATS closed two underperforming CFT facilities, consolidated a SP facility, and took other cost reduction measures. This reorganization resulted in the rationalization of underperforming businesses and brought focus to areas with a stronger value proposition. The Company recorded restructuring expenses of $5.9 million in fiscal 2022 in relation to this reorganization.

In fiscal 2023, 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 $27.5 million in fiscal 2023 in relation to this reorganization.

In fiscal 2024, the Company completed a reorganization plan to improve its cost structure and reallocate investment to growth areas. The Company recorded restructuring expenses of $22.8 million in fiscal 2024 in relation to this reorganization.

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 are incurred, they could materially and adversely affect ATS' business, financial condition, liquidity, or results of operations.

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 future income taxes, and other intangible assets.

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. For example, certain markets we serve, such as the EV market, are characterized by constant and rapid technological change and fluctuations in product demand, which may in turn affect the demand of ATS' customers for ATS' products related to the production of EVs. 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.

Inflation risk. General inflationary pressures, such as those that have been evident in the economy since early in 2022, may affect labour and other operating costs, which could have a material adverse effect on the Company's financial condition, results of operations, and the capital expenditures required to advance the Company's business plans. In particular, certain emerging markets in which we have a presence, or may in the future have a presence, have experienced fluctuating rates of inflation. There can be no assurance that any governmental action that has or will be taken to control inflationary or deflationary cycles will be effective, or whether any governmental action may contribute to economic uncertainty or a recession. Governmental action to address inflation or deflation may also affect currency values. Accordingly, inflation and any governmental response thereto may have a material adverse effect on the Company's business, results of operations, cash flow, financial condition, and the price of its Common Shares.

Market volatility risk. A recession, slowdown and/or sustained downturn in the economy (or any particular segment thereof) 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 downtown or that any governmental action taken will be effective. A recession, slowdown and/or sustained downtown 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.

Security breaches or disruptions of information technology systems risk. ATS utilizes a variety of information technology systems to manage and operate its businesses. 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. It is possible a security breach could result in theft of trade secrets or other intellectual property, or disclosure of confidential customer, supplier, or employee information. 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.

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.

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;
- 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;
- 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, most recently as a result of 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.

Pricing, quality, delivery, and 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. These risks could be exacerbated due to uncertainties related to the EV programs, including end-user acceptance rates and the availability of critical EV infrastructure. 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.

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. 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.

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.

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.

Regional energy shortages; price increases. Parts of the world are experiencing energy shortages which appear to be related to a resurgence in demand due to an economic recovery in certain regions, 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 and 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 renewed rise in the energy prices. Prolonged

energy disruptions and/or significant energy price increases could have an adverse effect on the Company's operations and profitability.

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.

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 Senior Notes maturing in 2028, a senior secured credit facility that is committed to 2026, and a non-amortized secured term credit facility maturing in November 2026. 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 Senior Notes by rating agencies may increase future borrowing costs and reduce access to capital. The debt under its 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.

Restrictive covenants risk. The Company's existing senior secured credit facility and the note indenture pursuant to which the Company's 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 indenture 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.

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.

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) "Construction contracts" of the Company's audited consolidated financial statements. 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.

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 to meet specifications, late and/or improper delivery of goods or services, product liability, wrongful dismissal, product defects, quality problems, and intellectual property infringement. 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 fulsome 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. 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 a loss or its insurer fails to provide coverage, could have a material adverse impact on its business, financial condition, and results of operations.

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 safety products. 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 products based on the specifications of third parties. Although the Company takes steps to contractually reduce the risk of product liability-related claims, the success of these measures 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.

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.

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. 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.

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.

New product 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. There is no assurance that new products will be accepted by the market, that planned volumes will be realized over the product life, or that the product life will not be shorter than expected due to product obsolescence or competitive products in the marketplace. New products 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 product offerings may also require more significant marketing and sales efforts to gain market acceptance.

Customer 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.

ATS' success depends in part on its ability to anticipate and offer products, technologies, and services that appeal to the changing needs and preferences of customers in the various markets the Company serves. Developing new products requires high levels of innovation, and the development process is often lengthy and costly. If management is not able to anticipate, identify, develop, and market products that respond to changes in customer preferences, demand for products and services could decline.

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

Adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity, defaults or non-performance by financial institutions or transactional counterparties, could adversely affect our business operations, results of operations and financial condition. 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, have in the past and may in the future lead to market-wide liquidity problems. For example, on March 10, 2023, Silicon Valley Bank ("SVB") was closed by the California Department of Financial Protection and Innovation, which appointed the U.S. Federal Deposit Insurance Corporation ("FDIC") as receiver. Similarly, on March 12, 2023, Signature Bank was also placed into receivership, and, on May 1, 2023, First Republic Bank ("First Republic"), was also placed into receivership, with the FDIC accepting a bid from JPMorgan Chase Bank to assume all deposits, including all uninsured deposits, and substantially all assets of First Republic. Although ATS does not currently have any deposits at or credit facilities with such banks, some of the Company's current vendors and/or customers might be affected. If the failure of any bank that is placed into receivership causes any vendors and/or customers to face financial difficulties, it could lead to a delay or inability to deliver goods and services to the Company or a delay or inability for the Company's customers to pay for the Company's products and services. On March 20, 2023, UBS Group AG agreed to buy Credit Suisse

Group AG in a Swiss government-brokered deal. Despite the steps taken by central banks and other regulators to contain the effects of events affecting these financial institutions on the broader global financial system, it is not possible to predict whether other financial institutions will suffer similar problems. In the event of bankruptcy of any of the financial institutions in which ATS has deposits or investment assets, ATS may not be able to recover any such deposits or investment assets in full. Any further developments that might adversely impact financial institutions to which the Company has exposure in could materially and adversely affect business operations, results of operations, and overall financial condition.

Environmental, social, and governance considerations 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.

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.

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 2024, 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.

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.

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.

Lengthy sales cycles 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.

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.

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 2024. 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 compliance risk. In operating its business, ATS must comply with a variety of laws and regulations in each of the countries 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 are environment, health and safety, import, export, licensing, competition law, privacy, anti-bribery, disclosure, securities, insider trading, 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, food and 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.

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 protection risks. The success of ATS depends in part upon its ability to protect its intellectual property and proprietary technology. 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.

Infringement of third parties' intellectual property rights risk. ATS' success depends on its ability to use and develop its technology and know-how without infringing the intellectual property rights of third parties. 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. ATS believes that as technology evolves, it may have to develop alternative non-infringing technology, and its failure to do so or obtain licenses to the proprietary rights on a timely basis, if at all, or on desired terms could have a material adverse effect on its business, financial condition, and results of operations.

Impairment of intangible assets risk. As of March 31, 2024, the Company had $1,228.6 million of goodwill and $679.5 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, or misinterpretation of the law or any failure to manage tax risks adequately could result in increased charges, financial loss, including penalties and reputational damage, and which could have a material adverse effect on the Company's prospects, business, financial condition and results of operations. 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 sharing (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.

Internal controls risk. Effective internal controls are necessary for ATS to provide reliable financial reports and effectively prevent fraud. Under Canadian securities law requirements, ATS' Chief Executive Officer and 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 and are effective in providing 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. ATS maintains compliance with Canadian 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 Canadian 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. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm ATS' results of operations or cause it to fail to meet its reporting obligations. If ATS or its independent registered public accounting firm discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in ATS' audited consolidated financial statements and harm its share price. In addition, future non-compliance with Canadian 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.

Variations in quarterly results risk. The revenues, operating margins, and earnings of ATS may vary from quarter to quarter as a result of 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.

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.

Manufacturing facilities disruption risk. ATS has a limited number of manufacturing facilities, including some in lesser developed countries. If the operations at any one of these facilities were disrupted as a result of a natural disaster, epidemic, pandemic, war, fire, power or other utility outage, work stoppage, or other similar event, 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.

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.

Securities and industry analysts risk. The trading market for the Company's Common Shares depends, in part, on the research and reports that securities or industry analysts publish about ATS' business. The Company does not have any control over these analysts. If one or more of the analysts who cover the Company downgrade the Company's stock or publish inaccurate or unfavorable research about the Company's business, the price of the Company's Common Shares could decline. In addition, if results of operations fail to meet the forecast of analysts, the price of the Company's Common Shares would likely decline. If one or more of these analysts cease coverage of the Company or fail to publish reports on the Company regularly, demand for the Company's Common Shares could decrease, which might cause the price and trading volume of the Company's Common Shares to decline.

Conditions in China. A portion of ATS' operations (including sales and engineering) are carried out in China. See "Foreign Operations". Accordingly, the Company's business, financial condition, and financial performance may be influenced by the political, economic, and legal environments in China, and by the general state of China's economy. The Company's business may be influenced by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things.

The Chinese government imposes controls on the convertibility of Renminbi ("RMB") into foreign currencies and, in certain cases, the remittance of currency out of China. The Company anticipates that in future a portion of its revenues will be in RMB, which is currently not a freely convertible currency. Under existing Chinese foreign exchange regulations, payment of current account items, including profit distributions, interest payments and expenditures, can be made in foreign currencies without prior approval from the Chinese State Administration of Foreign Exchange by complying with certain procedural requirements. However, approval from appropriate governmental authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital account items, such as the repayment of loans denominated in foreign currencies. The Chinese government may also at its discretion restrict access in the future to foreign currencies for current account transactions.

The Chinese legal system is a system based on written statutes. Because these laws and regulations are relatively new, and because of the limited volume of published cases and their non-binding nature, the interpretation and enforcement of these laws and regulations involve uncertainties. This may result in the outcome of dispute resolutions not being consistent or predictable as compared to more developed jurisdictions. Furthermore, laws and regulations may have a retroactive effect such that the Company is not aware of any violation by it until sometime after the violation has occurred. As the Chinese legal system develops, changes in such laws and regulations, their interpretation, or their enforcement, may have a material effect on the Company.

Intellectual property rights in China are still developing and there are uncertainties involved in intellectual property rights protection and the enforcement of such protection. The Company must pay special attention to protecting its intellectual property and trade secrets. Failure to do so could lead to the loss of a competitive advantage that may not be compensated by a damages award.

The Company has certain land use rights in China. Under Chinese law, land use rights can be revoked in the public interest, although holders of such appropriated land use rights typically receive compensation. Events in China have shown that the public interest rationale is, at times, interpreted quite broadly and the process of land appropriation may not be fully disclosed publicly by the authorities.

In China, companies with a foreign ownership component could be required to work within a framework which is different from that imposed on local companies. The Chinese government is opening up opportunities for foreign investment and this process is expected to continue, especially as a result of China's entry into the World Trade Organization. If the Chinese government reverses the current trend of permitting foreign investment and imposes greater restrictions on foreign companies, the Company's ability to conduct business in China could be negatively affected.

Changes, if any, in investment policies or shifts in political attitude in China may adversely affect the Company's business, results of operations, and financial condition. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, income taxes, foreign investment, bank lending, export controls, usage and costs of state-controlled transportation services, and nationalization or expropriation of property or business. Any events resulting in an adverse impact on the Chinese economy may have an adverse effect on the Company's profitability and prospects.

China subsidiaries' permits and business licenses. ATS' China subsidiaries hold various permits, business licenses, and approvals authorizing their operations and activities, which are subject to periodic review and reassessment by the Chinese authorities. Standards of compliance necessary to pass such reviews change from time to time and differ from jurisdiction to jurisdiction, leading to a degree of uncertainty. If renewals, new permits, business licenses, or approvals required in connection with existing or new facilities or activities are not granted or are delayed, or if existing permits, business licenses, or approvals are revoked or substantially modified, the Company could suffer a material adverse effect. If new standards are applied to renewals or new applications, it could prove costly to the Company to meet any new level of compliance.

Misuse of China subsidiaries' chops. The chops of ATS' China subsidiaries are essential to their ability to enter into contracts, conduct banking activities, and undertake day-to-day corporate and business activities. In order to maintain the physical security of the China subsidiaries' chops, each chop is stored separately in secured locations accessible only to authorized personnel. Although the Company has implemented such internal control procedures as it feels necessary to monitor the authorized personnel and the use of the chops, there is no assurance that such procedures will prevent all instances of abuse or negligence. Accordingly, if any of the China subsidiaries' authorized personnel misuse or misappropriate the chops, or in the event a chop is lost, stolen, or misplaced, the Company could experience significant disruption to operations until the chops are replaced.

Cost of labour in China. The labour and employment market in China is dynamic. Labour costs in China have traditionally been significantly less than those in other more developed countries; however, such costs have begun to rise and there is no guarantee that they will not continue to rise. Any such increased cost could have an adverse effect on ATS as a result of its sales and engineering operations in China. Also, in the future, changes in the labour and employment market in China may be imposed or labour disputes may arise. Such events may increase costs of operation and affect ATS' business, results of operations, and financial condition.

Enforcing rights and judgments in China. As Chinese legal entities, the China subsidiaries are subject to Chinese company law and regulations. China does not have a treaty with Canada providing for the

reciprocal recognition and enforcement of judgments of courts and as such, recognition and enforcement in China of judgments of a Canadian court in relation to any matter not subject to a binding arbitration provision may be difficult or impossible.

Cost of compliance risk. As a public company in the United States, the Company incurs additional legal, accounting, NYSE, reporting and other expenses that did not incur as a public company in Canada. 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 new 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 the Company will 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 will be required to furnish a report by management on internal control over financial reporting ("ICFR"), which will in the future, starting with respect to the year ended March 31, 2025, be 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 will document and evaluate the ICFR, which is both costly and challenging. In this regard, the Company will need to continue to dedicate internal resources, potentially engage outside consultants and adopt 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 implement a continuous reporting and improvement process for ICFR. Despite the Company's efforts, there is a risk that neither the Company nor their independent registered public accounting firm will be able to conclude within the prescribed timeframe that the ICFR is effective as required by Section 404. This could result in a determination that there are one or more material weaknesses in the ICFR, which 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 are 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.

Foreign private issuer risk. ATS is a "foreign private issuer" as such term is defined in Rule 405 under the U.S. Securities Act, and are 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 will not file the same reports that a U.S. domestic issuer would file with the SEC, although the Company will be 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, 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.

If the Company ceases to qualify as a foreign private issuer in the future, 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, 2024, there were 98,219,496 Common Shares outstanding. During the most recent fiscal year, 105,398 stock options were exercised under the employee stock-based compensation plan at an average exercise price of $20.45, 6,900,000 Common Shares were sold by the Company at a price of U.S. $41.00 per Common Share in connection with the initial public offering in

the United States, and the Company purchased 300 Common Shares under the current NCIB program for $14,000, and nil Common Shares under the previous NCIB program. 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, 2024, 387,794 Common Shares were purchased for $23.8 million and are held in trust and may be used to settle some or all of the fiscal 2023 and fiscal 2024 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, 2023 to March 31, 2024:

	Common Shares – TSX	
Month	Price range (Cdn. $)	Total volume traded
April 2023	$51.37 - $58.85	2,960,500
May 2023	$55.38 - $62.98	5,656,900
June 2023	$57.07 - $63.46	3,647,100
July 2023	$58.79 - $64.80	2,843,100
August 2023	$53.84 - $61.18	4,279,100
September 2023	$56.80 - $61.56	3,222,900
October 2023	$46.20 - $57.69	4,238,700
November 2023	$45.64 - $54.46	3,790,600
December 2023	$52.20 - $59.29	2,222,300
January 2024	$54.10 - $60.01	2,186,900
February 2024	$49.95 - $59.46	4,270,000
March 2024	$45.20 - $52.91	4,459,800

	Common Shares – NYSE	
Month	Price range (U.S. $)	Total volume traded
April 2023	$38.90 - $41.77	26,800
May 2023	$40.50 - $45.25	2,667,500
June 2023	$42.81 - $48.44	813,700
July 2023	$44.43 - $48.89	866,600
August 2023	$39.81 - $45.86	580,300
September 2023	$42.21 - $45.38	828,600
October 2023	$33.30 - $42.28	1,622,400
November 2023	$33.02 - $40.13	1,814,300
December 2023	$38.50 - $44.58	1,253,300
January 2024	$40.38 - $44.70	898,100
February 2024	$36.91 - $44.11	1,575,000
March 2024	$33.34 - $39.04	1,715,900

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, 2024.

Date of Issuance	Type of Security Issued	Number of Securities Issued	Issuance/Exercise Price per Security	Reason for Issuance
May 30, 2023	Common Shares	6,900,000	$55.68	U.S. Initial Public Offering
April 1, 2023 - July 2, 2023	Common Shares	41,034	$10.46-$35.78	Common Shares issued pursuant to exercise of stock options
July 3, 2023 - October 1, 2023	Common Shares	9,161	$20.22-$35.78	Common Shares issued pursuant to exercise of stock options
October 2, 2023 - December 31, 2023	Common Shares	39,578	$12.77-$35.78	Common Shares issued pursuant to exercise of stock options
January 1, 2024 - March 31, 2024	Common Shares	15,625	$12.77	Common Shares issued pursuant to exercise of stock options

Senior Notes

The Company's U.S. $350 million aggregate principal amount of 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 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 Senior Notes. If the Company experiences a change of control, the Company may be required to repurchase the Senior Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount of the Senior Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date. The 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, 2024, all covenants were met in accordance with the terms of the Senior Notes. Subject to certain exceptions, the 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 Senior Notes herein is a summary and is qualified by the actual provisions contained in the indenture with respect to the Senior Notes which can be found at the Company's profile on SEDAR+ *www.sedarplus.com*.

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 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 ('positive' outlook)
Senior Notes	BB (recovery rating of 5)	B2 (LGD rating of 5)

The Company has paid applicable service fees to S&P's and Moody's for the rating of the Company and the 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 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 opinions about expected loss given default on fixed income obligations expressed as a percent of principal and accrued interest at the resolution of the default. The expected LGD rate is 100% minus the expected value that will be received at default resolution, discounted by the coupon rate back to the date the last debt service payment was made, and divided by the principal outstanding at the date of the last debt service payment. A LGD rating of “5” 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 16, 2024, 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
DAVE W. CUMMINGS [1, 3, 5] British Columbia, Canada	Director	Non-Profit work, primarily with Think Together, a children's education organization	August 2020

Mr. Cummings is an internationally experienced corporate executive and independent board director with a reputation for driving strategic digital transformation of traditional business models. With a career in oil & gas, heavy equipment and distribution businesses in both public and private companies. In addition to his roles as an independent board director of publicly listed and startup companies, Mr. Cummings has held executive leadership roles in Digital, IT, engineering, operations and commercial during his career.

Since retiring from a full time executive role in 2023, most recently Mr. Cummings was the Executive Vice President and Chief Digital Officer for Finning International – a 90-year-old $8 billion public company headquartered in Vancouver, Canada and the world's largest Caterpillar Equipment dealership. At Finning he led the digital, revenue management, operations excellence, digital marketing, IT and cyber teams. Mr. Cummings was the architect of the Finning digital strategy and the creator of the Digital division that has played a major role in adding value to the traditional Finning business model.

Prior to joining Finning, Mr. Cummings held C-suite business development, commercial and Technology leadership positions at privately held Maxum Petroleum in Connecticut, USA - North America's largest fuels and lubricants distribution company, and Univar in Seattle Washington, an $11 billion global industrial chemical distributor – taking both organizations from private ownership to public through LBO to IPO cycles.

Until the end of 2023 Mr. Cummings was a member of the board of directors of Sanctuary.ai – a robotics and artificial intelligence startup headquartered in Vancouver BC and as well as a board member for BCTech, a Vancouver based government partnered not-for-profit organization dedicated to scaling technology startups.

Starting his career in the UK oil and gas industry, Mr. Cummings spent 23 years with ConocoPhillips, holding international leadership roles in operations, engineering, technology, commercial and business development while based in multiple countries and five continents.

Mr. Cummings was educated in the United Kingdom where he earned a BS (Honors) and an MBA in Business Management.

JOANNE S. FERSTMAN [1, 2] 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, risk management and 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 DundeeWealth 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. She currently serves as the Chair of DREAM Unlimited Corp. (a real estate company). She also serves as director of Osisko Gold Royalties Ltd. (a mining royalty company) and of Cogeco Communications Inc. (a communications company). Ms. Ferstman was formerly a director of Osisko Development Corporation.

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 USA 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.

ANDREW P. HIDER [4] North Carolina, USA	Chief Executive Officer & Director	Chief Executive Officer, ATS Corporation	May 2017

Mr. Hider is the Chief Executive Officer of ATS Corporation. He is an experienced executive with a track record of success founded on his ability to drive business growth and operational performance in complex business environments and across multiple industries including transportation, advanced technology, instrumentation and industrial products. Most recently, Mr. Hider served as President and CEO of the Taylor Made Group, LLC, a diversified global leader in the supply of innovative products and systems for marine, transportation, agriculture, and construction markets, a position he held from May 2016 through to February 2017. Prior to that, Mr. Hider served for 10 years at Danaher Corporation, a global science and technology company, initially joining Danaher as General Manager and Director of Dover and most recently serving as President of Veeder Root. Mr. Hider began his career with General Electric, serving in a number of areas over a six-year period including manufacturing, project management, procurement and finance, culminating in his appointment as General Manager of GE Tri-Remanufacturing. Mr. Hider currently serves as a member of the Board of Directors for Tennant Company. Mr. Hider holds a Bachelor of Science in Interdisciplinary Engineering and Management and a Master of Business Administration, both from Clarkson University.

Prior to joining ATS, Mr. Hider gained CEO experience at Taylor Made Group, LLC where he had responsibility for all aspects of the business. Mr. Hider has significant experience touching upon operations, manufacturing, sales and marketing, product management, innovation, international business, service, quality, continuous improvement, and M&A. This experience was gained through participation in an operational leadership program while at General Electric where he cycled through four different leadership roles, and full P&L leadership positions at four different companies while at Danaher Corporation, those group companies being involved in fuel management, application-specific X-ray analyzers, instrumentation, and motion technology. Some specific projects that Mr. Hider led include acquisitions, brand rationalization, sales force execution, quality improvements, continuous improvement, strategy development, and a successful acquisition of a SaaS business that enabled a total smart solution with hardware and cloud-based software solutions.

KIRSTEN LANGE [1, 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 and is currently serving as Chair of the Supervisory Board and member of the Audit Committee of Blue Cap AG. 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	Director	Principal, Mason Capital Management LLC	September 2007

Mr. Martino is a founder and principal of Mason Capital Management LLC. 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. He was formerly a director of Spar Aerospace Limited, a publicly-traded aerospace company. 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.

Mr. Martino has gained over 20 years' experience at a CEO level through his involvement in Mason Capital Management LLS. Eight years at General Electric exposed him to the manufacturing industry. Beginning at Oppenheimer & Company, Mr. Martino has worked in the capital markets for the last 27 years. From an international perspective, Mr. Martino has been involved with USA and Canadian investments, including holding board positions, and has overseen global investments throughout his career.

DAVID L. MCAUSLAND [2, 3] Québec, Canada	Chairman of the Board of Directors	Counsel, McCarthy Tétrault LLP	March 2010

Mr. McAusland, the Chairman of the Board of Directors, is a corporate advisor, lawyer and experienced corporate director and senior executive. Mr. McAusland is counsel to the law firm McCarthy Tétrault and was previously Executive Vice-President, Corporate Development and Chief Legal Officer of Alcan Inc., where he provided leadership on its worldwide mergers, growth strategies, major transactions and capital investments.

Mr. McAusland currently acts as a director of several private corporations in addition to being the Chairman of ATS Corporation. Mr. McAusland received his B.C.L. in 1976 and his LL.B. in 1977, both from McGill University. In 2002, he was awarded the Queen Elizabeth II Jubilee Medal in recognition of service to the community, in 2015 he was conferred the title Advocatus Emeritus (Ad. E.) by the Quebec Bar and in 2020 he received the distinction of Fellow of the Institute of Corporate Directors (F. ICD) by the Institute of Corporate Directors.

With his 40-year career, Mr. McAusland brings to ATS deep experience in the strategic issues facing a wide variety of businesses, both domestically and internationally, based on a broad variety of perspectives including as a senior executive of a large multi-national business, corporate director, lawyer and strategic advisor. Mr. McAusland is highly knowledgeable in all matters of corporate governance; his roles as a corporate director go back over 20 years and include membership on human resource and compensation committees as well as audit committees and roles as board chair. He has designed and led many high value-at-stake strategic initiatives and transactions, both friendly and contested as well as domestic and international, and he has spent much of his career with close involvement in the capital markets and corporate finance issues and initiatives. Mr. McAusland also brings experience as a leader of successful government relations initiatives and the development of strategies based on stakeholder alignment.

SHARON C. PEL [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 was appointed to the Board of Trustees of OPTrust in February 2017, served as Chair from 2020 to 2022, as Vice-Chair from 2018-2020 and is a current Board member. Ms. Pel is the past Board Chair of Canadian Feed the Children where she served as a Board member from June 2016 to December 2023. She sat 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 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.

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 leads Danaher's mergers and acquisition activity in Europe and 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 whilst 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 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.

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
ANDREW P. HIDER North Carolina, USA	Chief Executive Officer
RYAN MCLEOD Ontario, Canada	Chief Financial Officer
JEFF ADAMSON Colorado, USA	Chief Information Officer
ANGELLA ALEXANDER Ontario, Canada	Chief Human Resources Officer
CHRISTIAN DEBUS Kusterdingen, Germany	President, Process Automation Solutions
MIROSLAV KAFEDZHIEV Ohio, USA	President, ATS Industrial Automation
STEVE EMERY Ontario, Canada	Vice President, Global Procurement
PRAKASH MAHESH Illinois, USA	Group Executive, Life Sciences
STEWART MCCUAIG Ontario, Canada	Corporate Vice President, General Counsel
CAMERON MOYER Colorado, USA	Vice President, ABM
JEREMY PATTEN South Carolina, USA	President, Products and Food Technology
SIMON ROBERTS Ontario, Canada	Senior Vice President, Global After Sales Service
DR. HENRICH SIELEMANN Baden-Wurttemberg, Germany	President and Managing Director, IWK
JOE TASSONE Ontario, Canada	Vice President, Mergers & Acquisitions

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 2016 to 2022, Prakash Mahesh served as Corporate Vice President and General Manager at AMETEK Inc.
- From 2019 to 2022 Cameron Moyer served as Vice President, Ensign-Bickford Operating System at Ensign-Bickford Industries, Inc. Prior to that, he served for 13 years at Danaher Corporation, including as Global Director, Danaher Business System (Phenomenex).
- From 2015 to 2020, Dr. Heinrich Sielemann served as Managing Director at ILLIG Maschinenbau GmbH & Co. KG.

Shareholdings of directors and executive officers

As at May 16, 2024, the directors and executive officers of ATS, as a group, beneficially owned or controlled, directly or indirectly, 14,965,511 Common Shares representing approximately 15.28% 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, 2024, 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 annual Management's Discussion and Analysis for the fiscal year ended March 31, 2024 (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 2024 or before fiscal 2024 and which are still in force, are the following:

1. Fifth Amended and Restated Credit Agreement dated as of July 29, 2020, as amended on May 21, 2021, August 21, 2021, November 4, 2022, and October 5, 2023, among the Company, certain of its subsidiaries as Guarantors, the Bank of Nova Scotia, in its capacity as Administrative Agent, TD Securities, in its capacity as Syndication Agent, and various lenders who become parties to the agreement from time to time, in respect of a $750,000,000 secured committed revolving line of credit and a $300,000,000 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 "Trustee"), as amended by the First Supplemental Indenture, dated as of February 8, 2021 between the Company and the Trustee (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 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 2024 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.

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. Cummings, and Ms. Lange. 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 five times during the fiscal year ended March 31, 2024. 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, risk management and 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 DundeeWealth 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. She currently serves as the Chair of DREAM Unlimited Corp. (a real estate company). She also serves as director of Osisko Gold Royalties Ltd. (a mining royalty company) and of Cogeco Communications Inc. (a communications company). Ms. Ferstman was formerly a director of Osisko Development Corporation.

  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 USA 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. Cummings is an internationally experienced corporate executive and independent board director with a reputation for driving strategic digital transformation of traditional business models. With a career in oil & gas, heavy equipment and distribution businesses in both public and private companies. In addition to his roles as an independent board director of publicly listed and startup companies, Mr. Cummings has held executive leadership roles in Digital, IT, engineering, operations and commercial during his career.

  Since retiring from a full time executive role in 2023, most recently Mr. Cummings was the Executive Vice President and Chief Digital Officer for Finning International – a 90-year-old $8 billion public company headquartered in Vancouver, Canada and the world's largest Caterpillar Equipment dealership. At Finning he led the digital, revenue management, operations excellence, digital marketing, IT and cyber teams. Mr. Cummings was the architect of the Finning digital strategy and the creator of the Digital division that has played a major role in adding value to the traditional Finning business model.

  Prior to joining Finning, Mr. Cummings held C-suite business development, commercial and Technology leadership positions at privately held Maxum Petroleum in Connecticut, USA - North America's largest fuels and lubricants distribution company, and Univar in Seattle Washington, an $11 billion global industrial chemical distributor – taking both organizations from private ownership to public through LBO to IPO cycles.

  Until the end of 2023 Mr. Cummings was a member of the board of directors of Sanctuary.ai – a robotics and artificial intelligence startup headquartered in Vancouver BC and as well as a board

member for BCTech, a Vancouver based government partnered not-for-profit organization dedicated to scaling technology startups.

Starting his career in the UK oil and gas industry, Mr. Cummings spent 23 years with ConocoPhillips, holding international leadership roles in operations, engineering, technology, commercial and business development while based in multiple countries and five continents.

Mr. Cummings was educated in the United Kingdom where he earned a BS (Honors) and an MBA in Business Management.

- 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 and is currently serving as Chair of the Supervisory Board and member of the Audit Committee of Blue Cap AG. 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.

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 2024 by the Company's current auditors, Ernst & Young LLP, initially appointed on June 18, 2009, are as follows:

	Fiscal 2024
Audit fees	$ 3,388,000 [1]
Audit-related fees	$ 419,000 [2]
Tax fees	$ 3,559,000 [3]

The breakdown of fees incurred for services provided in fiscal 2023 are as follows:

	Fiscal 2023
Audit fees	$ 2,338,000 [1]
Audit-related fees	$ 255,000 [2]
Tax fees	$ 1,896,000 [3]

Notes
(1) "Audit fees" include fees related to quarterly reviews and year-end audits.
(2) "Audit-related fees" are primarily related to work in respect of statutory audit fees.
(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 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1. 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.com*, 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.com* 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, 2024, is provided in the Company's annual audited consolidated financial statements, the notes thereto, auditor's report thereon, and accompanying fiscal 2024 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.com*, 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; disciplined acquisitions; various market opportunities for ATS; expanding in emerging markets; potential impacts of variability in bookings caused by the strategic nature and size of electric vehicle programs; revenue growth in other markets and due to acquisitions to offset any reduced volumes from the electric vehicle program; expected results of reorganization activity and their anticipated timeline; the Company’s belief with respect to the outcome of certain lawsuits, claims and contingencies, and the uncertainty and potential impact on the Company’s business and operations due to the current macro-economic environment including the impacts of infectious diseases or any epidemic or pandemic outbreak or resurgence, inflation, supply chain disruptions, interest rate changes, energy shortages, global price increases, events involving liquidity, defaults, non-performance, or other adverse developments that affect financial institutions, transaction counterparties, or other companies in the financial services industry generally, or concerns or rumours about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems; and regional conflicts.

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; 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 strength of the Canadian dollar; risks related to customer concentration; risks related to a recession, slowdown, and/or sustained downturn in the economy; 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 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 effect of the events involving limited liquidity, defaults, non-performance, or other adverse developments that affect financial institutions, transaction

counterparties, or other companies in the financial services industry generally, or concerns or rumours about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems; energy shortages and global prices increases; the failure to realize the savings expected from reorganization activity or within the expected timelines; 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; 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, 2024, which are available on the System for Electronic Data Analysis and Retrieval+ ("SEDAR+") at www.sedarplus.com 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 assumption of successful implementation of margin improvement initiatives, and general economic conditions and global events.

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

A. PURPOSE

1. The primary functions of the Audit and Finance Committee (the "**Committee**") are to monitor the integrity of the Company's consolidated financial statements and oversee the accounting and financial reporting practices of the Company and the audits of the Company's consolidated financial statements and to exercise the responsibilities and duties set forth below, including, but not limited to, assisting the Board in fulfilling its responsibilities in reviewing the following: financial disclosures and the effectiveness of internal controls over financial reporting; monitoring the system of internal control; monitoring 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 (collectively, the "**Applicable Requirements**"); consideration of and compliance with, as determined or required from time to time, the recommendations of other governing bodies such as the Canadian Public Accountability Board to enhance audit quality; selecting the external auditors for shareholder approval; reviewing the qualifications, independence and performance of the external and internal auditors; reviewing the qualifications, independence and performance of the Company's financial management; and identifying, 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: planning or conducting audits; 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 guaranteeing the report of the Company's external auditor. The fundamental responsibility for the Company's financial statements and disclosure rests with management. 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. MEMBERSHIP AND ORGANIZATION

1. **Composition** - The Committee shall consist of not less than three independent members of the Board. 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. Without Board approval, a Committee member shall not sit on more than two other audit committees of publicly traded companies or trusts.
2. **Appointment and Removal of Committee Members** - 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 (a) the close of the next annual meeting of the Company's shareholders at which the member's term of office expires, (b) the death of the member, or (c) the resignation, disqualification or removal of the member from the Committee or from the Board. The Board may fill a vacancy in the membership of the Committee.

3. **Independence** - Each member of the Committee shall meet the independence and audit committee composition requirements of the Applicable Requirements. Committee members shall not receive any compensation from the Company other than director's fees.
4. **Financial Literacy** - At the time of his or her 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. At the time of his or her 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. In appointing the Committee from among the Board, the Board shall consider the benefit of having at least one member of the Committee with past employment experience in financing or accounting, a requisite professional certificate in accounting, or other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.
5. **Additional Requirements** - If a member of the Committee simultaneously serves on the audit committees of more than three public companies, the board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

C. MEETINGS

1. **Meetings** - The members of the Committee shall hold meetings as are required to carry out this mandate, and in any case no less than four meetings annually. 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 auditors, the internal auditors, the Chairman of the Board, 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 he or she attends, 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, his or her 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 (i) the 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; (ii) payment for the services of any advisors retained by the Committee; and (iii) 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 external auditors, internal auditors, or other Company management.

D. FUNCTIONS AND RESPONSIBILITIES

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 by applicable laws and regulations. In addition to these functions and responsibilities, the Committee shall perform the duties required of an audit committee by the Applicable Requirements.

1. **Financial Reports**
    a. **General** - The Committee is responsible for overseeing 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 auditors are responsible for auditing the Company's annual consolidated financial statements and for reviewing the Company's unaudited interim financial statements.
    b. **Review of Annual Financial Reports** - The Committee, management, and the external auditor, shall review and discuss the annual consolidated audited financial statements of the Company, the external auditors' report thereon, the related management's discussion and analysis of the Company's financial condition and results of operation ("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. After completing its review, if advisable, the Committee shall approve and recommend for Board approval the annual financial statements, the related MD&A, and the earnings release.
    c. **Review of Interim Financial Reports** - The Committee, management, and the external auditor, shall review and discuss the interim consolidated financial statements of the

Company, including the quarterly financial statements, the external auditors' review report thereon, the related MD&A, the financial disclosure in any earnings press release, and, if applicable, information and earnings guidance provided to analysts and rating agencies. After completing its review, if advisable, the Committee shall approve the interim financial statements, the related MD&A, and the earnings release and may recommend same for approval by the Board.

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

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

2. **Auditors**
   a. **General** - The Committee shall be directly responsible for oversight of the work of the external auditors, including the external auditors work in preparing or issuing an audit report, performing other audit, review or attest services or any other related work. The external auditors shall report directly to the Committee and the Committee shall have authority to communicate directly with the Company's internal auditors and external auditors.
   b. **Appointment and Compensation** - The Committee shall review and, if advisable, select and recommend to the Board, for shareholder approval, the appointment of the external auditors. The Committee shall review and, if advisable, recommend for shareholder approval the compensation of the external auditors, unless such authority is delegated by the shareholders to the Committee, in which case the Committee shall determine the compensation of the external auditors.
   c. **Resolution of Disagreements** – The Committee shall resolve any disagreements between management and the external auditors 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, including the matters required to be discussed by Applicable Requirements.
   e. **External Audit Plan** - At least annually, the Committee shall review a summary of the external auditors' annual audit plan. The Committee shall consider and review with the external auditors any material changes to the scope of the plan.
   f. **Internal Audit Plan** - At least annually, the Committee shall review and approve the internal auditors' annual audit plan. The Committee shall consider and review with the internal auditors any material changes to the scope of the plan.
   g. **Quarterly Review Report** - The Committee shall review a report prepared by the external auditors in respect of the results of the external auditor's review of the interim financial statements of the Company.
   h. **Independence of External Auditors** - At least annually, and before the external auditors issue their report on the annual financial statements, the Committee shall: obtain from the external auditors a formal written statement describing all relationships between the external auditors and the Company; discuss with the external auditors any disclosed relationships or services that may affect the objectivity and independence of the auditors; and obtain written confirmation from the external auditors 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 oversee the independence of the external auditors.

i. **Evaluation and Rotation of Lead Partner** - At least annually, the Committee shall review the qualifications and performance of the lead partner(s) of the external auditors. The Committee shall obtain a report from the external auditors annually verifying that the lead partner of the external auditors has served in that capacity for no more than seven fiscal years of the Company and that the engagement team collectively possesses the experience and competence to perform an appropriate audit.

j. **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. Periodically, at intervals greater than one year and as determined by the Committee or mandated by the Applicable Requirements, the Committee shall undertake a more comprehensive review of the external auditor, focusing on topics such as trends in the firm's performance, industry expertise, and professional skepticism; quality control; quality of thought leadership and transparency of communications; and results of annual assessments.

k. **Evaluation on Internal Audit Function** - At least annually, the Committee shall review the mandate, reporting relationship, activities, staffing, organizational structure and credentials of the Internal Audit Department. The Committee shall review the annual performance of the internal audit function.

l. **Hiring of Former 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 external auditor of the Company.

m. **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 auditors in accordance with Applicable Requirements, and Board approved detailed policies and procedures specifically relating to such non-audit services. The Chairman 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. Approval by the Committee of a non-audit service to be performed by the external auditor of the Company shall be disclosed to the Company's investors in periodic reports as required by the Applicable Requirements.

3. **Internal Controls**

a. **General** - The Committee shall review the adequacy of the Company's internal accounting and disclosure controls, its management information systems and its financial, auditing and accounting organizations and systems.

b. **Establishment, Review and Approval** - The Committee shall require management to implement and maintain appropriate systems of internal control in accordance with applicable laws, regulations and guidance, including internal control over maintenance of records, financial reporting and disclosure and to review, evaluate and approve these procedures. At least annually, the Committee shall consider and review with

management and the external and internal auditors:

i. the effectiveness of, or weaknesses or deficiencies in: the design or operating effectiveness of the Company's internal controls (including computerized information system controls and security); and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions;
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, including deficiencies in internal controls that may impact the integrity of financial information, or may expose the Company to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting; and
v. any related significant issues and recommendations of the auditors 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.

c. **Internal Auditors' Testing of Internal Controls.** The Committee shall review the internal auditors' quarterly report which addresses the testing of internal controls.

4. **Compliance with Legal and Regulatory Requirements** - The Committee shall receive and review regular reports from the Company's General Counsel and other management members on: legal or compliance matters that may have a material impact on the Company; the effectiveness of the Company's compliance policies; and any material communications received from regulators. The Committee shall review management's evaluation of and representations relating to compliance with specific Applicable Requirements, and management's plans to remediate any deficiencies identified.
5. **Committee Hotline Procedures** - The Committee shall establish or oversee the establishment of 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, internal auditors, external auditors (as necessary), and the general counsel to reach a satisfactory conclusion.

6. **Compliance with Hotline** – The Committee shall:
    i. at least annually, review and assess 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;
    ii. review and, if advisable, approve the Company's processes for administering the Hotline; and
    iii. review, on a regular basis, summaries of the usage of, and the matters being reported to, the Hotline.
7. **Committee Disclosure** - The Committee shall prepare, review and approve any audit committee disclosures required by securities regulators in the Company's disclosure documents.
8. **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 review 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 adequate strategies, as appropriate, with respect to financing and investment (i.e., capital structure, funding vehicles, and financial performance criteria).
3. The Committee shall review all material financial transactions and investments to be undertaken by the Company.

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.

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.

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 mandate.

2. The Committee shall review this Charter on an annual 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 by comparing the performance of the Committee against this Charter and the Committee's goals and objectives for the year.

I. CURRENCY OF THE AUDIT COMMITTEE CHARTER

1. This charter was last amended and approved by the Board on February 8, 2023.

Exhibit 99.2



ATS CORPORATION

Management's Discussion and Analysis

For the Year Ended March 31, 2024

TSX: ATS
NYSE: ATS

Management's Discussion and Analysis
For the Year Ended March 31, 2024

This Management's Discussion and Analysis ("MD&A") for the year ended March 31, 2024 ("fiscal 2024") is as of May 16, 2024 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 2024, 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 2024, found on the Company's profile on System for Electronic Data Analysis and Retrieval+ ("SEDAR+") at www.sedarplus.com, 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 34.

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 37 for an explanation of such measures and "Reconciliation of Non-IFRS Measures to IFRS Measures" beginning on page 24 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, transportation, food and beverage, consumer products, and energy. Founded in 1978, ATS employs over 7,000 people at more than 65 manufacturing facilities and over 85 offices in North America, Europe, Southeast 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 drive the creation of long-term 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 into its businesses.

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 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 an acquisition, 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 using key performance indicators; and leveraging daily management to measure at the point of impact;
- **Delivering growth:** aligning with customer success; developing organizational talent; constantly confirming that progress is being made 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 automation market technology leadership; 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. 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 digitalization capabilities as another key area of growth for the portfolio, including the collection and interpretation of data to drive meaningful change that optimizes performance for customers. In addition, management is focused on investing in innovation and employing a consistent, strategic approach to acquisitions.

BUSINESS OVERVIEW

ATS and its subsidiaries serve customers in the following markets: (a) life sciences, including medical devices, pharmaceuticals, radiopharmaceuticals and chemicals; (b) transportation, including electric vehicles ("EV"), automotive and aerospace; (c) food & beverage, including processing, packaging and filling for fresh produce and liquid food & beverage; (d) consumer products, including packaging of cosmetics, electronics, durable and general goods; and, (e) energy, including oil & gas, in addition to nuclear, solar, and other green energy applications. With broad and in-depth knowledge across multiple industries and technical fields, ATS delivers single-source 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 selective in its choice of markets and favours regulated industries where quality and reliability are mandatory.

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 modelling, 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 customer projects, contract durations vary, with typical durations 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: ATS' global presence and scale provide advantages in serving multinational customers, as many of the Company's competitors are smaller and operate with a narrower geographic and/or industrial market focus. ATS and its subsidiaries have a presence in Canada, the United States, Italy, Germany, Belgium, United Kingdom, Thailand, Netherlands, Ireland, China, Czech Republic, Australia, Spain, France, Indonesia, Slovakia, Japan, Singapore, India, Ukraine, Malaysia, Brazil, Switzerland, Austria, and Mexico. 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 advantages in winning 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 2,100 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: By having realized thousands of unique automation projects, ATS owns an extensive product and technology portfolio. 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; 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 include several strong 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; “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; “IWK”, a specialist in the packaging market; and “Process Automation Solutions”, 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 to 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 2024	Q4 2023	Variance	**Fiscal 2024**	Fiscal 2023	Variance
Revenues	**$ 791.5**	$ 730.8	8.3%	**$ 3,032.9**	$ 2,577.4	17.7%
Net income	**$ 48.5**	$ 29.6	63.9%	**$ 194.2**	$ 127.7	52.1%
Adjusted earnings from operations[1]	**$ 95.9**	$ 101.9	(5.9)%	**$ 397.5**	$ 343.4	15.8%
Adjusted earnings from operations margin[1]	**12.1%**	13.9%	(183)bps	**13.1%**	13.3%	(22)bps
Adjusted EBITDA[1]	**$ 115.8**	$ 118.2	(2.0)%	**$ 470.6**	$ 401.2	17.3%
Adjusted EBITDA margin[1]	**14.6%**	16.2%	(154)bps	**15.5%**	15.6%	(5)bps
Basic earnings per share	**$ 0.49**	$ 0.32	53.1%	**$ 1.98**	$ 1.39	42.4%
Adjusted basic earnings per share[1]	**$ 0.65**	$ 0.73	(11.0)%	**$ 2.61**	$ 2.37	10.1%
Order Bookings[1]	**$ 791.0**	$ 737.0	7.3%	**$ 2,891.0**	$ 3,256.0	(11.2)%

As At	**March 31 2024**	March 31 2023	Variance
Order Backlog[1]	**$ 1,793**	$ 2,153	(16.7)%

[1] Non-IFRS financial measure - See “Non-IFRS and Other Financial Measures.”

EXECUTIVE SUMMARY: GROWTH IN STRATEGIC END MARKETS

- Growth in fourth quarter revenues of 8.3% year over year was primarily driven by organic revenue growth of 3.5%, and 4.7% from recently acquired companies. “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. Organic revenue is a non-IFRS financial measure and organic revenue growth is a non-IFRS financial ratio - see “Non-IFRS and Other Financial Measures”.
- Order Bookings in the fourth quarter were $791 million compared to $737 million a year earlier when ATS received Order Bookings of U.S. $119.9 million (approximately $162.2 million CAD) from an EV customer. Growth in Order Bookings was comprised of 5.2% from recent acquisitions, in addition to 2.1% from organic Order Bookings. Trailing twelve month book-to-bill ratio at March 31, 2024 was 0.95:1, and was above 1.00:1 in all markets except transportation. Order Bookings, organic Order Bookings growth and book-to-bill ratio are supplementary financial measures - see “Non-IFRS and Other Financial Measures”.
- Order Backlog of $1,793 million at year-end was 16.7% lower than the prior year, primarily on lower Order Backlog within the transportation market which included several large Order Bookings a year ago. Order Backlog is distributed across strategic global markets and regulated industries, and provides good revenue visibility. Order Backlog is a Supplementary Financial Measure - see “Non-IFRS and Other Financial Measures”.
- Non-cash working capital as a percentage of revenues was 19.0% and is primarily driven by customer project schedules, including timing of milestone billings and payments for large EV programs. Net debt to adjusted EBITDA ratio at March 31, 2024 of 2.4 times was within the Company's target range. Non-cash working capital as a percentage of revenues and net debt to adjusted EBITDA are non-IFRS ratios — see “Non-IFRS and Other Financial Measures”.
- Adjusted earnings from operations for the quarter decreased 5.9% to $95.9 million (12.1% margin), compared to $101.9 million (13.9% margin) a year ago on higher selling, general and administrative ("SG&A") expenses and lower margin, partially offset by higher revenues. (Adjusted earnings from operations is a non-IFRS financial measure and adjusted earnings from operations margin is a non-IFRS ratio — see “Non-IFRS and Other Financial Measures”.)

STRATEGIC BUSINESS ACQUISITIONS

On June 30, 2023, the Company acquired Yazzoom B.V. ("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 digitalization capabilities in key focus sectors. Yazzoom leverages integrated data to enable predictive analytics and insights that drive tangible improvements in production processes. The purchase price was $5.3 million (3.7 million Euros).

On July 3, 2023, the Company acquired Odyssey Validation Consultants Limited ("Odyssey"), an Ireland-based provider of digitalization solutions for the life sciences industry. Odyssey also joined ATS' PA business, and their expertise in delivering production process improvements through computer system validation as well as cloud-based software solutions are also expected to advance PA's digitalization capabilities. The purchase price was $5.6 million (3.9 million Euros).

On November 16, 2023, the Company acquired Avidity Science, LLC ("Avidity"), a designer and manufacturer of automated water purification solutions for biomedical and life science applications. The total purchase price $267.6 million (U.S. $195.5 million). Avidity serves a diverse global customer base of pharmaceutical, biopharma, healthcare, government, and academic research facilities. 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 January 1, 2024, the Company 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. The purchase price paid in the fourth quarter of fiscal 2024 was $12.4 million (8.5 million Euros).

On May 15, 2024, the Company announced it had entered into a definitive agreement to acquire Paxiom Group (“Paxiom”). With headquarters in Montreal, Quebec, Paxiom is a provider of primary, secondary, and end-of-line packaging machines in the food and beverage, cannabis, and pharmaceutical industries. Paxiom provides a vast product line that includes precision weigh filling, bagging, wrapping, labeling, conveyors, case forming, robotic case packing and end of line palletizing equipment that will complement ATS’ businesses CFT S.p.A, Raytec Vision S.p.A, Marco Limited, IWK Verpackungstechnik GmbH, and NCC Automated Systems, Inc. and allow ATS to offer complete packaging and end-of-line solutions. The transaction is expected to close in the third calendar quarter of 2024, subject to customary closing conditions.

Order Bookings by Quarter
(in millions of dollars)

	Fiscal 2024	Fiscal 2023
Q1	**$ 690**	$ 736
Q2	**742**	804
Q3	**668**	979
Q4	**791**	737
Total Order Bookings	**$ 2,891**	$ 3,256

Fourth quarter fiscal 2024 Order Bookings were $791 million, a 7.3% year over year increase, reflecting 5.2% growth from acquired companies, in addition to organic Order Bookings of 2.1%. Order Bookings from acquired companies totalled $38.7 million. By market, Order Bookings in life sciences increased compared to the prior-year period primarily due to organic growth, along with $28.7 million of contributions from acquired companies, including $22.7 million from Avidity. Order Bookings in transportation decreased compared to the prior-year period, which included Order Bookings of U.S. $119.9 million (approximately $162.2 million CAD) from a global automotive customer to move towards fully automated battery assembly systems for their North American manufacturing operations. Order Bookings in food & beverage increased primarily due to timing of customer projects. Order Bookings in consumer products decreased slightly as a result of the timing of customer projects, offset by contributions from acquired companies. Order Bookings in energy increased primarily due to timing of customer projects.

Fiscal 2024 Order Bookings were $2,891 million, a 11.2% decrease compared to last year, reflecting a decline in organic Order Bookings of 16.6%, primarily related to the transportation market, partially offset by 3.0% growth from acquired companies, and a 2.4% increase due to foreign exchange rate translation, primarily reflecting the strengthening of the Euro and U.S. dollar relative to the Canadian dollar. Growth in Order Bookings from acquired companies totalled $98.5 million, of which Avidity contributed $36.5 million and Zi-Argus Australia Pty Ltd. and Zi-Argus Ltd. ("ZIA") contributed $28.0 million. By market, Order Bookings in life sciences increased due to a combination of organic growth, contributions from acquired companies of $53.9 million, of which Avidity contributed $36.5 million, and positive foreign exchange translation impact, primarily reflecting the strengthening of the Euro and U.S.

dollar relative to the Canadian dollar. Order Bookings in transportation decreased due to U.S. $578.2 million in Order Bookings from an existing global automotive customer received in the prior fiscal year. Order Bookings in food & beverage increased primarily due to timing of customer projects and foreign exchange rate translation of Order Bookings from foreign-based ATS subsidiaries. Order Bookings in consumer products increased due to contributions from acquired companies, in addition to organic growth and foreign exchange rate translation of Order Bookings from foreign-based ATS subsidiaries. Order Bookings in energy increased due to timing of customer projects.

Trailing twelve month book-to-bill ratio at March 31, 2024 was 0.95:1. Book-to-bill ratio is a supplementary financial measure - see “Non-IFRS and Other Financial Measures.”

Order Backlog Continuity

(In millions of dollars)

	Q4 2024	Q4 2023	**Fiscal 2024**	Fiscal 2023
Opening Order Backlog	**$ 1,907**	$ 2,143	**$ 2,153**	$ 1,438
Revenues	**(792)**	(731)	**(3,033)**	(2,577)
Order Bookings	**791**	737	**2,891**	3,256
Order Backlog adjustments[1]	**(113)**	4	**(218)**	36
Total	**$ 1,793**	$ 2,153	**$ 1,793**	$ 2,153

[1] Order Backlog adjustments include incremental Order Backlog of acquired companies ($4 million acquired with Avidity in the twelve months ended March 31, 2024, and in fiscal 2023, $9 million acquired with ZIA and $5 million acquired with Triad Unlimited LLC in the three and twelve months ended March 31, 2023, $14 million acquired with IPCOS Group N.V. in the twelve months ended March 31, 2023), as well as foreign exchange adjustments, scope changes and cancellations.

OUTLOOK

Order Backlog by Market

(In millions of dollars)

As at	**March 31, 2024**	March 31, 2023
Life Sciences	**$ 871**	$ 761
Transportation	**425**	939
Food & Beverage	**230**	215
Consumer Products	**156**	156
Energy	**111**	82
Total	**$ 1,793**	$ 2,153

At March 31, 2024, Order Backlog was $1,793 million, 16.7% lower than at March 31, 2023 primarily on account of lower Order Backlog within the transportation market which included several large Order Bookings a year ago.

The life sciences funnel remains strong, with a focus on strategic submarkets of pharmaceuticals, radiopharmaceuticals, and medical devices. Management continues to see opportunities with both new and existing customers, including those who produce auto-injectors and wearable devices for diabetes and obesity treatments, contact lenses and pre-filled syringes, as well as opportunities to provide life science solutions that leverage integrated capabilities from across ATS. Management expects revenues from programs related to GLP-1 drugs and associated drug delivery solutions, such as auto-injectors, to move towards a high single digit percentage of total revenues over the next several years. In transportation, the funnel is comprised of smaller shorter-term opportunities, relative to the larger Order Bookings received throughout fiscal years 2023 and 2024, and some of those larger opportunities have also moved further into the future, reflecting Original Equipment Manufacturers taking a more measured approach, aligning capacity and platform costs with market demand.

Management believes the Company's automated EV battery pack and assembly capabilities position ATS well within the industry as the market continues to evolve. Funnel activity in food & beverage remains strong, particularly for energy-efficient solutions. The Company continues to benefit from strong brand recognition within the global tomato processing industry, and there is continued interest in automated solutions within the food & beverage market more broadly. Funnel activity in consumer products is stable; inflationary pressures continue to have an effect on discretionary spending by consumers, which may impact timing of some customer investments. 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 small modular reactor market, and grid battery storage.

Across all markets, customers are exercising normal caution in their approach to investment and spending. Funnel growth in markets where environmental, social and governance requirements are an increasing focus for customers — including grid battery storage, EV and nuclear, as well as consumer goods packaging — provide ATS with opportunities to use its capabilities to respond to customer sustainability standards and goals, including global and regional requirements to reduce carbon emissions. Customers seeking to de-risk or enhance the resiliency of their supply chains, address a shortage of skilled workers or combat higher labour costs also provide future opportunities for ATS to pursue. Management believes that the underlying trends driving customer demand for ATS solutions including rising labour costs, labour shortages, production onshoring or reshoring and the need for scalable, high-quality, energy-efficient production remain favourable.

Order Backlog of $1,793 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. In the first quarter of fiscal 2025, management expects the conversion of Order Backlog to revenues to be in the 36% to 40% range. This estimate is calculated each quarter based on management’s assessment of project schedules across all customer contracts, expectations for faster-turn product and services revenues, expected delivery timing of third-party equipment and operational capacity. In the third quarter, management disclosed that approximately $200 million of Order Backlog with one of the Company's EV customers was delayed. During the fourth quarter, approximately $50 million of Order Backlog on this portion of the program was reduced to reflect scope changes, partially offset by increased scope changes in other areas of the overall program with this same customer. Management continues to work with this customer to support their revised timing as they realign their production schedules on this portion of the program. This delay is accounted for in the first-quarter revenue conversion range. Management expects some pressure on EV revenues in the short-term as ATS continues to execute on existing EV Order Backlog. For fiscal 2025, despite expected lower revenues from EV, Management believes that ATS is well-positioned to drive revenue growth in other markets, including life sciences and expects this growth, combined with the addition of Paxiom will largely offset reduced volumes from EV.

The timing of customer decisions on larger opportunities is expected to cause variability in Order Bookings from quarter to quarter. 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 product at regular intervals, are expected to provide some balance to customers' capital expenditure cycles. Management estimates that reoccurring revenues are currently in the range of 25% to 35% of total revenues on a trailing twelve-month basis.

In the short term, ATS expects it will continue to mitigate supply chain volatility. Lead times have improved in most key categories; however, prolonged cost increases, price and lead-time volatility have and may continue to disrupt the timing and progress of the Company's margin expansion efforts and affect revenue recognition. In addition, short-term revenue pressure related to EV programs could impact margins. However, Management expects to be able to manage the Company's cost structure over time through flexible resourcing, including but not limited to subcontract labour and redeploying resources to other parts of the business. Over time, sustaining 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).

In the short term, the Company expects non-cash working capital to remain elevated as large enterprise programs progress through milestones. Over the long-term, the Company expects to continue investing in non-cash working capital to support growth, with 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%. However, given the size and timing of milestone payments for certain large EV programs in Order Backlog, the Company could see its working capital exceed 15% of annualized revenues in certain periods as it did throughout fiscal 2024. 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 in line 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. As a part of this review, the Company has identified and previously announced an opportunity to improve the cost structure of the organization and reallocate investment to growth areas. Resulting actions started in the third quarter of fiscal 2024 and continued through fiscal year end. Restructuring expenses of $6.6 million were recorded in the fourth quarter, and for the full year, total costs of $22.8 million were recorded, including actions to address expected lower EV volumes in fiscal 2025.

DETAILED ANALYSIS

CONSOLIDATED RESULTS
(In millions of dollars, except per share data)

	Q4 2024	Q4 2023	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenues	**$ 791.5**	$ 730.8	**$ 3,032.9**	$ 2,577.4	$ 2,182.7
Cost of revenues	**570.7**	519.9	**2,177.4**	1,851.6	1,570.3
Selling, general and administrative	**143.7**	123.9	**503.5**	445.2	387.1
Restructuring costs	**6.6**	15.8	**22.8**	27.5	5.9
Stock-based compensation	**(4.3)**	19.3	**13.8**	30.6	32.8
Earnings from operations	**$ 74.8**	$ 51.9	**$ 315.4**	$ 222.5	$ 186.6
Net finance costs	**$ 18.8**	$ 18.8	**$ 68.7**	$ 62.7	$ 32.2
Provision for income taxes	**7.5**	3.5	**52.5**	32.1	33.0
Net income	**$ 48.5**	$ 29.6	**$ 194.2**	$ 127.7	$ 121.4
Basic earnings per share	**$ 0.49**	$ 0.32	**$ 1.98**	$ 1.39	$ 1.32
Total assets			**$ 4,088.8**	$ 3,543.8	$ 3,069.4
Total cash and short-term investments			**$ 170.2**	$ 159.9	$ 135.3
Total debt			**$ 1,287.4**	$ 1,258.9	$ 1,101.3
Other non-current liabilities			**$ 120.0**	$ 140.7	$ 159.2

Non-IFRS Financial Measures[1]	**Q4 2024**	Q4 2023	**Fiscal 2024**	Fiscal 2023
Adjusted earnings from operations	**$ 95.9**	$ 101.9	**$ 397.5**	$ 343.4
EBITDA	**$ 111.1**	$ 85.8	**$ 456.6**	$ 348.0
Adjusted EBITDA	**$ 115.8**	$ 118.2	**$ 470.6**	$ 401.2
Adjusted basic earnings per share	**$ 0.65**	$ 0.73	**$ 2.61**	$ 2.37

[1] Non-IFRS financial measures - see “Non-IFRS and Other Financial Measures.”

Consolidated Revenues
(In millions of dollars)

Revenues by type	**Q4 2024**	Q4 2023	**Fiscal 2024**	Fiscal 2023
Revenues from construction contracts	**$ 499.0**	$ 470.7	**$ 1,972.8**	$ 1,630.4
Services rendered	**170.3**	137.4	**614.7**	492.3
Sale of goods	**122.2**	122.7	**445.4**	454.7
Total revenues	**$ 791.5**	$ 730.8	**$ 3,032.9**	$ 2,577.4

Revenues by market	**Q4 2024**	Q4 2023	**Fiscal 2024**	Fiscal 2023
Life Sciences	**$ 375.2**	$ 324.5	**$ 1,268.6**	$ 1,209.9
Transportation	**222.2**	199.1	**933.3**	578.2
Food & Beverage	**99.7**	99.1	**435.0**	371.3
Consumer Products	**70.1**	82.2	**287.2**	305.1
Energy	**24.3**	25.9	**108.8**	112.9
Total revenues	**$ 791.5**	$ 730.8	**$ 3,032.9**	$ 2,577.4

Revenues by customer location	Q4 2024	Q4 2023	Fiscal 2024	Fiscal 2023
North America	**$ 468.0**	$ 438.1	**$ 1,766.5**	$ 1,525.5
Europe	**247.1**	237.8	**990.1**	811.7
Asia/Other	**76.4**	54.9	**276.3**	240.2
Total revenues	**$ 791.5**	$ 730.8	**$ 3,032.9**	$ 2,577.4

Additional revenue disaggregation[1]	Q4 2024	Q4 2023	Fiscal 2024	Fiscal 2023
Custom integration and automation systems	**$ 367.7**	$ 329.0	**$ 1,422.3**	$ 1,143.3
Products and equipment	**197.7**	209.8	**783.6**	747.2
Services including spare parts	**226.1**	192.0	**827.0**	686.9
Total revenues	**$ 791.5**	$ 730.8	**$ 3,032.9**	$ 2,577.4

[1] Supplementary financial measure - see “Non-IFRS and Other Financial Measures.”

Fourth Quarter

Fiscal 2024 fourth quarter revenues were 8.3% or $60.7 million higher than in the corresponding period a year ago. This performance primarily reflected year-over-year organic revenue growth (growth excluding contributions from acquired companies and foreign exchange translation) of $25.3 million or 3.5%, and revenues earned by acquired companies of $34.0 million, which included $24.8 million from Avidity. Revenues generated from construction contracts increased 6.0% or $28.3 million due to organic revenue growth. Revenues from services increased 23.9% or $32.9 million due to organic revenue growth in addition to revenues earned by acquired companies of $12.9 million. Revenues from the sale of goods decreased 0.4% or $0.5 million primarily due to lower Order Backlog entering the quarter, partially offset by revenues earned by acquired companies of $20.6 million, primarily from Avidity.

By market, revenues generated in life sciences increased $50.7 million or 15.6% year over year. This was primarily due to contributions from acquisitions totalling $28.3 million and organic revenue growth on higher Order Backlog entering the quarter. Revenues in transportation increased $23.1 million or 11.6%, due to timing of program execution. Revenues generated in food & beverage increased $0.6 million or 0.6% due to revenues earned by acquired companies. Revenues generated in consumer products decreased $12.1 million or 14.7% due to timing of program execution. Revenues in energy decreased $1.6 million or 6.2% due to timing of program execution.

Full Year

Revenues for the year ended March 31, 2024 were 17.7% or $455.5 million higher than in the prior year and included $93.5 million of revenues earned by acquired companies, including $38.6 million from Avidity, and $22.7 million from ZIA. Organic revenue growth, excluding contributions from acquired companies and the impact of foreign exchange fluctuations, was $275.2 million or 10.7% higher than the corresponding period in the prior year. Organic revenue growth was primarily related to activity in transportation, driven by EV work, as well as increases in food & beverage. Foreign exchange translation positively impacted revenues by $86.8 million or 3.4%, primarily reflecting the strengthening of the U.S. dollar and Euro relative to the Canadian dollar. Revenues generated from construction contracts increased 21.0% or $342.4 million due to higher Order Backlog entering the fiscal year, combined with positive foreign exchange translation impact. Revenues from services increased 24.9% or $122.4 million due to revenues earned by acquired companies of $60.2 million, most notably $21.7 million from ZIA, in addition to organic revenue growth and the positive impact of foreign exchange translation. Revenues from the sale of goods decreased 2.0% or $9.3 million primarily due to lower Order Backlog entering the period compared to the prior year, partially offset by revenues earned by acquired companies of $31.8 million, primarily from Avidity and ZIA, and the positive impact of foreign exchange translation.

By market, fiscal 2024 revenues from life sciences increased $58.7 million or 4.9% primarily on revenues earned by acquired companies of $54.8 million and a positive impact of foreign exchange translation, partially offset by revenues earned a year ago on a large $120.0 million program. Revenues in transportation increased $355.1 million or 61.4% due primarily to revenues earned on previously announced large EV Order Bookings. Revenues generated in food & beverage increased $63.7 million or 17.2% due to organic revenue growth and the positive impact of foreign exchange translation. Revenues generated in consumer products decreased $17.9 million or 5.9%, due to lower Order Backlog entering the fiscal year, partially offset by contributions from acquired companies of $14.4 million. Revenues in energy decreased $4.1 million or 3.6% due to lower Order Backlog entering the fiscal year.

Cost of revenues. At $570.7 million, fourth quarter fiscal 2024 cost of revenues increased $50.8 million, or 9.8% compared to the corresponding period a year ago, primarily due to higher revenues. Fourth quarter fiscal 2024 gross margin was 27.9%, compared to 28.9% in the corresponding period a year ago. Excluding acquisition-related inventory fair value charges of $2.0 million, gross margin in the fourth quarter of fiscal 2024 was 28.1%, 71 basis points lower than the prior year, primarily due to some lower margin programs, partially offset by accretive margin on acquisitions. Year-to-date gross margin was 28.2% (28.3% excluding acquisition-related inventory fair value charges of $2.8 million) compared to 28.2% (or 28.5% excluding acquisition-related inventory fair value charges of $9.2 million) in the corresponding period a year ago. The year-to-date gross margin, excluding acquisition-related inventory fair value charges, decreased primarily due to some lower margin programs in the current period, partially offset by accretive margin on acquisitions.

Selling, general and administrative expenses. SG&A expenses for the fourth quarter of fiscal 2024 were $143.7 million and included $16.4 million of costs related to the amortization of identifiable intangible assets on business acquisitions, and $4.6 million of incremental costs related to the Company's acquisition activity. Excluding these items, SG&A expenses were $122.7 million in the fourth quarter of fiscal 2024. Comparably, SG&A expenses for the fourth quarter of fiscal 2023 were $104.8 million, which excluded $17.6 million of costs related to the amortization of identifiable intangible assets on business acquisitions, and $1.5 million of incremental costs related to the Company’s acquisition activity. Higher SG&A expenses in the fourth quarter of fiscal 2024 primarily reflected incremental SG&A expenses from acquired companies of $11.0 million, primarily from Avidity, in addition to various other SG&A expense increases.

Fiscal 2024 SG&A expenses were $503.5 million, which included $68.1 million of costs related to the amortization of identifiable intangible assets on business acquisitions, $6.8 million of incremental costs related to the Company’s acquisition activity, and an $11.7 million gain on sale of facilities. Excluding these costs, SG&A expenses were $440.3 million. Comparably, SG&A expenses for the year ended March 31, 2023 were $374.4 million, which excluded $67.7 million of expenses related to the amortization of identifiable intangible assets on business acquisitions, and $3.1 million of incremental costs related to the Company’s acquisition activity. Excluding these costs, higher SG&A expenses for the year ended March 31, 2024 primarily reflected increased employee costs, $14.0 million of foreign exchange translation impact, and the addition of SG&A expenses from acquired companies of $28.4 million, primarily Avidity and ZIA.

Restructuring costs. Restructuring costs for the three and twelve months ended March 31, 2024 were $6.6 million and $22.8 million, respectively, compared to restructuring costs of $15.8 million and $27.5 million in the corresponding periods a year ago. For further information on the restructuring costs, refer to Reorganization Activity on page 11.

Stock-based compensation. Stock-based compensation expense was a recovery of $4.3 million in the fourth quarter of fiscal 2024, which included an $8.5 million recovery of revaluation expenses from

deferred stock units and restricted share units 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 $19.3 million in the corresponding period a year ago, which included $15.1 million of stock-based compensation revaluation expenses. Fiscal 2024 stock-based compensation expense was $13.8 million, which included $6.7 million recovery of stock-based compensation revaluation expenses, compared to $30.6 million a year earlier, which included $13.4 million of stock-based compensation revaluation expenses.

Earnings and adjusted earnings from operations

(in millions of dollars)

	Q4 2024	Q4 2023	Fiscal 2024	Fiscal 2023
Earnings from operations	**$ 74.8**	$ 51.9	**$ 315.4**	$ 222.5
Amortization of acquisition-related intangible assets	**16.4**	17.6	**68.1**	67.7
Acquisition-related transaction costs	**4.6**	1.5	**6.8**	3.1
Acquisition-related inventory fair value charges	**2.0**	—	**2.8**	9.2
Gain on sale of facilities	**—**	—	**(11.7)**	—
Restructuring charges	**6.6**	15.8	**22.8**	27.5
Mark to market portion of stock-based compensation	**(8.5)**	15.1	**(6.7)**	13.4
Adjusted earnings from operations[1]	**$ 95.9**	$ 101.9	**$ 397.5**	$ 343.4

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

Fourth Quarter

Fiscal 2024 fourth quarter earnings from operations were $74.8 million (9.5% operating margin) compared to $51.9 million (7.1% operating margin) in the fourth quarter a year ago. Fiscal 2024 fourth quarter earnings from operations included $2.0 million of acquisition-related fair value adjustments to acquired inventories recorded in cost of revenues, $16.4 million related to amortization of acquisition-related intangible assets, and $4.6 million of incremental costs for the Company's acquisition activity recorded to SG&A expenses, $6.6 million of restructuring charges and a $8.5 million recovery of stock-based compensation expenses due to revaluation. Fourth quarter of fiscal 2023 earnings from operations included $17.6 million of amortization of acquisition-related intangible assets and $1.5 million of incremental costs for acquisition activity recorded in SG&A expenses, $15.8 million of restructuring charges, and $15.1 million of stock-based compensation revaluation expenses.

Excluding these items in both quarters, adjusted earnings from operations were $95.9 million (12.1% margin), compared to $101.9 million (13.9% margin) a year ago. Fourth quarter fiscal 2024 adjusted earnings from operations reflected higher cost of revenues and SG&A expenses, partially offset by increased revenues.

Full Year

For the year ended March 31, 2024, earnings from operations were $315.4 million (10.4% operating margin), compared to $222.5 million (8.6% operating margin) a year ago. Earnings from operations included $2.8 million of acquisition-related fair value adjustments to acquired inventories recorded in cost of revenues, $68.1 million related to amortization of acquisition-related intangible assets, $6.8 million of incremental costs related to the Company’s acquisition activity and an $11.7 million gain on sale of facilities recorded in SG&A expenses, $22.8 million of restructuring charges and a $6.7 million recovery of stock-based compensation revaluation expenses. For the year ended March 31, 2023, earnings from operations included $9.2 million of acquisition-related fair value adjustments to acquired inventories recorded in cost of revenues, $67.7 million related to amortization of acquisition-related intangible assets and $3.1 million of incremental costs related to the Company's acquisition activity

recorded to SG&A, $27.5 million of restructuring charges and $13.4 million of stock-based compensation expenses due to revaluation.

Excluding those items in both years, adjusted earnings from operations were $397.5 million (13.1% margin), compared to $343.4 million (13.3% margin) in the corresponding period a year ago. Increased adjusted earnings from operations reflected higher revenues, partially offset by increased SG&A expenses.

Net finance costs. Net finance costs were $18.8 million in the fourth quarter of fiscal 2024, compared to $18.8 million a year ago. Fiscal 2024 finance costs were $68.7 million compared to $62.7 million a year ago. The increase was primarily due to higher interest rates compared to a year ago.

Income tax provision. For the three- and twelve-months ended March 31, 2024, the Company's effective income tax rates of 13.4% and 21.3%, respectively, differed from the combined Canadian basic federal and provincial income tax rate of 26.5% due to income earned in certain jurisdictions with different statutory tax rates.

Net Income. Net income for the fourth quarter of fiscal 2024 was $48.5 million (49 cents per share basic), compared to $29.6 million (32 cents per share basic) for the fourth quarter of fiscal 2023. The increase primarily reflected higher revenues, lower stock-based compensation expenses and lower restructuring charges, partially offset by higher cost of revenues and SG&A. Adjusted basic earnings per share were 65 cents compared to 73 cents in the fourth quarter of fiscal 2023 (see "Reconciliation of Non-IFRS Measures to IFRS Measures").

Fiscal 2024 net income was $194.2 million ($1.98 per share basic), an increase of $66.5 million (and $0.59 per share basic) compared to a year ago. This was primarily the result of higher revenues and lower restructuring charges and stock-based compensation, partially offset by higher cost of revenues, SG&A expenses, income tax expense, and finance costs. Adjusted basic earnings per share were $2.61 for the year ended March 31, 2024 compared to $2.37 in the corresponding period a year ago (see "Reconciliation of Non-IFRS Measures to IFRS Measures").

Other Non-IFRS Measures of Performance

(In millions of dollars)

	Q4 2024	Q4 2023	Fiscal 2024	Fiscal 2023
Earnings from operations	**$ 74.8**	$ 51.9	**$ 315.4**	$ 222.5
Depreciation and amortization	**36.3**	33.9	**141.2**	125.5
EBITDA[1]	**$ 111.1**	$ 85.8	**$ 456.6**	$ 348.0
Restructuring charges	**6.6**	15.8	**22.8**	27.5
Acquisition-related transaction costs	**4.6**	1.5	**6.8**	3.1
Acquisition-related inventory fair value charges	**2.0**	—	**2.8**	9.2
Mark to market portion of stock-based compensation	**(8.5)**	15.1	**(6.7)**	13.4
Gain on sale of facilities	**—**	—	**(11.7)**	—
Adjusted EBITDA[1]	**$ 115.8**	$ 118.2	**$ 470.6**	$ 401.2

[1] Non-IFRS financial measure - See "Non-IFRS and Other Financial Measures"

Fourth Quarter

Depreciation and amortization expense was $36.3 million in the fourth quarter of fiscal 2024, compared to $33.9 million a year ago; the increase was primarily related to incremental depreciation and amortization expense from recently acquired companies.

EBITDA was $111.1 million (14.0% EBITDA margin) in the fourth quarter of fiscal 2024 compared to $85.8 million (11.7% EBITDA margin) in the fourth quarter of fiscal 2023. EBITDA for the fourth quarter of fiscal 2024 included $6.6 million of restructuring charges, $4.6 million of incremental costs related to acquisition activity, $2.0 million of acquisition-related fair value adjustments to acquired inventories, and a $8.5 million recovery of stock-based compensation expenses due to revaluation. EBITDA for the corresponding period in the prior year included $1.5 million of incremental costs related to acquisition activity, $15.8 million of restructuring charges, and $15.1 million of stock-based compensation revaluation expenses. Excluding these costs, adjusted EBITDA was $115.8 million (14.6% adjusted EBITDA margin), compared to $118.2 million (16.2% adjusted EBITDA margin) for the corresponding period in the prior year. Lower adjusted EBITDA reflected increased SG&A expenses and cost of revenues, partially offset by higher revenues. EBITDA is a non-IFRS financial measure - see “Non-IFRS and Other Financial Measures.”

Full Year

Depreciation and amortization expense was $141.2 million for fiscal 2024, compared to $125.5 million a year ago; the increase was primarily related to incremental depreciation and amortization expense from recently acquired companies.

EBITDA was $456.6 million (15.1% EBITDA margin) in fiscal 2024 compared to $348.0 million (13.5% EBITDA margin) a year ago. EBITDA for fiscal 2024 included $22.8 million of restructuring charges, $6.8 million of incremental costs related to the Company’s acquisition activity, $2.8 million acquisition-related fair value adjustments to acquired inventories, a $6.7 million recovery of stock-based compensation revaluation expenses, and an $11.7 million gain on sale of facilities. EBITDA a year ago included $27.5 million of restructuring charges, $3.1 million of incremental costs related to the Company’s acquisition activity, $9.2 million of acquisition-related inventory fair value charges, and $13.4 million of stock-based compensation expenses due to revaluation. Excluding these costs in both years, adjusted EBITDA was $470.6 million (15.5% adjusted EBITDA margin), compared to $401.2 million (15.6% adjusted EBITDA margin) a year ago. Higher adjusted EBITDA reflected higher revenues, partially offset by increased SG&A expenses.

SHARE DATA

During fiscal 2024, 105,398 stock options were exercised. At May 16, 2024, the total number of common shares outstanding was 97,923,899. There were also 821,596 stock options outstanding to acquire common shares of the Company and 578,566 restricted share units 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 restricted share units are subject to the performance vesting conditions of the 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 fiscal 2023 and 2024 restricted share unit grants when such restricted share unit grants are fully vested. During the three months ended March 31, 2024, nil common shares were purchased, during the twelve months ended March 31, 2024 the Company acquired 387,794 common shares for $23.8 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 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 ("NCIB"). Under the NCIB, ATS may purchase for cancellation up to a maximum of 8,044,818 common shares during the 12-month period ending December 14, 2024.

For the year ended March 31, 2024, the Company purchased 300 common shares for $14 thousand under the recently announced and previous NCIB programs. Subsequent to March 31, 2024, the Company purchased 1,020,887 common shares for cancellation under the NCIB program for $45.0 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 2024		Fiscal 2023
Investments – increase (decrease)				
Non-cash operating working capital	**$**	**275.6**	$	109.4
Acquisition of property, plant and equipment		**58.8**		56.1
Acquisition of intangible assets		**29.6**		24.2
Proceeds from disposal of assets		**(23.2)**		(1.5)
Total cash investments	**$**	**340.8**	$	188.2

In fiscal 2024, the Company's investment in non-cash working capital increased $275.6 million, compared to an increase of $109.4 million a year ago. Accounts receivable increased 17.9%, or $71.6 million, and net contracts in progress increased 70.4%, or $162.1 million compared to March 31, 2023, due to the timing of billings on certain customer contracts and $22.9 million of accounts receivable from recent acquisitions. The Company actively manages its accounts receivable, contract asset and contract liability balances through billing terms on long-term contracts and collection efforts. Inventories increased 15.2%, or $39.0 million, primarily due to $23.8 million of inventory from recent acquisitions. Deposits and prepaid assets increased 5.1%, or $4.8 million compared to March 31, 2023, due $4.6 million of deposits and prepaids from recent acquisitions, partially offset by a decrease in supplier deposits due to timing. Accounts payable and accrued liabilities decreased 6.7%, or $43.1 million, compared to March 31, 2023 due to timing of supplier billings and payments combined with fair value impacts related to the Company's deferred stock units and restricted share units to be settled in cash. Provisions increased 17.6%, or $5.4 million compared to March 31, 2023, primarily due to higher provisions related to the Company's reorganization plan and $2.5 million of provisions from recent acquisitions.

Non-cash working capital as a percentage of revenue was 19.0% at March 31, 2024 compared to 10.1% at March 31, 2023.

Cash investments in property, plant and equipment totalled $58.8 million in fiscal 2024, compared to $56.1 million for fiscal 2023. Expenditures primarily related to the expansion and improvement of certain manufacturing facilities and investments in computer hardware, production equipment and office equipment. Intangible assets expenditures were $29.6 million for fiscal 2024, compared to $24.2 million for fiscal 2023, and primarily related to computer software and various internal development projects. Capital expenditures for fiscal 2025 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 in its capacity plans through the strategic use of leased facilities and third-party services.

Proceeds from disposal of assets were $23.2 million in fiscal 2024, compared to $1.5 million in fiscal 2023. The increase largely related to the disposal of two redundant facilities in the third quarter of fiscal 2024.

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 of fiscal 2024 and determined there was no impairment of goodwill or intangible assets as of March 31, 2024 (fiscal 2023 – $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, 2024**	March 31, 2023
Cash and cash equivalents	**$ 170.2**	$ 159.9
Debt-to-equity ratio[1]	**0.79:1**	1.18:1

[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 2024	Q4 2023	**Fiscal 2024**	Fiscal 2023
Cash, beginning of period	**$ 260.9**	$ 302.1	**$ 159.9**	$ 135.3
Total cash provided by (used in):				
Operating activities	**9.6**	81.4	**20.8**	127.8
Investing activities	**(26.3)**	(66.9)	**(341.8)**	(109.0)
Financing activities	**(75.4)**	(155.9)	**330.7**	4.9
Net foreign exchange difference	**1.4**	(0.8)	**0.6**	0.9
Cash, end of period	**$ 170.2**	$ 159.9	**$ 170.2**	$ 159.9

In the fourth quarter of fiscal 2024, cash flows provided by operating activities were $9.6 million compared to $81.4 million provided by operating activities in the corresponding period a year ago. In the year ended March 31, 2024, cash flows provided by operating activities were $20.8 million compared to $127.8 million provided by operating activities a year ago. The decrease primarily related to the timing of investments in non-cash working capital in certain customer programs.

The free cash flow of the Company for fiscal 2024 was an outflow of $67.6 million, compared to an inflow of $47.5 million a year ago primarily due to increased investments in non-cash working capital. The Company has a multi-year free cash flow target of 100% of net income. Free cash flow is a non-IFRS financial measure - see “Non-IFRS and Other Financial Measures.”

At March 31, 2024, the Company had $447.3 million of unutilized multipurpose credit, including letters of credit, available under existing credit facilities and an additional $293.1 million available under letter of credit facilities.

On October 5, 2023, the Company amended its senior secured credit facility (the "Credit Facility") to extend the term loan maturity to match the maturity of the revolving line of credit. The Credit Facility consists of (i) a $750.0 million secured committed revolving line of credit and (ii) a fully drawn $300.0 million non-amortized secured term credit facility; both maturing on November 4, 2026. 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, 2024, the Company had utilized $704.0 million under the Credit Facility, of which $704.0 million was classified as long-term debt (March 31, 2023 - $691.9 million) and $0.0 million by way of letters of credit (March 31, 2023 - $0.0 million).

The Credit Facility is available in Canadian dollars by way of prime rate advances and/or bankers’ acceptances, in U.S. dollars by way of base rate advances and/or Term SOFR, 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 bank’s prime rate or the bank’s U.S. dollar base rate in Canada, respectively, plus a margin ranging from 0.45% to 2.00%. For bankers’ acceptances, Term SOFR, EURIBOR advances and Daily Simple SONIA advances, the interest rate is equal to the bankers’ acceptance fee, Term SOFR rate, EURIBOR rate or 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, 2024, all of the covenants were met.

The Company has additional credit facilities available of $108.1 million (40.6 million Euros, U.S.$24.0 million, 120.0 million Thai Baht, 5.0 million CNY, 5.0 million GBP, $0.2 million AUD and $2.2 million CAD). The total amount outstanding on these facilities as at March 31, 2024 was $6.7 million, of which $4.1 million was classified as bank indebtedness (March 31, 2023 - $5.8 million), $2.3 million was classified as long-term debt (March 31, 2023 - $0.2 million) and $0.4 million by way of letters of credit (March 31, 2023 - $0.2 million). The interest rates applicable to the credit facilities range from 0.03% to 8.45% per annum. 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 "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 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 Senior Notes. If the Company experiences a change of control, the Company may be required to repurchase the Senior Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount of the Senior Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date. The 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, 2024, all of the covenants were met. Subject to certain exceptions, the 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 Senior Notes. The Company uses a cross-currency interest rate swap instrument to hedge a portion of its U.S.-dollar-denominated Senior Notes (see "Risk Management").

Contractual Obligations

(In millions of dollars)

The Company's contractual obligations are as follows as at March 31, 2024:

	Payments Due by Period						
	Total	**<1 Year**	**1-2 Years**	**2-3 Years**	**3-4 Years**	**4-5 Years**	**>5 Years**
Bank indebtedness	$ 4.1	$ 4.1	$ —	$ —	$ —	$ —	$ —
Long-term debt obligations[1]	1,286.2	21.1	21.1	636.9	108.8	494.7	3.6
Lease liability obligations[1]	127.9	31.1	25.1	19.3	12.5	9.7	30.2
Purchase obligations	369.6	353.7	13.5	1.7	0.6	0.1	—
Accounts payable and accrued liabilities	604.5	604.5	—	—	—	—	—
Total	**$ 2,392.3**	**$ 1,014.5**	**$ 59.7**	**$ 657.9**	**$ 121.9**	**$ 504.5**	**$ 33.8**

[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, 2024, the total value of outstanding letters of credit was approximately $171.1 million (March 31, 2023 - $192.5 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 statement of financial position.

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 4, 2022, the Company entered into a variable for fixed interest rate swap instrument to swap the variable interest rate on its $300.0 million non-amortized secured credit facility to a fixed 4.241% interest rate. The terms of the hedging instrument will end on November 4, 2024. Effective November 21, 2023, the Company entered into a variable for fixed interest rate swap instrument to swap the variable interest rate on its $300.0 million non-amortized secured credit facility to a fixed 4.044% interest rate for the period November 4, 2024 to November 4, 2026.

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 four- to six-month period.

The Company uses cross-currency swaps as derivative financial instruments to hedge a portion of its foreign exchange risk related to its U.S. dollar-denominated Senior Notes. On April 20, 2022, 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. dollar-denominated Senior Notes. The Company will receive interest of 4.125% U.S. per annum and pay interest of 4.169% Canadian. The terms of the hedging instrument will end on December 15, 2025.

The Company manages foreign exchange risk on its Euro-denominated net investments. The Company uses a cross-currency interest rate swap as derivative financial instruments to hedge a portion of the foreign exchange risk related to its Euro-denominated net investment. On April 20, 2022, the Company entered into a cross-currency interest rate swap instrument to swap 161.1 million Euros into Canadian dollars. The Company will receive interest of 4.169% Canadian per annum and pay interest of 2.351% Euros. The terms of the hedging relationship will end on December 15, 2025.

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 2024	March 31 2023	% change	**March 31 2024**	March 31 2023	% change
U.S. dollar	**1.355**	1.351	0.3%	**1.349**	1.324	1.9 %
Euro	**1.461**	1.465	(0.3)%	**1.463**	1.379	6.1 %

CONSOLIDATED QUARTERLY RESULTS

(In millions of dollars, except per share amounts)

	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Revenues	**$ 791.5**	$ 752.0	$ 735.7	$ 753.6	$ 730.8	$ 647.0	$ 588.9	$ 610.6
Earnings from operations	**$ 74.8**	$ 78.5	$ 83.0	$ 79.0	$ 51.9	$ 56.0	$ 53.0	$ 61.6
Adjusted earnings from operations[1, 4]	**$ 95.9**	$ 101.2	$ 98.3	$ 102.1	$ 101.9	$ 86.2	$ 76.1	$ 79.2
Net income	**$ 48.5**	$ 47.2	$ 50.7	$ 47.7	$ 29.6	$ 29.2	$ 29.5	$ 39.4
Basic earnings per share	**$ 0.49**	$ 0.48	$ 0.51	$ 0.50	$ 0.32	$ 0.32	$ 0.32	$ 0.43
Diluted earnings per share	**$ 0.49**	$ 0.47	$ 0.51	$ 0.50	$ 0.32	$ 0.32	$ 0.32	$ 0.42
Adjusted basic earnings per share[1, 4]	**$ 0.65**	$ 0.65	$ 0.63	$ 0.69	$ 0.73	$ 0.56	$ 0.51	$ 0.57
Order Bookings[2]	**$ 791.0**	$ 668.0	$ 742.0	$ 690.0	$ 737.0	$ 979.0	$ 804.0	$ 736.0
Order Backlog[3]	**$ 1,793.0**	$ 1,907.0	$ 2,016.0	$ 2,023.0	$ 2,153.0	$ 2,143.0	$ 1,793.0	$ 1,555.0

[1] Non-IFRS financial measure - See “Non-IFRS and Other Financial Measures” and “Reconciliation of Non-IFRS Measures to IFRS Measures”
[2] Non-IFRS financial measure - See “Non-IFRS and Other Financial Measures” and “Order Bookings by Quarter”
[3] Non-IFRS financial measure - See “Non-IFRS and Other Financial Measures” and “Order Backlog Continuity”
[4] The composition of these Non-IFRS Measures has been revised from what was previously disclosed. See "Non-IFRS and Other Financial Measures"

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 has an agreement with a shareholder, Mason Capital Management, LLC (“Mason Capital”), pursuant to which Mason Capital has agreed to provide 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 who is associated with Mason Capital, has waived any fees to which he may have otherwise been entitled for serving as a member of the Board of Directors or as a member of any committee of the Board of Directors.

There were no other significant related party transactions in fiscal 2024.

Reconciliation of Non-IFRS Measures to IFRS Measures

(In millions of dollars, except per share data)

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

	Q4 2024	Q4 2023	Fiscal 2024	Fiscal 2023
Adjusted EBITDA	**$ 115.8**	$ 118.2	**$ 470.6**	$ 401.2
Less: restructuring charges	**6.6**	15.8	**22.8**	27.5
Less: acquisition-related transaction costs	**4.6**	1.5	**6.8**	3.1
Less: acquisition-related inventory fair value charges	**2.0**	—	**2.8**	9.2
Less: mark to market portion of stock-based compensation	**(8.5)**	15.1	**(6.7)**	13.4
Less: gain on sale of facilities	**—**	—	**(11.7)**	—
EBITDA	**$ 111.1**	$ 85.8	**$ 456.6**	$ 348.0
Less: depreciation and amortization expense	**36.3**	33.9	**141.2**	125.5
Earnings from operations	**$ 74.8**	$ 51.9	**$ 315.4**	$ 222.5
Less: net finance costs	**18.8**	18.8	**68.7**	62.7
Less: provision for income taxes	**7.5**	3.5	**52.5**	32.1
Net income	**$ 48.5**	$ 29.6	**$ 194.2**	$ 127.7

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 and basic earnings per share):

	Three Months Ended March 31, 2024					Three Months Ended March 31, 2023				
	Earnings from operations	**Finance costs**	**Provision for income taxes**	**Net income**	**Basic EPS**	Earnings from operations	Finance costs	Provision for income taxes	Net income	Basic EPS
Reported (IFRS)	**$ 74.8**	**$ (18.8)**	**$ (7.5)**	**$ 48.5**	**$ 0.49**	$ 51.9	$ (18.8)	$ (3.5)	$ 29.6	$ 0.32
Amortization of acquisition-related intangibles	**16.4**	**—**	**—**	**16.4**	**0.16**	17.6	—	—	17.6	0.19
Restructuring charges	**6.6**	**—**	**—**	**6.6**	**0.07**	15.8	—	—	15.8	0.17
Acquisition-related inventory fair value charges	**2.0**	**—**	**—**	**2.0**	**0.02**	—	—	—	—	—
Acquisition-related transaction costs	**4.6**	**—**	**—**	**4.6**	**0.05**	1.5	—	—	1.5	0.02
Mark to market portion of stock-based compensation	**(8.5)**	**—**	**—**	**(8.5)**	**(0.09)**	15.1	—	—	15.1	0.17
Tax effect adjustments[1]	**—**	**—**	**(5.3)**	**(5.3)**	**(0.05)**	—	—	(12.9)	(12.9)	(0.14)
Adjusted (non-IFRS)	**$ 95.9**			**$ 64.3**	**$ 0.65**	$ 101.9			$ 66.7	$ 0.73

[1] Adjustments to provision for income taxes relate to the income tax effects of adjustment items that are excluded for the purposes of calculating non-IFRS based adjusted net income.

	Year Ended March 31, 2024					Year Ended March 31, 2023				
	Earnings from operations	**Finance costs**	**Provision for income taxes**	**Net income**	**Basic EPS**	Earnings from operations	Finance costs	Provision for income taxes	Net income	Basic EPS
Reported (IFRS)	**$ 315.4**	**$ (68.7)**	**$ (52.5)**	**$ 194.2**	**$ 1.98**	$ 222.5	$ (62.7)	$ (32.1)	$ 127.7	$ 1.39
Amortization of acquisition-related intangibles	**68.1**	**—**	**—**	**68.1**	**0.70**	67.7	—	—	67.7	0.74
Restructuring charges	**22.8**	**—**	**—**	**22.8**	**0.23**	27.5	—	—	27.5	0.30
Acquisition-related fair value inventory charges	**2.8**	**—**	**—**	**2.8**	**0.03**	9.2	—	—	9.2	0.10
Acquisition-related transaction costs	**6.8**	**—**	**—**	**6.8**	**0.07**	3.1	—	—	3.1	0.03
Mark to market portion of stock-based compensation	**(6.7)**	**—**	**—**	**(6.7)**	**(0.07)**	13.4	—	—	13.4	0.14
Gain on sale of facilities	**(11.7)**	**—**	**—**	**(11.7)**	**(0.12)**	—	—	—	—	—
Tax effect of the above adjustments[1]		**—**	**(21.0)**	**(21.0)**	**(0.21)**	—	—	(30.7)	(30.7)	(0.33)
Adjusted (non-IFRS)	**$ 397.5**			**$ 255.3**	**$ 2.61**	$ 343.4			$ 217.9	$ 2.37

[1] Adjustments to provision for income taxes relate to the income tax effects of adjustment items that are excluded for the purposes of calculating non-IFRS based adjusted net income.

The following table reconciles organic revenue to the most directly comparable IFRS measure (revenue):

	Q4 2024	Q4 2023	**Fiscal 2024**	Fiscal 2023
Organic revenue	**$ 756.1**	$ 702.7	**$ 2,852.6**	$ 2,382.1
Revenues of acquired companies	**34.0**	4.8	**93.5**	201.7
Impact of foreign exchange rate changes	**1.4**	23.3	**86.8**	(6.4)
Total revenue	**$ 791.5**	$ 730.8	**$ 3,032.9**	$ 2,577.4
Organic revenue growth	**3.5%**		**10.7%**	

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

As at		**March 31 2024**		March 31 2023
Accounts receivable	**$**	**471.3**	$	399.7
Income tax receivable		**13.4**		15.2
Contract assets		**704.7**		527.0
Inventories		**295.9**		256.9
Deposits, prepaids and other assets		**98.2**		93.4
Accounts payable and accrued liabilities		**(604.5)**		(647.6)
Income tax payable		**(44.7)**		(38.9)
Contract liabilities		**(312.2)**		(296.6)
Provisions		**(36.0)**		(30.6)
Non-cash working capital	**$**	**586.1**	$	278.5
Trailing six-month revenues annualized	**$**	**3,087.0**	$	2,755.6
Working capital %		**19.0%**		10.1%

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

As at		**March 31 2024**		March 31 2023
Cash and cash equivalents	**$**	**170.2**	$	159.9
Bank indebtedness		**(4.1)**		(5.8)
Current portion of lease liabilities		**(27.6)**		(24.0)
Current portion of long-term debt		**(0.2)**		(0.1)
Long-term lease liabilities		**(83.8)**		(73.3)
Long-term debt		**(1,171.8)**		(1,155.7)
Net Debt	**$**	**(1,117.3)**	$	(1,099.0)
Adjusted EBITDA (TTM)	**$**	**470.6**	$	401.2
Net Debt to Adjusted EBITDA		**2.4x**		2.7x

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

(in millions of dollars)		**Q4 2024**		Q4 2023		**Fiscal 2024**		Fiscal 2023
Cash flows provided by operating activities	**$**	**9.6**	$	81.4	**$**	**20.8**	$	127.8
Acquisition of property, plant and equipment		**(12.3)**		(23.4)		**(58.8)**		(56.1)
Acquisition of intangible assets		**(13.6)**		(10.1)		**(29.6)**		(24.2)
Free cash flow	**$**	**(16.3)**	$	47.9	**$**	**(67.6)**	$	47.5

Certain non-IFRS financial measures exclude the impact on stock-based compensation expense of the revaluation of deferred stock units and restricted share units 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:

(in millions of dollars)	**Q4 2024**	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Total stock-based compensation expense	**$ (4.3)**	$ 4.7	$ 3.5	$ 10.0	$ 19.3	$ 9.9	$ 5.3	$ (4.0)
Less: mark to market portion of stock-based compensation	**(8.5)**	(0.6)	(2.0)	4.4	15.1	5.6	1.0	(8.3)
Base stock-based compensation expense	**$ 4.2**	$ 5.3	$ 5.5	$ 5.6	$ 4.2	$ 4.3	$ 4.3	$ 4.3

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 amidst an uncertain macroeconomic environment, including inflation, supply chain disruptions, interest rate changes, regional conflicts, and the impacts of any pandemic or epidemic outbreak or resurgence. Further increases in inflation and interest rates could affect the global and Canadian economies, which could adversely affect the Company’s business, operations and customers. ATS will continue to monitor these dynamic macroeconomic conditions to assess any potential impacts on the business, financial results, and conditions of the Company. Management will continue to monitor and assess 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 as at March 31, 2024 and determined there was no impairment (March 31, 2023 – $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 2024

The following amendments to accounting standards were adopted by the Company during fiscal 2024:

(i) Amendments to IAS 12 - Income taxes
Effective May 23, 2023, the IASB issued International Tax Reform - Pillar Two Model Rules (Amendments to IAS 12 - Income Taxes ("IAS 12")). The amendments provide a mandatory immediate temporary exception to accounting for deferred taxes arising from the Organization for Economic Co-operation and Development's ("OECD") international tax reform and introduce additional disclosure requirements for annual financial statements. The Company has applied the mandatory temporary exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes. The adoption did not have an impact on the Company's annual audited consolidated financial statements.

(ii) Amendments to IAS 1 - Presentation of Financial Statements
In February 2021, the IASB issued amendments to IAS 1, Disclosure of Accounting Policies, aiming to assist preparers in determining which accounting policies to disclose in their financial statements. Instead of disclosing significant accounting policies, entities are now required to disclose material accounting policy information. These amendments have been adopted in the Company's consolidated financial statements for the period ended on March 31, 2024.

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, 2024, and accordingly, have not been applied in preparing the consolidated financial statements. This listing is of standards and amendments issued that the Company reasonably expects to be applicable at a future date.

(i) Amendments to IAS 1 - Presentation of Financial Statements (effective for reporting periods beginning on or after January 1, 2024)
The IASB clarified the classification of liabilities as current or non-current based on the existence of a right to defer settlement at the reporting date. The classification of a liability remains unaffected by the intentions or expectations of the entity to exercise its right to defer settlement, or will to choose to settle early.

The IASB reconfirmed that only covenants with which a company must comply on or before the reporting date affect the classification of a liability as current or non-current. Future covenants do not affect classification, however, if there is a future covenant on a non-current liability, entities are required to disclose information regarding the risk that those liabilities could become repayable within 12 months after the reporting date.

The Company does not expect the amendments to IAS 1 to have a significant impact on its consolidated financial statements, and will incorporate the new disclosure requirements of IAS 1 in its consolidated financial statements upon adoption on April 1, 2024.

(ii) 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. The requirements include required totals, subtotals and new categories in the consolidated statements of income; disclosure of management-defined performance measures and guidance on aggregation and disaggregation. Retrospective application is required in both annual and interim financial statements. The Company is in the process of reviewing the new standard to determine the impact on the consolidated financial statements.

CONTROLS AND PROCEDURES

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("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
An evaluation of the design and operating effectiveness of the Company's disclosure controls and procedures was conducted as of March 31, 2024 under the supervision of the CEO and CFO as required by CSA National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings. The evaluation included documentation, review, enquiries and other procedures considered appropriate in the circumstances. Based on that evaluation, the CEO and the CFO have concluded that the Company's disclosure controls and procedures are effective to provide reasonable assurance that information relating to the Company and its consolidated subsidiaries that is required to be disclosed in reports filed under provincial and territorial securities legislation is recorded, processed, summarized and reported to senior management, including the CEO and the CFO, so that appropriate decisions can be made by them regarding required disclosure within the time periods specified in the provincial and territorial securities legislation.

Internal Control over Financial Reporting
CSA National Instrument 52-109 requires 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 and are effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

The CEO and 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 and concluded that, as of March 31, 2024, internal controls over financial reporting were effective to provide reasonable assurance that information related to consolidated results and decisions to be made based on those results were appropriate.

There were no significant changes or material weaknesses in the design of the Company's internal controls over financial reporting during fiscal 2024 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

Management, including the CEO and CFO, do 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.

Limitation on Scope

Avidity was acquired on November 16, 2023. The Avidity earnings were consolidated from November 16, 2023. Management has not fully completed its review of internal controls over financial reporting for this newly acquired organization. Since the acquisition occurred within the 365 days of the reporting period, management has limited the scope of design and subsequent evaluation of disclosure controls and procedures and internal controls over financial reporting, as permitted pursuant to National Instrument 52-109 - *Certification of Disclosure in Issuer's Annual and Interim Filings*. For the period covered by this MD&A, management has undertaken additional procedures to satisfy itself with respect to the accuracy and completeness of the acquired company's financial information. The following summary of financial information pertains to the acquisition that was included in ATS' consolidated financial statements for the quarter ended March 31, 2024.

(millions of dollars)	
Revenue[1]	$38.6 million
Net income[1,3]	($0.9) million
Current assets[2]	$55.7 million
Non-current assets[2]	$244.7 million
Current liabilities[2]	$20.7 million
Non-current liabilities[2]	$12.4 million

[1] Results from November 16, 2023 to March 31, 2024
[2] Balance sheet as at March 31, 2024
[3] Net income includes items excluded from management's internal analysis of results, such as amortization expense of acquisition-related intangible assets, acquisition-related fair value adjustments to acquired inventories, finance costs, and certain other adjustments.

OTHER MAJOR CONSIDERATIONS AND 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.com* and on EDGAR at *www.sec.gov*.

- Strategy execution risks;
- Customer concentration risks;
- Cumulative loss of several significant contracts;
- Inflation risk;
- Market volatility;
- Security breaches or disruptions of information technology systems;
- Acquisition risks;
- Share price volatility;
- Pricing, quality, delivery and volume risk;
- Geopolitical disputes and conflicts, acts of war, terrorism, natural or other disasters, or other disruptive risks;
- First-time program and production risks;
- Expansion risks;
- Regional energy shortages, price increases;
- Infectious disease, pandemic, or similar public health threat risks;
- Liquidity, access to capital markets and leverage;
- Restrictive covenants;
- Availability of performance and other guarantees from financial institutions;
- Automation systems pricing;
- Revenue mix risk;
- Litigation;

- Product failure;
- Industry consolidation;
- Competition risk;
- Action of activists risk;
- New product market acceptance, obsolescence, and commercialization;
- Customer risks;
- International trade;
- Adverse developments affecting the financial services industry;
- Environmental, social and governance considerations risk;
- Insurance coverage;
- Availability of raw materials and other manufacturing inputs;
- Insolvency or financial distress of third parties;
- Availability of human resources and dependence on key personnel;
- Restructuring and work stoppage risk;
- Lengthy sales cycles;
- Lack of long-term customer commitment;
- Foreign exchange risk;
- Doing business in foreign countries;
- Legislative compliance;
- Environmental compliance;
- Canadian Corruption of Foreign Public Officials Act, United States Foreign Corrupt Practices Act and Anti-bribery laws risk;
- Intellectual property protection risks;
- Infringement of third parties' intellectual property rights risk;
- Impairment of intangible assets risk;
- Income and other taxes and uncertain tax liabilities;
- Internal controls;
- Variations in quarterly results;
- Risks associated with product businesses;
- Manufacturing facilities disruption;
- Dependence on performance of subsidiaries;
- Securities and industry analysts risk;
- Conditions in China;
- China subsidiaries' permits and business licenses;
- Misuse of China subsidiaries' chops;
- Cost of labour in China;
- Enforcing rights and judgments in China;
- Cost of compliance 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 organically and through acquisition, and the expected benefits to be derived; the ABM; disciplined acquisitions; various market opportunities for ATS; expanding in emerging markets;

conversion of opportunities into Order Bookings; the Company's Order Backlog partially mitigating the impact of variable Order Bookings; rate of Order Backlog conversion to revenue; the expected benefits where the Company engages with customers on enterprise-type solutions and 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; the announcement of new Order Bookings and the anticipated timeline for delivery; potential impacts on the time to convert opportunities into Order Bookings; expected benefits with respect to the Company's efforts to grow its product portfolio and after-sale service revenues; initiatives in furtherance of the Company's goal of expanding its adjusted earnings from operations margin over the long term and potential impact of supply chain disruptions; the ability of after-sales revenues and reoccurring revenues to provide some balance to customers' capital expenditure cycles; the range of reoccurring revenues as a percentage of total revenues; the impact of developing the Company's digitalization capabilities, including the collection and interpretation of data, as a key area of growth, and to drive meaningful change to optimize performance for customers; expectation of synergies from integration of acquired businesses; the closing and completion of any planned acquisitions as anticipated; the timing and amount of restructuring costs; non-cash working capital levels as a percentage of revenues in the short-term and the long-term; reorganization activity, and its ability to improve the cost structure of the Company, and to be reallocated to growth areas, and the expected timing and cost of this reorganization activity; 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 strategic nature and size of electric vehicle programs; revenue growth in other markets and due to acquisitions to offset any reduced volumes from the electric vehicle program in fiscal 2025; expected capital expenditures for fiscal 2025; the uncertainty and potential impact on the Company's business and operations due to the current macroeconomic environment including the impacts of infectious diseases or any epidemic or pandemic outbreak or resurgence, inflation, supply chain disruptions, interest rate changes, energy shortages, global price increases, 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 generally, or concerns or rumours about any events of these kinds or other similar risks that have in the past and may in the future lead to market-wide liquidity problems, and regional conflicts; the Company's belief with respect to the outcome of certain lawsuits, claims and contingencies; and the expectation that changes in accounting standards will not have a material effect on the Company's financial statements.

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; 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 strength of the Canadian dollar; risks related to customer concentration; risks related to a recession, slowdown, and/or sustained downturn in the economy; 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; the effect of events involving limited liquidity, defaults, non-performance or other adverse

developments that affect financial institutions, transaction counterparties, or other companies in the financial services industry generally, or concerns or rumours about any events of these kinds or other similar risks, that have in the past and may in the future lead to market-wide liquidity problems; energy shortages and global prices increases; inability to successfully expand organically or through 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 expand adjusted earnings from operations margin 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, 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 reoccurring revenues are not in the expected range; the development of the Company's digitalization capabilities fails to achieve the growth or change expected; that planned acquisitions are not closed as anticipated or at all; 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 activity does not succeed in improving the cost structure of the Company or that the investment is not reallocated to growth areas, or is 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; risk that the ultimate outcome of lawsuits, claims, and contingencies give rise to material liabilities for which no provisions have been recorded; the impact on the Company's financial statements of changes in accounting standards; 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 ATS' annual information form for the fiscal year ended March 31, 2024, which are available on the SEDAR+ at www.sedarplus.com 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; and general economic and political conditions, and global events, including any epidemic or pandemic outbreak or resurgence.

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.

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 EBITDA", "adjusted basic earnings per share", and "free cash flow", are non-IFRS financial measures, "EBITDA margin", "adjusted earnings from operations margin", "adjusted EBITDA margin", "organic revenue growth", "non-cash working capital as a percentage of revenues", and "net debt to adjusted EBITDA" are non-IFRS ratios, and "operating margin", "reoccurring revenues", "custom integration 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 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 revenues. Organic revenue is defined as 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 revenue 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, 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 revenues. Adjusted EBITDA is defined as adjusted earnings from operations excluding depreciation and amortization. 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 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

revenues annualized. Free cash flow is defined as cash provided by operating activities less property, plant and equipment and intangible asset expenditures. Net debt to 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 adjusted EBITDA. Reoccurring revenue for ATS is defined as revenue from ancillary products and services associated with equipment sales and revenue from customers who purchase non-customized ATS products at regular intervals. Custom integration revenues are defined as revenues from end-to-end manufacturing solutions customized to customer needs. Products and equipment revenues are defined as revenues from modular or standardized equipment and other products. Services including spare parts revenues are defined as 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 revenue.

Following amendments to ATS' Restricted Stock Unit 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 restricted share units using the equity method of accounting. However, prior restricted share unit grants which will be cash-settled and deferred stock unit 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 adjusted EBITDA, adjusted earnings from operations and adjusted basic earnings per share) exclude the impact on stock-based compensation expense of the revaluation of deferred stock units and restricted share units 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, EBITDA, EBITDA margin, 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 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 revenues" to assess overall liquidity. 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 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, (ii) adjusted net income to net income, (iii) adjusted basic earnings per share to basic earnings per share (iv) free cash flow to its IFRS measure components and (vi) organic revenue to revenue, in each case for the three- and twelve-months ended March 31, 2024 and March 31, 2023, 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 revenues and (ii) net debt to their IFRS measure components, in each case at both March 31, 2024 and March 31, 2023 (see "Reconciliation of Non-IFRS Measures to IFRS Measures"). A reconciliation of adjusted earnings from operations to earnings from operations for the three- and twelve-months ended March 31, 2024 and March 31, 2023 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, 2024 and March 31, 2023 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, 2024

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management of the Company, under the supervision of the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over the Company's financial reporting. Internal control over financial reporting 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 Chief Financial Officer, have assessed the effectiveness of the Company's internal control over financial reporting 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 Chief Financial Officer, have determined that the Company's internal control over financial reporting was effective as of March 31, 2024. Additionally, based on our assessment, we determined that there were no material weaknesses in the Company's internal control over financial reporting as of March 31, 2024.





Andrew Hider Ryan McLeod
Chief Executive Officer 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, 2024 and 2023, the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the two years in the period ended March 31, 2024, 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, 2024 and 2023, and its financial performance and its cash flows for each of the two years in the period ended March 31, 2024, in conformity with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board.

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 Public Company Accounting Oversight Board (United States) (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. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

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 Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters 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 matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Estimated costs to complete on long-term revenue construction contracts

Description of the Matter

The Company is involved in the design and build of custom-engineered automated manufacturing and test systems, which consist of long-term projects that can span from several months to several years. Revenue from these fixed-price construction contracts is recognized over time based on the percentage-of-completion method. This 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 $1,972,816 thousand of revenues on long-term construction contracts for the year ended March 31, 2024.

Auditing the Company's estimated costs to complete on fixed-price construction contracts that were open at period-end was complex due to the significant estimation uncertainty and judgment involved in evaluating the assumptions made by management in the creation and subsequent updates to the estimated costs to complete analyses. The total estimated costs to complete a contract drives the timing of revenue and profit recognition and can have a material impact on the amount of revenue recognized. The significant assumptions include those related to estimated future labour and materials costs. These assumptions are subjective due to the long-term and unique nature of many of the projects and are dependent on the status of the individual project as of the period-end date.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and, at certain locations, tested the operating effectiveness of controls related to the Company's initial budgeting process for new long-term fixed-price construction contracts.

To test the estimated costs to complete on open fixed-price construction contracts, our audit procedures included, among others, selecting a sample of open contracts and agreeing the key terms of contractual arrangements and change orders to contract documentation and management's estimates. We inquired and evaluated the consistency of responses obtained from operational personnel across various levels of management regarding risks and uncertainties, as well as the nature of the work yet to be completed and estimated costs to complete such work. We compared a sample of estimated labour and materials costs to complete used in the determination of revenue recognition to vendor quotes, purchase orders contractual labour rates or actual costs incurred for comparable completed contracts. We compared the margin of open fixed-price construction contracts as at period-end to the estimate of margin at inception of the project as well as the actual prior year-end margin, when applicable, and investigated differences outside our expectation. We also assessed the adequacy of disclosures that describe the areas of judgement and estimation uncertainties involving revenue recognition for open fixed-price construction contracts.

Valuation of acquired intangible assets in Avidity Science business combination

Description of the Matter

The Company completed the acquisition of Avidity Science during the year ended March 31, 2024 as disclosed in note 5 of the consolidated financial statements. The total purchase price of the business combination was $267,649 thousand. The purchase price allocation included intangible assets such as technology, customer lists and brands of $127,665 thousand as at the acquisition date. To value these assets, the Company used a discounted cash flow model.

Auditing the Company's accounting for its acquisition of Avidity Science was complex due to the significant estimation uncertainty in the Company's determination of the fair value of identified intangible assets acquired. The significant estimation uncertainty was primarily due to the sensitivity of the respective fair values to underlying assumptions about the future performance of the acquired business. The significant assumptions used to estimate the value of the intangible assets include forecasted revenue growth rates, margin percentages, attrition rates, royalty rates and discount rates. These significant assumptions are forward looking and could be affected by future economic and market conditions.

How We Addressed the Matter in Our Audit

To test the estimated fair value of the technology, customer list and brand intangible assets, we performed audit procedures that included, among others, evaluating the Company's selection of the valuation methodology, evaluating the methods and significant assumptions used by management, and evaluating the completeness and accuracy of the underlying data supporting the significant assumptions and estimates. For example, we assessed the appropriateness of forecasted revenue growth rates, margin percentages, and attrition rates used in the estimation of fair value of the intangible assets acquired by comparing to historical performance, similar acquisitions made by the Company, market data, and industry trends. We involved our valuation specialists to assist with our evaluation of the methodology used by the Company and significant assumptions included in the fair value estimates, including the discount rates and royalty rates, by comparing them to current industry and comparable company information.

/s/ Ernst & Young LLP

Chartered Professional Accountants
Licensed Public Accountants

We have served as the Company's auditor since 2009

Toronto, Canada
May 15, 2024

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

As at March 31	Note	2024	2023
ASSETS	16		
Current assets			
Cash and cash equivalents		**$ 170,177**	$ 159,867
Accounts receivable	22	**471,345**	399,741
Income tax receivable		**13,428**	15,160
Contract assets	22	**704,703**	526,990
Inventories	6	**295,880**	256,866
Deposits, prepaids and other assets	7	**98,161**	93,350
		1,753,694	1,451,974
Non-current assets			
Property, plant and equipment	10	**296,977**	263,119
Right-of-use assets	8	**105,661**	94,212
Other assets	9	**18,416**	16,679
Goodwill	11	**1,228,600**	1,118,262
Intangible assets	12	**679,547**	593,210
Deferred income tax assets	18	**5,904**	6,337
		2,335,105	2,091,819
Total assets		**$ 4,088,799**	$ 3,543,793
LIABILITIES AND EQUITY			
Current liabilities			
Bank indebtedness	16	**$ 4,060**	$ 5,824
Accounts payable and accrued liabilities		**604,488**	647,629
Income tax payable		**44,732**	38,904
Contract liabilities	22	**312,204**	296,555
Provisions	14	**35,978**	30,600
Current portion of lease liabilities	8	**27,571**	23,994
Current portion of long-term debt	16	**176**	65
		1,029,209	1,043,571
Non-current liabilities			
Employee benefits	15	**24,585**	25,486
Long-term lease liabilities	8	**83,808**	73,255
Long-term debt	16	**1,171,796**	1,155,721
Deferred income tax liabilities	18	**81,353**	104,459
Other long-term liabilities	9	**14,101**	10,718
		1,375,643	1,369,639
Total liabilities		**$ 2,404,852**	$ 2,413,210
Commitments and contingencies	16, 20		
EQUITY			
Share capital	17	**$ 865,897**	$ 520,633
Contributed surplus		**26,119**	15,468
Accumulated other comprehensive income		**64,155**	60,040
Retained earnings		**724,495**	530,707
Equity attributable to shareholders		**1,680,666**	1,126,848
Non-controlling interests		**3,281**	3,735
Total equity		**1,683,947**	1,130,583
Total liabilities and equity		**$ 4,088,799**	$ 3,543,793

On behalf of the Board:



David McAusland Joanne S. Ferstman
Director Director

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

Years ended March 31	Note	2024	2023
Revenues	21, 22	**$ 3,032,883**	$ 2,577,384
Operating costs and expenses			
Cost of revenues	23	**2,177,379**	1,851,574
Selling, general and administrative	23	**503,533**	445,242
Restructuring costs	14	**22,790**	27,487
Stock-based compensation	19	**13,790**	30,592
Earnings from operations		**315,391**	222,489
Net finance costs	24	**68,704**	62,718
Income before income taxes		**246,687**	159,771
Income tax expense	18	**52,506**	32,070
Net income		**$ 194,181**	$ 127,701
Attributable to			
Shareholders		**$ 193,735**	$ 127,433
Non-controlling interests		**446**	268
		$ 194,181	$ 127,701
Earnings per share attributable to shareholders			
Basic	25	**$ 1.98**	$ 1.39
Diluted	25	**$ 1.97**	$ 1.38

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	2024	2023
Net income		**$ 194,181**	$ 127,701
Other comprehensive income (loss):			
Items to be reclassified subsequently to net income:			
Currency translation adjustment (net of income taxes of $nil)		**(2,805)**	26,993
Net unrealized gain (loss) on derivative financial instruments designated as cash flow hedges	13	**5,364**	(12,279)
Tax impact		**(1,337)**	3,060
Loss transferred to net income for derivatives designated as cash flow hedges	13	**1,786**	5,583
Tax impact		**(438)**	(1,408)
Cross-currency interest rate swap adjustment	13	**1,016**	20,122
Tax impact		**(254)**	(5,031)
Variable for fixed interest rate swap adjustment	13	**732**	467
Tax impact		**(183)**	(116)
Items that will not be reclassified subsequently to net income:			
Actuarial gains (losses) on defined benefit pension plans	15	**(561)**	5,043
Tax impact		**155**	(1,399)
Other comprehensive income		**3,475**	41,035
Comprehensive income		**$ 197,656**	$ 168,736
Attributable to			
Shareholders		**$ 197,444**	$ 168,269
Non-controlling interests		**212**	467
		$ 197,656	$ 168,736

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, 2024

	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, 2023	**$ 520,633**	**$ 15,468**	**$ 530,707**	**$ 51,206**	**$ 8,834**	**$ 60,040**	**$ 3,735**	**$ 1,130,583**
Net income	**—**	**—**	**193,735**	**—**	**—**	**—**	**446**	**194,181**
Other comprehensive income (loss)	**—**	**—**	**(406)**	**(2,571)**	**6,686**	**4,115**	**(234)**	**3,475**
Total comprehensive income (loss)	**—**	**—**	**193,329**	**(2,571)**	**6,686**	**4,115**	**212**	**197,656**
Non-controlling interest	**—**	**—**	**471**	**—**	**—**	**—**	**(666)**	**(195)**
Stock-based compensation	**—**	**11,253**	**—**	**—**	**—**	**—**	**—**	**11,253**
Exercise of stock options	**2,754**	**(602)**	**—**	**—**	**—**	**—**	**—**	**2,152**
U.S. initial public offering (note 17)	**366,332**	**—**	**—**	**—**	**—**	**—**	**—**	**366,332**
Common shares held in trust (note 19)	**(23,820)**	**—**	**—**	**—**	**—**	**—**	**—**	**(23,820)**
Repurchase of common shares (note 17)	**(2)**	**—**	**(12)**	**—**	**—**	**—**	**—**	**(14)**
Balance, as at March 31, 2024	**$ 865,897**	**$ 26,119**	**$ 724,495**	**$ 48,635**	**$ 15,520**	**$ 64,155**	**$ 3,281**	**$ 1,683,947**

Year ended March 31, 2023

	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, 2022	$ 530,241	$ 11,734	$ 416,773	$ 24,412	$ (1,564)	$ 22,848	$ 4,087	$ 985,683
Net income	—	—	127,433	—	—	—	268	127,701
Other comprehensive income	—	—	3,644	26,794	10,398	37,192	199	41,035
Total comprehensive income	—	—	131,077	26,794	10,398	37,192	467	168,736
Non-controlling interest	—	—	367	—	—	—	(819)	(452)
Stock-based compensation	—	5,088	—	—	—	—	—	5,088
Exercise of stock options	6,318	(1,354)	—	—	—	—	—	4,964
Common shares held in trust	(12,365)	—	—	—	—	—	—	(12,365)
Repurchase of common shares	(3,561)	—	(17,510)	—	—	—	—	(21,071)
Balance, as at March 31, 2023	$ 520,633	$ 15,468	$ 530,707	$ 51,206	$ 8,834	$ 60,040	$ 3,735	$ 1,130,583

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	2024	2023
Operating activities			
Net income		**$ 194,181**	$ 127,701
Items not involving cash			
Depreciation of property, plant and equipment	10	**28,455**	25,590
Amortization of right-of-use assets	8	**29,656**	24,060
Amortization of intangible assets	12	**83,063**	75,839
Deferred income taxes	18	**(29,915)**	(37,542)
Other items not involving cash		**(20,277)**	16,470
Stock-based compensation	19	**11,253**	5,088
Change in non-cash operating working capital	26	**(275,636)**	(109,406)
Cash flows provided by operating activities		**$ 20,780**	$ 127,800
Investing activities			
Acquisition of property, plant and equipment	10	**$ (58,830)**	$ (56,104)
Acquisition of intangible assets	12	**(29,628)**	(24,192)
Business acquisitions, net of cash acquired	5	**(276,538)**	(51,679)
Settlement of cross-currency interest rate swap instrument	9	**—**	21,493
Proceeds from disposal of property, plant and equipment		**23,211**	1,460
Cash flows used in investing activities		**$ (341,785)**	$ (109,022)
Financing activities			
Bank indebtedness		**$ (1,527)**	$ 3,399
Repayment of long-term debt		**(798,378)**	(344,169)
Proceeds from long-term debt		**816,514**	395,559
Proceeds from exercise of stock options		**2,152**	4,964
Proceeds from U.S. initial public offering, net of issuance fees	17	**362,072**	—
Purchase of non-controlling interest		**(195)**	(452)
Repurchase of common shares		**(14)**	(21,071)
Acquisition of shares held in trust	19	**(23,820)**	(12,365)
Principal lease payments		**(26,080)**	(20,983)
Cash flows provided by financing activities		**$ 330,724**	$ 4,882
Effect of exchange rate changes on cash and cash equivalents		**591**	925
Increase in cash and cash equivalents		**10,310**	24,585
Cash and cash equivalents, beginning of year		**159,867**	135,282
Cash and cash equivalents, end of year		**$ 170,177**	$ 159,867
Supplemental information			
Cash income taxes paid		**$ 49,511**	$ 58,398
Cash interest paid		**$ 68,526**	$ 58,452

See accompanying notes to the consolidated financial statements.

1. CORPORATE INFORMATION

ATS Corporation and its subsidiaries (collectively, "ATS" or the "Company") uses its extensive knowledge base and global capabilities in custom automation, repeat automation, automation products and value-added solutions, including pre-automation and after-sales services, to address the sophisticated manufacturing automation systems and service needs of multinational customers.

The Company is listed on the Toronto Stock Exchange and 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, 2024 were authorized for issue by the Board of Directors (the "Board") on May 15, 2024.

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 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 continue to be consolidated until the date that such control ceases. The Company's material subsidiaries are Automation Tooling Systems Enterprises GmbH, ATS Automation Holdings Limited, Automation Tooling Systems Enterprises Inc. and ATS Automation Tooling Systems GmbH. 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. 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 consolidated statements of income. 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 policy.

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. 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.

(c) Revenue: The Company generates revenue from construction contracts, the sale of goods, and by services rendered. 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 when incurred as the term of the Company's contracts are typically one year or less.

Construction contracts
A construction contract generally includes the design, manufacture and installation of new equipment for a customer's new or existing 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, 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 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
Service contracts are either executed separately or bundled together with construction contracts. Where these contracts are bundled together, they are regarded as separate performance obligations, as each of the promises are capable of being distinct and are separately identifiable. Accordingly, a

portion of the transaction price is allocated to each performance obligation relative to standalone selling prices.

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.

(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. 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 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 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 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 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 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 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 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.

(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.

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, subject to other considerations, is generally considered in default when contractual payments are 90 days past due, which was determined based on historical collection rates. A financial asset may also be considered to be 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.

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.

Amounts recognized in other comprehensive income and accumulated in equity are transferred to the consolidated statements of income when the hedged item is recognized in profit or loss. These earnings are included within the same line of the consolidated statements of income 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. 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 to foreign currency-denominated 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. 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. 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 first-in, first-out 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 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, quoted share prices for publicly traded subsidiaries 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 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 best estimate.

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. 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.

(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 as consideration for equity instruments of the Company or cash payments.

For equity-settled plans, namely the Employee Share Purchase Plan, the Stock Option Plan and Restricted Share Units, 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 with a corresponding adjustment to equity. The proceeds received are credited to share capital and share premiums when the units are exercised.

For cash-settled plans, namely the Deferred Stock Unit Plan and the Restricted Share Units, 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 in stock-based compensation expense.

(q) Standards adopted in fiscal 2024:

The following amendments to accounting standards were adopted by the Company during fiscal 2024:

(i) Amendments to IAS 12 - *Income taxes*

Effective May 23, 2023, the IASB issued *International Tax Reform - Pillar Two Model Rules* (Amendments to IAS 12 - *Income Taxes* (“IAS 12”)). The amendments provide a mandatory immediate temporary exception to accounting for deferred taxes arising from the Organization for Economic Co-operation and Development's (OECD) international tax reform and introduce additional disclosure requirements for annual financial statements. The Company has applied the mandatory temporary exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes. The adoption did not have an impact on the Company's annual audited consolidated financial statements.

(ii) Amendments to IAS 1 - Presentation of Financial Statements

In February 2021, the IASB issued amendments to IAS 1, Disclosure of Accounting Policies, aiming to assist preparers in determining which accounting policies to disclose in their financial statements. Instead of disclosing significant accounting policies, entities are now required to disclose material accounting policy information. These amendments have been adopted in the Company's consolidated financial statements for the year ended on March 31, 2024.

(r) 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, 2024, and accordingly, have not been applied in preparing these consolidated financial statements. This listing is of standards and amendments issues that the Company reasonably expects to be applicable at a future date.

(i) Amendments to IAS 1 - Presentation of Financial Statements (effective for reporting periods beginning on or after January 1, 2024)

The IASB clarified the classification of liabilities as current or non-current based on the existence of a right to defer settlement at the reporting date. The classification of a liability remains unaffected by the intentions or expectations of the entity to exercise its right to defer settlement, or will to choose to settle early.

The IASB reconfirmed that only covenants with which a company must comply on or before the reporting date affect the classification of a liability as current or non-current. Future covenants do not affect classification, however, if there is a future covenant on a non-current liability, entities are required to disclose information regarding the risk that those liabilities could become repayable within 12 months after the reporting date.

The Company does not expect the amendments to IAS 1 to have a significant impact on its consolidated financial statements, and will incorporate the new disclosure requirements of IAS 1 in its consolidated financial statements upon adoption on April 1, 2024.

(ii) 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. The requirements include required totals, subtotals and new categories in the consolidated statements of income; disclosure of management-defined performance measures and guidance on aggregation and disaggregation. Retrospective application is required 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.

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 Company based its estimates, judgments and assumptions on

parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the estimates when they occur.

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) 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.

(c) 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.

(d) 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.

5. ACQUISITIONS

(a) Current year acquisitions

(i) On November 16, 2023, the Company acquired 100% of the shares of Avidity Science, LLC ("Avidity"), a designer and manufacturer of automated water purification solutions for biomedical and life science applications. The total purchase price paid upon finalization of post-closing adjustments was $267,649 ($195,471 U.S.).

Cash used in investing activities was determined as follows:

Cash consideration	$	267,649
Less: cash acquired		(6,100)
	$	261,549

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

Purchase price allocation		
Cash	$	6,100
Other current assets		47,474
Property, plant and equipment		15,649
Right-of-use assets		4,687
Intangible assets with a definite life		
Technology		43,542
Customer relationships		56,139
Other		1,284
Intangible assets with an indefinite life		
Brands		26,700
Current liabilities		(21,648)
Other long-term liabilities		(5,346)
Deferred tax liability		(9,271)
Net identifiable assets	$	165,310
Residual purchase price allocated to goodwill		102,339
Purchase consideration	$	267,649

Current assets include accounts receivable of $17,616, representing the fair value of accounts receivable expected to be collected.

The primary factors that contributed to a residual purchase price that resulted in the recognition of goodwill are: the acquired workforce, access to growth opportunities in new markets and with existing customers, and the combined strategic value to the Company's growth plan. Of the amounts assigned to goodwill and intangible assets, approximately 17% of the aggregate are not expected to be deductible for tax purposes. This acquisition was accounted for as a business combination with the Company as the acquirer of Avidity. The purchase method of accounting was used with an acquisition date of November 16, 2023. Avidity contributed approximately $38,615 in revenue and $926 in net loss from the acquisition date November 16, 2023 to March 31, 2024. If Avidity had been acquired at the beginning of ATS' fiscal year (April 1, 2023), the Company estimates that revenues and net income of the combined Avidity and ATS entity for the twelve months ended March 31, 2024 would have been approximately $64,358 higher and $1,543 lower, respectively.

(ii) On January 1, 2024, the Company acquired 100% of the shares of IT.ACA. Engineering S.r.l. ("ITACA"), an Italian automation system integrator. The total purchase price was $12,444 (8,507 Euros). Cash considerations paid in the fourth quarter of fiscal 2024, was $4,813 (3,290 Euros). The balance of $7,631 (5,217 Euros) will be paid within 36 months of the acquisition date.

On July 3, 2023, the Company acquired 100% of the shares of Odyssey Validation Consultants Limited ("Odyssey"), an Ireland-based provider of digitalization solutions for the life sciences industry. The total purchase price was $5,636 (3,898 Euros).

On June 30, 2023, the Company acquired 100% of the shares of Yazzoom B.V. ("Yazzoom"), a Belgium-based provider of artificial intelligence and machine learning based tools for industrial production. The purchase price, paid in the first quarter of fiscal 2024, was $5,283 (3,655 Euros).

Cash used in investing activities for the three acquisitions was determined as follows:

Cash consideration	$	23,363
Less: cash acquired		(8,323)
	$	15,040

The allocation of the purchase price at fair value for the three acquisitions is as follows:

Purchase price allocation		
Cash	$	8,323
Other current assets		4,928
Property, plant and equipment		2,064
Right-of-use assets		423
Intangible assets with a definite life		
Technology		4,449
Brands		2,053
Customer relationships		1,027
Other		1,429
Current liabilities		(7,243)
Other long-term liabilities		(679)
Deferred tax liability		(1,378)
Net identifiable assets	$	15,396
Residual purchase price allocated to goodwill		7,967
Purchase consideration	$	23,363

Current assets include accounts receivable of $3,524, 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 allocations to intangible assets were determined using relative values from comparable transactions.

The primary factors that contributed to a residual purchase price that resulted in the recognition of goodwill are: the acquired workforce, access to growth opportunities in new markets and with existing customers, and the combined strategic value to the Company's growth plan. The amounts assigned to goodwill and intangible assets are not expected to be deductible for tax purposes. These acquisitions

were accounted for as business combinations with the Company as the acquirer of Yazzoom, Odyssey, and ITACA. The purchase method of accounting was used with an acquisition date of June 30, 2023 for Yazzoom, July 3, 2023 for Odyssey, and January 1, 2024 for ITACA.

(iii) On May 15, 2024, subsequent to the fourth quarter, the Company announced it had entered into a definitive agreement to acquire Paxiom Group ("Paxiom"). With headquarters in Montreal, Quebec, Paxiom is a provider of primary, secondary, and end-of-line packaging machines in the food and beverage, cannabis, and pharmaceutical industries. The transaction is expected to close in the third calendar quarter of 2024, subject to customary closing conditions.

(b) Prior year acquisitions

(i) On March 28, 2023, the Company completed its acquisition of 100% of the membership interest in Triad Unlimited LLC ("Triad"), a U.S.-based reliability engineering service provider to the North American and European markets. The total purchase price paid upon finalization of working capital adjustments was $20,623 ($15,166 U.S.). Included in the purchase price was contingent consideration of $7,953 ($5,849 U.S.), which is payable if certain performance targets are met within two years of the acquisition date.
(ii) On March 3, 2023, the Company acquired 100% of the shares of Zi-Argus Australia Pty Ltd. and Zi-Argus Ltd. ("ZIA"). ZIA is an automation systems integrator serving Southeast Asia and Australia with a focus on process control, factory floor automation, data center and Industry 4.0 digitization solutions. The total purchase price paid in the fourth quarter of fiscal 2023 was $24,500 ($18,015 U.S.).

(iii) On December 22, 2022, the Company acquired 100% of the shares of IPCOS Group N.V. ("IPCOS"), a Belgium-based provider of process optimization and digitalization solutions. The total purchase price was $24,722 (17,100 Euros). The purchase price includes deferred considerations of $3,253 (2,250 Euros) to be paid within 36 months of the acquisition date.

Cash used in investing activities for the three prior year acquisitions was determined as follows:

Cash consideration	$	58,639
Less: cash acquired		(7,012)
	$	51,627

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

Purchase price allocation		
Cash	$	7,012
Other current assets		14,475
Property, plant and equipment		428
Right-of-use assets		4,005
Intangible assets with a definite life		
Technology		20,643
Brands		9,527
Customer relationships		4,763
Other		7,307
Current liabilities		(11,854)
Other long-term liabilities		(5,073)
Deferred tax liability		(7,041)
Net identifiable assets	$	44,192
Residual purchase price allocated to goodwill		25,653
Purchase consideration	$	69,845

Current assets include accounts receivable of $10,464, representing the fair value of accounts receivable expected to be collected.

The primary factors that contributed to a residual purchase price that resulted in the recognition of goodwill are: the acquired workforce; access to growth opportunities in new markets and with existing customers; and the combined strategic value to the Company's growth plan. The amounts assigned to goodwill and intangible assets for ZIA and IPCOS are not expected to be deductible for tax purposes, while these amounts for Triad are expected to be deductible for tax purposes. These acquisitions were accounted for as business combinations with the Company as the acquirer of IPCOS, ZIA and Triad. The purchase method of accounting was used with an acquisition date of December 22, 2022 for IPCOS, March 3, 2023 for ZIA, and March 28, 2023 for Triad.

6. INVENTORIES

As at		**March 31 2024**		March 31 2023
Raw materials	**$**	**153,433**	$	138,792
Work in progress		**98,245**		84,401
Finished goods		**44,202**		33,673
	$	**295,880**	$	256,866

The amount charged to net income and included in cost of revenues for the write-down of inventories for valuation issues during the year ended March 31, 2024 was $15,980 (March 31, 2023 - $2,709). The amount of inventories carried at net realizable value as at March 31, 2024 was $6,904 (March 31, 2023 - $591). For the year ended March 31, 2024, the Company recognized expense related to cost of

inventories of $1,024,143 (March 31, 2023 - $912,608) in cost of revenues in the consolidated statements of income.

7. DEPOSITS, PREPAIDS AND OTHER ASSETS

As at		**March 31 2024**		March 31 2023
Prepaid assets	**$**	**38,046**	$	29,766
Supplier deposits		**35,686**		45,565
Investment tax credit receivable		**19,379**		13,819
Forward foreign exchange contracts		**5,050**		4,200
	$	**98,161**	$	93,350

8. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Changes in the net balance of right-of-use assets during the years ended March 31, 2024 and March 31, 2023 were as follows:

	Note		**Buildings**		**Vehicles and equipment**		**Total**
Balance, at March 31, 2022		$	69,505	$	11,784	$	81,289
Additions			22,514		8,322		30,836
Amortization			(17,541)		(6,519)		(24,060)
Acquisition of subsidiaries	5		3,059		510		3,569
Exchange and other adjustments			2,343		235		2,578
Balance, at March 31, 2023		$	79,880	$	14,332	$	94,212
Additions			25,411		12,567		37,978
Amortization			(21,596)		(8,060)		(29,656)
Acquisition of subsidiaries	5		4,184		1,362		5,546
Exchange and other adjustments			(2,291)		(128)		(2,419)
Balance, at March 31, 2024		**$**	**85,588**	**$**	**20,073**	**$**	**105,661**

Changes in the balance of lease liabilities during the years ended March 31, 2024 and March 31, 2023 were as follows:

	Note		**2024**		2023
Balance, at April 1		**$**	**97,249**	$	82,820
Additions			**37,978**		30,836
Interest			**5,473**		4,016
Payments			**(31,553)**		(24,999)
Acquisition of subsidiaries	5		**6,560**		3,640
Exchange and other adjustments			**(4,328)**		936
Balance, at March 31		**$**	**111,379**	$	97,249
Less: current portion			**27,571**		23,994
		$	**83,808**	$	73,255

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, 2024, the Company recognized an expense related to short-term and low-value leases of $4,450, in cost of revenues (March 31, 2023 - $2,564), and $1,729

(March 31, 2023 - $1,750) in selling, general and administrative expenses in the consolidated statements of income.

The annual lease obligations for the next five years and thereafter are as follows:

As at		March 31, 2024
Less than one year	$	31,066
One - two years		25,068
Two - three years		19,337
Three - four years		12,460
Four - five years		9,685
Due in over five years		30,234
Total undiscounted lease liabilities	$	127,850

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 2024**		March 31 2023
Cross-currency interest rate swap instrument [(i)]	**$**	**17,204**	$	16,187
Variable for fixed interest rate swap instruments [(ii)]		**1,198**		467
Other		**14**		25
Total	**$**	**18,416**	$	16,679

Other long-term liabilities consist of the following:

As at		**March 31 2024**		March 31 2023
Cross-currency interest rate swap instrument [(i)]	**$**	**14,101**	$	10,718

(i) On April 20, 2022, 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. The Company will receive interest of 4.125% U.S. per annum and pay interest of 4.169% Canadian. The terms of the hedging instrument will end on December 15, 2025.

The Company entered into a cross-currency interest rate swap instrument on April 20, 2022 to swap 161,142 Euros into Canadian dollars to hedge the net investment in European operations. The Company will receive interest of 4.169% Canadian per annum and pay interest of 2.351% Euros. The terms of the hedging relationship will end on December 15, 2025.

(ii) Effective November 4, 2022, the Company entered into a variable for fixed interest rate swap instrument to swap the variable interest rate on its $300,000 non-amortized secured term credit facility to a fixed 4.241% interest plus a margin. The terms of the hedging instrument will end on November 4, 2024.

On November 21, 2023, the Company entered into a variable for fixed interest rate swap instrument to swap the variable interest rate on its $300,000 non-amortized secured term credit facility to a fixed 4.044% interest plus a margin for the period November 4, 2024 to November 4, 2026.

10. PROPERTY, PLANT AND EQUIPMENT

	Note	Land	Buildings and leaseholds	Production equipment	Other equipment	Total
Cost:						
Balance, at March 31, 2022		$ 34,676	$ 161,158	$ 37,310	$ 79,532	$ 312,676
Additions		—	31,109	7,155	17,840	56,104
Acquisition of subsidiaries	5	—	50	23	476	549
Disposals		(118)	(1,008)	(3,263)	(7,995)	(12,384)
Exchange and other adjustments		2,043	8,338	1,613	3,785	15,779
Balance, at March 31, 2023		$ 36,601	$ 199,647	$ 42,838	$ 93,638	$ 372,724
Additions		4,400	30,559	7,248	16,623	58,830
Acquisition of subsidiaries	5	843	10,404	4,039	2,305	17,591
Disposals		(2,083)	(14,630)	(526)	(6,227)	(23,466)
Exchange and other adjustments		(34)	245	865	(3,916)	(2,840)
Balance, at March 31, 2024		**$ 39,727**	**$ 226,225**	**$ 54,464**	**$ 102,423**	**$ 422,839**

	Land	Buildings and leaseholds	Production equipment	Other equipment	Total
Depreciation:					
Balance, at March 31, 2022	$ —	$ (34,660)	$ (11,232)	$ (44,661)	$ (90,553)
Depreciation expense	—	(8,428)	(6,337)	(10,825)	(25,590)
Disposals	—	540	2,879	7,505	10,924
Exchange and other adjustments	—	(1,742)	(832)	(1,812)	(4,386)
Balance, at March 31, 2023	$ —	$ (44,290)	$ (15,522)	$ (49,793)	$ (109,605)
Depreciation expense	—	(9,344)	(7,070)	(12,041)	(28,455)
Disposals	—	7,114	111	5,979	13,204
Exchange and other adjustments	—	(260)	(272)	(474)	(1,006)
Balance, at March 31, 2024	**$ —**	**$ (46,780)**	**$ (22,753)**	**$ (56,329)**	**$ (125,862)**
Net book value:					
At March 31, 2024	**$ 39,727**	**$ 179,445**	**$ 31,711**	**$ 46,094**	**$ 296,977**
At March 31, 2023	$ 36,601	$ 155,357	$ 27,316	$ 43,845	$ 263,119

Included in building and leaseholds as at March 31, 2024 was $34,725 (March 31, 2023 - $18,889) of assets that relate to the expansion and improvement of certain manufacturing facilities and have not been depreciated. Included in other equipment as at March 31, 2024 is $8,548 (March 31, 2023 - $5,975) 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		**2024**		2023
Balance, at April 1		**$**	**1,118,262**	$	1,024,790
Acquisition of subsidiaries	5		**112,201**		23,758
Foreign exchange			**(1,863)**		69,714
Balance, at March 31		**$**	**1,228,600**	$	1,118,262

The Company performed its annual impairment test of goodwill as at March 31, 2024. 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, the historical operating results for the five years ended March 31, 2024 were compared to the budgeted results for the year ending March 31, 2025, 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 6.8% to 8.3% 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, 2022		$ 48,613	$ 68,244	$ 247,134	$ 335,642	$ 156,426	$ 856,059
Additions		18,060	6,132	—	—	—	24,192
Acquisition of subsidiaries	5	—	7,211	19,713	4,549	9,098	40,571
Disposals		(424)	(7,380)	—	—	—	(7,804)
Exchange and other adjustments		1,973	(18,518)	11,663	8,542	5,511	9,171
Balance, at March 31, 2023		$ 68,222	$ 55,689	$ 278,510	$ 348,733	$ 171,035	$ 922,189
Additions		18,135	11,493	—	—	—	29,628
Acquisition of subsidiaries	5	1,170	1,639	48,920	57,379	29,183	138,291
Disposals		(635)	(2,641)	—	—	—	(3,276)
Exchange and other adjustments		(6,525)	3,476	(12,174)	(60,794)	(390)	(76,407)
Balance, at March 31, 2024		**$ 80,367**	**$ 69,656**	**$ 315,256**	**$ 345,318**	**$ 199,828**	**$ 1,010,425**

	Development projects	Computer software, licenses and other	Technology	Customer relationships	Brands[i]	Total
Amortization:						
Balance, at March 31, 2022	$ (23,430)	$ (47,130)	$ (53,507)	$ (158,028)	$ (5,784)	$ (287,879)
Amortization	(3,199)	(15,135)	(25,982)	(29,400)	(2,123)	(75,839)
Disposals	—	7,319	—	—	—	7,319
Exchange and other adjustments	(1,126)	20,068	(181)	3,699	4,960	27,420
Balance, at March 31, 2023	$ (27,755)	$ (34,878)	$ (79,670)	$ (183,729)	$ (2,947)	$ (328,979)
Amortization	(6,493)	(12,364)	(31,172)	(29,547)	(3,487)	(83,063)
Disposals	13	2,594	—	—	—	2,607
Exchange and other adjustments	190	6,563	11,478	60,303	23	78,557
Balance, at March 31, 2024	**$ (34,045)**	**$ (38,085)**	**$ (99,364)**	**$ (152,973)**	**$ (6,411)**	**$ (330,878)**
Net book value:						
At March 31, 2024	**$ 46,322**	**$ 31,571**	**$ 215,892**	**$ 192,345**	**$ 193,417**	**$ 679,547**
At March 31, 2023	$ 40,467	$ 20,811	$ 198,840	$ 165,004	$ 168,088	$ 593,210

(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, 2024 was $183,432 (March 31, 2023 - $156,732).

Research and development costs that are not eligible for capitalization have been expensed and are recognized in cost of revenues.

The Company performed its annual impairment test of indefinite-lived intangible assets as at March 31, 2024. 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 subsidiaries. This approach requires management to estimate cash flows that include earnings from operations less capital expenditures.

In determining future cash flows, the budgeted results for the year ending March 31, 2025, 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 marketplace. The average revenue growth rate used for the intangible asset impairment testing of indefinite-lived brands was 5% (March 31, 2023 - 5%). The terminal growth rate used in the impairment testing ranged from 3% to 5% (March 31, 2023 - 5%). The rates used to project cash flows are based on management's expectations for the growth of the cash generating unit and do not exceed long-term average growth rates for the markets in which the cash generating units operate. Management used a pre-tax discount rate of 10% (March 31, 2023 - 15%) 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, 2024**
	Fair value through profit or loss	**Amortized cost**	**Fair value through other comprehensive income**	**Total carrying value**
Financial assets:				
Cash and cash equivalents [(i)]	**$ —**	**$ 170,177**	**$ —**	**$ 170,177**
Trade accounts receivable	**—**	**437,329**	**—**	**437,329**
Financial liabilities:				
Bank indebtedness	**—**	**(4,060)**	**—**	**(4,060)**
Trade accounts payable and accrued liabilities	**—**	**(535,844)**	**—**	**(535,844)**
Long-term debt	**—**	**(1,171,972)**	**—**	**(1,171,972)**
Derivative instruments:				
Held for trading derivatives that are not designated in hedge accounting relationships – gain [(ii)]	**600**	**—**	**—**	**600**
Derivative instruments in designated hedge accounting relationships – gain [(ii)]	**—**	**—**	**2,290**	**2,290**
Cross-currency interest rate swap – gain [(iii)]	**—**	**—**	**3,103**	**3,103**
Interest rate swap instrument – gain [(iii)]	**—**	**—**	**1,198**	**1,198**

As at				March 31, 2023
	Fair value through profit or loss	Amortized cost	Fair value through other comprehensive income	Total carrying value
Financial assets:				
Cash and cash equivalents [i]	$ —	$ 159,867	$ —	$ 159,867
Trade accounts receivable	—	368,855	—	368,855
Financial liabilities:				
Bank indebtedness	—	(5,824)	—	(5,824)
Trade accounts payable and accrued liabilities	—	(601,094)	—	(601,094)
Long-term debt	—	(1,155,786)	—	(1,155,786)
Derivative instruments:				
Held for trading derivatives that are not designated in hedge accounting relationships – gain [ii]	1,024	—	—	1,024
Derivative instruments in designated hedge accounting relationships – loss [ii]	—	—	(4,860)	(4,860)
Cross-currency interest rate swap – gain [iii]	—	—	5,469	5,469
Interest rate swap instrument – gain [iii]	—	—	467	467

(i) Cash and cash equivalents is in the form of deposits on demand with major financial institutions. Cash equivalents were nil at March 31, 2024 and March 31, 2023.

(ii) 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 on the consolidated statements of financial position.

(iii) The cross-currency interest rate swap instrument in a gain position is included in other assets on the consolidated statements of financial position. The cross-currency interest rate swap instrument in a loss position is included in other long-term liabilities on the consolidated statements of financial position.

During the years ended March 31, 2024 and March 31, 2023, 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 2024**
	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	**$ 600**	**$ —**	**$ 600**	**$ —**	**$ 600**
Derivative instruments in designated hedge accounting relationships	**2,290**	**—**	**2,290**	**—**	**2,290**
Cross-currency interest rate swap	**3,103**	**—**	**3,103**	**—**	**3,103**
Interest rate swap instrument	**1,198**	**—**	**1,198**	**—**	**1,198**
Disclosed at fair value:					
Long-term debt	**(1,171,972)**	**—**	**(1,130,183)**	**—**	**(1,130,183)**

As at				March 31 2023
	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	$ 1,024	$ —	$ 1,024	$ —	$ 1,024
Derivative instruments in designated hedge accounting relationships	(4,860)	—	(4,860)	—	(4,860)
Cross-currency interest rate swap	5,469	—	5,469	—	5,469
Interest rate swap instrument	467	—	467	—	467
Disclosed at fair value:					
Long-term debt	(1,155,786)	—	(1,102,089)	—	(1,102,089)

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 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 Senior Notes reflects the current trading price.

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, 2024 and March 31, 2023, 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 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, 2024 of approximately +/- $8,602 and $36,925, respectively (2023 +/- $62,943 and $72,051), and on income before income taxes for the year ended March 31, 2024 of approximately +/- $1,679 and $6,934, respectively (2023 +/- $12 and $2,840).

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.

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. dollar-denominated Senior Notes are translated into Canadian dollars at the foreign exchange rate in effect at the consolidated statement of financial position dates. 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 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, 2024, $408,420 or 34.0% (March 31, 2023 - $388,397 or 33.0%) 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 +/- $4,084 on income before income taxes for the year ended March 31, 2024 (March 31, 2023 +/- $3,884).

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 2024**		March 31 2023
Current	**$**	**316,492**	$	304,181
1 – 30 days		**68,454**		35,704
31 – 60 days		**12,537**		13,098
61 – 90 days		**13,554**		5,870
Over 90 days		**32,533**		16,503
Total	**$**	**443,570**	$	375,356

The movement in the Company's allowance for doubtful accounts for the years ended March 31 was as follows:

		2024		2023
Balance, at April 1	**$**	**6,501**	$	5,216
Provision for doubtful accounts		**2,135**		1,086
Amounts written off		**(201)**		(491)
Recoveries		**(2,114)**		(406)
Foreign exchange		**(80)**		1,096
Balance, at March 31	**$**	**6,241**	$	6,501

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 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 2024**		March 31 2023
1 – 30 days	**$**	**179,521**	$	222,332
31 – 60 days		**27,514**		32,246
61 – 90 days		**7,732**		17,836
Over 90 days		**6,697**		13,072
Total	**$**	**221,464**	$	285,486

As at March 31, 2024, the Company was holding cash and cash equivalents of $170,177 (March 31, 2023 - $159,867) and had unutilized lines of credit of $447,339 (March 31, 2023 - $456,010). The Company expects that continued cash flows from operations in fiscal 2025, 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. dollar-denominated Senior Notes. On April 20, 2022, 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. The Company will receive interest of 4.125% U.S. per annum and pay interest of 4.169% Canadian. The terms of the hedging relationship will end on December 15, 2025. 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 - variable for fixed interest rate swap
Effective November 4, 2022, the Company entered into a variable for fixed interest rate swap instrument. The instrument swapped the variable interest rate on its $300,000 non-amortized secured term credit facility to a fixed 4.241% interest plus a margin and the terms of the hedging instrument end on November 4, 2024. On November 21, 2023, the Company entered into a variable for fixed interest rate swap instrument to swap the variable interest rate on its $300,000 non-amortized secured term credit facility to a fixed 4.044% interest plus a margin for the period November 4, 2024 to November 4, 2026. The Company has established a hedge ratio of 1:1 for the hedging relationship. The Company has identified counterparty credit risk as the only potential source of hedge ineffectiveness.

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. On April 20, 2022, the Company entered into a cross-currency interest rate swap instrument to swap 161,142 Euros into Canadian dollars to hedge the net investment in its European operations. The Company will receive interest of 4.169% Canadian per annum and pay interest of 2.351% Euros. The terms of the hedging relationship will end on December 15, 2025. 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.

During the years ended March 31, 2024 and March 31, 2023, income of $345 and $75, 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, 2024**
			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)]								
U.S. dollars	Canadian dollars	**233,244**	**1,024**		**1,024**	**1,024**	**1,024**	**—**
Euros	Canadian dollars	**98,103**	**1,559**		**1,559**	**1,559**	**1,559**	**—**
U.S. dollars	Euros	**18,648**		**204**	**204**	**204**	**204**	**—**
Euros	U.S. dollars	**10,763**		**26**	**26**	**26**	**26**	**—**
Euros	Czech Koruna	**2,740**		**63**	**63**	**63**	**63**	**—**
Cross-currency interest rate swap instruments [(ii)]								
U.S. dollars	Canadian dollars	**237,038**	**17,204**	**—**	**1,017**	**1,017**	**17,204**	**—**
Canadian dollars	Euros	**235,477**	**—**	**14,101**	**(3,383)**	**(3,383)**	**14,101**	**—**
Interest rate swap instrument [(ii)]								
Variable rate	Fixed rate	**406,350**	**1,198**	**—**	**732**	**732**	**1,198**	**—**

As at								March 31, 2023
			Carrying amount Hedging instrument			Hedged item	Cash flow hedge reserves	
Currency sold	Currency 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)]								
U.S. dollars	Canadian dollars	193,545	—	1,083	1,083	1,083	1,083	—
Euros	Canadian dollars	56,573	—	4,152	4,152	4,152	4,152	—
U.S. dollars	Euros	45,535	522	—	522	522	522	—
Euros	U.S. dollars	3,648	—	99	99	99	99	—
Cross-currency interest rate swap instruments [(ii)]								
U.S. dollars	Canadian dollars	236,495	16,187	—	20,122	20,122	16,187	—
Canadian dollars	Euros	236,137	—	10,718	(28,722)	(28,722)	10,718	—
Interest rate swap instrument [(ii)]								
Variable rate	Fixed rate	405,420	467	—	467	467	467	—

(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 cross-currency interest rate swap instrument in a gain position is included in other assets on the consolidated statements of financial position. The cross-currency interest rate swap instrument in a loss position is included in other long-term liabilities on the consolidated statements of financial position.

As at March 31, 2024, the Company is holding the following forward foreign exchange contracts to hedge the exposure on its revenues and purchases:

As at											**March 31, 2024**
		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	**65,780**	**1.352**	**48,247**	**1.353**	**42,539**	**1.351**	**24,381**	**1.360**	**47,408**	**1.363**
Euros	Canadian dollars	**24,842**	**1.479**	**28,130**	**1.483**	**12,056**	**1.495**	**8,768**	**1.512**	**20,458**	**1.524**
U.S. dollars	Euros	**11,170**	**0.907**	**5,224**	**0.928**	**2,198**	**0.905**	—	—	—	—
Euros	Czech Koruna	**1,279**	**24.523**	**877**	**24.866**	**584**	**24.958**	—	—	—	—
Purchase hedges											
U.S. dollars	Canadian dollars	**4,889**	**1.339**	—	—	—	—	—	—	—	—
Euros	U.S. dollars	**2,192**	**1.084**	**3,208**	**1.088**	**3,317**	**1.093**	**2,046**	**1.098**	—	—
U.S. dollars	Euros	**56**	**0.919**	—	—	—	—	—	—	—	—
Euros	Canadian dollars	**3,513**	**1.480**	**336**	**1.473**	—	—	—	—	—	—

As at											March 31, 2023
		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	1,300	1.145	650	1.150	—	—	—	—	—	—
U.S. dollars	Canadian dollars	55,347	1.333	45,926	1.341	31,114	1.339	21,616	1.348	39,542	1.344
Euros	Canadian dollars	23,602	1.355	16,119	1.369	12,456	1.370	4,396	1.374	—	—
U.S. dollars	Euros	11,398	0.929	15,567	0.921	10,423	0.928	4,400	0.925	3,228	1.014
Purchase hedges											
Euros	U.S. dollars	665	1.088	204	1.081	—	—	828	1.092	—	—
U.S. dollars	Euros	365	0.955	98	1.003	—	—	—	—	56	0.919

The following summarizes the Company's amounts included in other comprehensive income that relate to hedge accounting:

As at				**March 31, 2024**
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	**(7,154)**	**—**	**(1,706)**	Revenues
Purchase hedges	**4**	**—**	**(80)**	Cost of revenues
Cross-currency interest rate swap	**(1,017)**	**—**	**—**	Net finance costs
Interest rate swap instrument	**(732)**	**—**	**—**	Net finance costs

As at				March 31, 2023
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	6,914	—	(5,413)	Revenues
Purchase hedges	(219)	—	(170)	Cost of revenues
Cross-currency interest rate swap	(20,122)	—	—	Net finance costs
Interest rate swap instrument	(467)	—	—	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.

For the year ended March 31, 2024, the Company recorded risk management gains of $5,448 (losses of $21,553 for the year ended March 31, 2023) on foreign currency risk management forward contracts in the consolidated statements of income. Included in these amounts were unrealized gains of $3,146 (losses of $2,758 during the year ended March 31, 2023), representing the change in fair value. In addition, during the year ended March 31, 2024, the Company realized gains in foreign exchange of $2,302 (losses of $18,795 during the year ended March 31, 2023), which were settled.

14. PROVISIONS

	Warranty	Restructuring	Other	Total
Balance, at March 31, 2022	$ 12,793	$ 10,610	$ 1,422	$ 24,825
Provisions made	3,559	27,487	8,822	39,868
Provisions used	(5,838)	(19,773)	(9,372)	(34,983)
Exchange adjustments	588	266	36	890
Balance, at March 31, 2023	$ 11,102	$ 18,590	$ 908	$ 30,600
Provisions made	6,460	22,790	10,362	39,612
Acquisition of subsidiaries	522	—	—	522
Provisions used	(4,862)	(19,445)	(10,352)	(34,659)
Exchange adjustments	(30)	(72)	5	(97)
Balance, at March 31, 2024	**$ 13,192**	**$ 21,863**	**$ 923**	**$ 35,978**

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. As part of this review, the Company identified an opportunity to improve the cost structure of the organization and reallocate investment to growth areas. In fiscal 2024, restructuring expenses of $22,790 were recorded in relation to the reorganization.

In fiscal 2023, the Company completed a reorganization plan which primarily impacted certain management positions.

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, 2024. The next valuations are scheduled to be as at March 31, 2025.

The changes in the fair value of assets, the employee benefit obligation and the funded status were as follows:

As at		**March 31 2024**		March 31 2023
Accrued benefit obligations:				
Opening balance	**$**	**29,162**	$	32,721
Acquisition of subsidiary		**—**		1,055
Interest cost		**1,015**		579
Service cost		**610**		553
Assumption changes		**561**		(5,043)
Transfers and benefits paid		**(2,590)**		(2,111)
Foreign exchange		**(376)**		1,408
Accrued benefit obligations, ending balance	**$**	**28,382**	$	29,162
Plan assets:				
Opening balance	**$**	**3,676**	$	3,589
Interest income included in net interest expense		**125**		(170)
Company contributions		**—**		179
Foreign exchange		**(4)**		78
Plan assets, ending balance	**$**	**3,797**	$	3,676
Employee benefits liability	**$**	**24,585**	$	25,486

Amounts recognized in the consolidated statements of comprehensive income (before tax) were as follows:

As at		**March 31 2024**		March 31 2023
Total actuarial gains (losses) recognized in OCI	**$**	**(561)**	$	5,043

The significant weighted average annual actuarial assumptions used in measuring the accrued benefit obligation were as follows:

As at	**March 31 2024**	March 31 2023
Discount rate	**3.8 %**	4.1 %
Rate of compensation increase	**0.6 %**	0.4 %

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, 2024, 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	**$ (2,988)**	**$ 2,146**	**$ 625**	**$ (638)**

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as 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 2024**	March 31 2023
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 2024**	March 31 2023
Defined benefit plans		
Service cost	**$ 610**	$ 553
Interest cost	**1,015**	579
	1,625	1,132
Defined contribution plans	**9,871**	7,250
Net employee benefits expense	**$ 11,496**	$ 8,382

The Company expects to contribute nil to its defined benefit plans during the year ending March 31, 2025.

The cumulative actuarial losses, net of income taxes, recognized in retained earnings as at March 31, 2024 were $2,797 (March 31, 2023 - $2,390).

16. BANK INDEBTEDNESS AND LONG-TERM DEBT

On October 5, 2023, the Company amended its senior secured credit facility (the "Credit Facility") to extend the term loan maturity to match the maturity of the revolving line of credit. The Credit Facility consists of (i) a $750,000 secured committed revolving line of credit and (ii) a fully drawn $300,000 non-amortized secured term credit facility; both maturing on November 4, 2026. 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, 2024, the Company had utilized $703,984 under the Credit Facility, of which $703,972 was classified as long-term debt (March 31, 2023 - $691,906) and $12 by way of letters of credit (March 31, 2023 - $48).
The Credit Facility is available in Canadian dollars by way of prime rate advances and/or bankers' acceptances, in U.S. dollars by way of base rate advances and/or Term SOFR, 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 bank's prime rate or the bank's U.S. dollar base rate in Canada, respectively, plus a margin ranging from 0.45% to 2.00%. For bankers' acceptances, Term SOFR, EURIBOR advances and Daily Simple SONIA advances, the interest rate is equal to the bankers' acceptance fee, Term SOFR rate, EURIBOR rate or 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, 2024, all of the covenants were met.

The Company has additional credit facilities available of $108,058 (40,575 Euros, $24,000 U.S., 120,000 Thai Baht, 5,000 GBP, 5,000 CNY, $150 AUD and $2,189 CAD). The total amount outstanding on these facilities as at March 31, 2024 was $6,735, of which $4,060 was classified as bank indebtedness (March 31, 2023 - $5,824), $2,299 was classified as long-term debt (March 31, 2023 - $202) and $376 by way of letters of credit (March 31, 2023 - $158). The interest rates applicable to the credit facilities range from 0.03% to 8.45% per annum. 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 senior notes ("the 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 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 Senior Notes. If the Company experiences a change of control, the Company may be required to repurchase the Senior Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount of the Senior Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date. The 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, 2024, all of the covenants were met. Subject to certain exceptions, the 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 Senior Notes. The Company uses a cross-currency interest rate swap instrument to hedge a portion of its U.S.-dollar-denominated Senior Notes (see note 9).

(i) Bank indebtedness

As at	**March 31 2024**	March 31 2023
Other facilities	**$ 4,060**	$ 5,824

(ii) Long-term debt

As at		**March 31 2024**		March 31 2023
Credit Facility	**$**	**703,972**	$	691,906
Senior Notes		**474,075**		472,990
Other facilities		**2,299**		202
Issuance costs		**(8,374)**		(9,312)
		1,171,972		1,155,786
Less: current portion		**176**		65
	$	**1,171,796**	$	1,155,721

Scheduled principal repayments and interest payments on long-term debt as at March 31, 2024 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	$	176	$	20,971
One - two years		256		20,864
Two - three years		616,102		20,748
Three - four years		88,225		20,620
Four - five years		474,267		20,476
Thereafter		1,320		2,171
	$	1,180,346	$	105,850

17. SHARE CAPITAL

Authorized share capital of the Company consists of an unlimited number of common shares, without par value, for unlimited consideration.

On May 30, 2023, the Company announced the closing of its U.S. initial public offering on the New York Stock Exchange. A total of 6,900,000 common shares were sold by the Company, at a price of $55.04 ($41 U.S.) per share, for gross proceeds to the Company of $379,797 ($282,900 U.S.). Offering costs of $17,725 ($13,203 U.S.) were paid and deferred tax of $4,260 ($3,173 U.S.) related to the offering costs were recorded to share capital.

On December 13, 2023, 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 8,044,818 common shares during the 12-month period ending December 14, 2024.

For the year ended March 31, 2024, the Company purchased 300 common shares for $14 under the recently announced and previous NCIB programs.

Subsequent to March 31, 2024, during the period April 1, 2024 to May 3, 2024, the Company purchased 1,020,887 common shares for cancellation under the NCIB program for $44,986.

For the year ended March 31, 2023, the Company purchased nil common shares under the previous NCIB program. 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.

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, 2022		92,267,724	$	530,241
Exercise of stock options		291,659		6,318
Common shares held in trust		(337,496)		(12,365)
Repurchase of common shares		(619,695)		(3,561)
Balance, at March 31, 2023		91,602,192	$	520,633
Exercise of stock options		105,398		2,754
Common shares held in trust	19	(387,794)		(23,820)
Initial public offering, net of offering costs and deferred tax		6,900,000		366,332
Repurchase of common shares		(300)		(2)
Balance, at March 31, 2024		**98,219,496**	**$**	**865,897**

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	Note		March 31 2024		March 31 2023
Income before income taxes and non-controlling interest		**$**	**246,687**	$	159,771
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		**$**	**65,372**	$	42,339
Increase (decrease) in income taxes resulting from:					
Adjustments in respect of current income tax of previous periods			**603**		(4,269)
Non-taxable items net of non-deductible items			**(14,391)**		(4,649)
Unrecognized assets			**12,001**		9,428
Income taxed at different rates and statutory rate changes			**(8,843)**		(10,030)
Manufacturing and processing allowance and all other items			**(2,236)**		(749)
At the effective income tax rate of 21% (March 31, 2023 – 20%)		**$**	**52,506**	$	32,070
Income tax expense reported in the consolidated statements of income:					
Current tax expense		**$**	**82,421**	$	69,612
Deferred tax recovery			**(29,915)**		(37,542)
		$	**52,506**	$	32,070
Deferred tax related to items charged or credited directly to equity and goodwill:					
Loss on revaluation of cash flow hedges		**$**	**(2,212)**	$	(3,495)
Opening deferred tax of acquired company	5		**(10,963)**		(6,727)
Other items recognized through equity			**6,215**		(7,428)
Income tax charged directly to equity and goodwill		**$**	**(6,960)**	$	(17,650)

(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 2024		March 31 2023
Accounting income not currently taxable	**$**	**24,782**	$	(655)
Intangible assets		**(128,423)**		(127,466)
Investment tax credits taxable in future years when utilized		**(5,332)**		(7,285)
Loss available for offset against future taxable income		**9,537**		13,898
Property, plant and equipment		**19,001**		21,688
Other		**4,986**		1,698
Net deferred income tax liability	**$**	**(75,449)**	$	(98,122)

Presented as:		March 31 2024		March 31 2023
Deferred income tax assets	**$**	**5,904**	$	6,337
Deferred income tax liabilities		**(81,353)**		(104,459)
Net deferred income tax liability	**$**	**(75,449)**	$	(98,122)

Unrecognized deferred income tax assets: Deferred income tax assets have not been recognized in respect of the following item:

As at		**March 31 2024**		March 31 2023
Losses and other assets available for offset against future taxable income	**$**	**67,908**	$	59,076

Loss carryforwards: As at March 31, 2024, the Company has the following net operating loss carryforwards that are scheduled to expire in the following years:

As at			**March 31, 2024**
Years of expiry		**Non-Canadian**	**Canadian**
2025 - 2031	**$**	**5,006**	**$** **6**
2032 - 2044		**16,720**	**5**
No expiry		**114,626**	**—**
	$	**136,352**	**$** **11**

As at			March 31, 2023
Years of expiry		Non-Canadian	Canadian
2024 - 2030	$	16,181	$ 6
2031 - 2043		17,322	3,849
No expiry		105,843	—
	$	139,346	$ 3,855

At March 31, 2024, the Company has U.S. federal and state capital loss carryforwards of $533 (March 31, 2023 – $531) that do not expire, and Canadian capital loss carryforwards of $89,433 (March 31, 2023 - $83,887) that do not expire.

Investment tax credits: As at March 31, 2024, the Company has investment tax credits available to be applied against future taxes payable in Canada of approximately $15,746 and in foreign jurisdictions of approximately $11,268. The investment tax credits are scheduled to expire as follows:

Years of expiry	**Gross ITC balance**
2031 - 2036	$ 1,246
2037 - 2044	25,768
	$ 27,014

The benefit of $19,379 (March 31, 2023 - $13,819) of these investment tax credits has been recognized in the consolidated financial statements. Unrecognized investment tax credits are scheduled to expire between 2041 and 2044.

(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 $7,986 associated with investments in subsidiaries for which no deferred income tax liability has been recognized.

(v) The Company operates in jurisdictions that have enacted or substantively enacted new legislation for the global minimum top-up tax, known as Pillar Two. The legislation will become effective for the Company in its fiscal year ending March 31, 2025, with no current tax impact for the year ended March 31, 2024. The rules ensure that large multinational groups are subject to a minimum tax rate of 15% on income earned in each jurisdiction where they carry on business. While most jurisdictions where the

Company operates have effective tax rates exceeding the required 15% minimum, in jurisdictions where transitional safe harbour relief is unlikely to apply and effective tax rates are expected to be below 15%, the Company expects no significant exposure to Pillar Two income taxes.

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 $10,000 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 $2,000. 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, 2024 and March 31, 2023, 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, 2024, there are a total of 1,751,082 common shares remaining for future stock option grants under both plans (March 31, 2023 - 1,894,578).

Years ended	**March 31 2024**		March 31 2023	
	Number of stock options	**Weighted average exercise price**	Number of stock options	Weighted average exercise price
Stock options outstanding, beginning of year	**785,429**	**$ 26.69**	890,408	$ 21.04
Granted	**176,112**	**57.71**	223,144	36.42
Exercised [(i)]	**(105,398)**	**20.45**	(291,659)	17.02
Forfeited	**(32,616)**	**40.86**	(36,464)	25.59
Stock options outstanding, end of year	**823,527**	**$ 33.56**	785,429	$ 26.69
Stock options exercisable, end of year, time-vested options	**369,483**	**$ 24.54**	286,424	$ 21.16

(i) For the year ended March 31, 2024, the weighted average share price at the date of exercise was $57.26 (March 31, 2023 - $49.16).

As at March 31, 2024	**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 - $20.60	196,165	3.2 years	$ 20.23	144,343	$ 20.23
$20.61 - $32.92	265,219	3.4 years	26.58	178,373	24.88
$32.93 - $40.76	183,568	5.1 years	35.78	43,189	35.78
$40.77 - $57.71	178,575	6.1 years	56.31	3,578	45.74
$20.22 - $57.71	823,527	4.3 years	$ 33.56	369,483	$ 24.54

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.

Years ended	**March 31 2024**	March 31 2023
Weighted average risk-free interest rate	**3.52 %**	2.66 %
Dividend yield	**0 %**	0 %
Weighted average expected volatility	**36 %**	34 %
Weighted average expected life	**4.77 years**	4.75 years
Number of stock options granted: Time-vested	**176,112**	223,144
Weighted average exercise price per option	**$ 57.71**	$ 36.42
Weighted average value per option: Time-vested	**$ 20.83**	$ 12.24

Restricted Share Unit Plan:

During the year ended March 31, 2024, the Company granted 161,568 time-vesting restricted share units ("RSUs"), (210,678 in the year ended March 31, 2023) and 126,944 performance-based RSUs, (152,690 in the year ended March 31, 2023). 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 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. At March 31, 2024, 725,290 shares are held in a trust and may be used to settle some or all of the RSU grants when they are fully vested. 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.

The RSUs issued prior to May 18, 2022 give the employee the right to receive a cash payment based on the market value of a common share of the Company. The RSU liability is recognized quarterly based on the expired portion of the vesting period and the change in the Company's stock price. The change in value of the RSU liability is included in the consolidated statements of income in the period of the change. At March 31, 2024, the value of the outstanding liability related to the RSU plan was $13,875 (March 31, 2023 - $36,177). The RSU liability is included in accounts payable and accrued liabilities on the consolidated statements of financial position

The weighted average remaining vesting period for the time-vesting RSUs and performance-based RSUs to be settled in cash is 0.25 years.

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, 2024, the Company granted 32,498 units (March 31, 2023 - 33,998 units). During the years ended March 31, 2024 and March 31, 2023, no units were redeemed upon directors' retirement from the Board. As at March 31, 2024, the value of the outstanding liability related to the DSUs was $19,661 (2023 - $22,565).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 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 2024**		March 31 2023
Stock options	**$**	**2,454**	$	1,772
RSUs		**14,240**		22,705
DSUs		**(2,904)**		6,115
	$	**13,790**	$	30,592

The decrease in stock-based compensation costs for the year ended March 31, 2024 is attributable to lower expenses from the revaluation of RSUs that are treated as liability awards and DSUs based on the market price of the Company's shares.

20. COMMITMENTS AND CONTINGENCIES

The minimum purchase obligations are as follows as at March 31, 2024:		
Less than one year	$	353,703
One - two years		13,535
Two - three years		1,732
Three - four years		562
Four - five years		62
	$	369,594

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, 2024, the total value of outstanding letters of credit was approximately $171,065 (March 31, 2023 - $192,508).

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, 2024**
	Right-of-use assets	**Property, plant and equipment**	**Intangible assets**
Canada	**$ 30,483**	**$ 62,895**	**$ 28,558**
United States	**11,273**	**143,642**	**434,039**
Germany	**24,849**	**35,158**	**38,945**
Italy	**16,819**	**39,439**	**133,447**
Other Europe	**17,627**	**13,581**	**34,672**
Other	**4,610**	**2,262**	**9,886**
Total Company	**$ 105,661**	**$ 296,977**	**$ 679,547**

As at			March 31, 2023
	Right-of-use assets	Property, plant and equipment	Intangible assets
Canada	$ 21,384	$ 57,589	$ 25,584
United States	12,514	111,702	334,731
Germany	25,250	35,848	43,291
Italy	21,136	40,645	145,217
Other Europe	9,031	16,049	33,729
Other	4,897	1,286	10,658
Total Company	$ 94,212	$ 263,119	$ 593,210

Revenues from external customers for the years ended	**March 31 2024**	March 31 2023
Canada	**$ 113,386**	$ 103,149
United States	**1,488,331**	1,338,689
Germany	**284,335**	249,593
Italy	**117,117**	80,358
Other Europe	**588,604**	481,646
Other	**441,110**	323,949
Total Company	**$ 3,032,883**	$ 2,577,384

For the year ended March 31, 2024, the Company had revenues from a single customer that amounted to 25.1% of total consolidated revenues. For the year ended March 31, 2023, the Company had revenues from a single customer that amounted to 15.9% or more of total consolidated revenues.

22. REVENUE FROM CONTRACTS WITH CUSTOMERS

(a) Revenue by type:

For the years ended	**March 31 2024**	March 31 2023
Revenues from construction contracts	**$ 1,972,816**	$ 1,630,406
Services rendered	**614,690**	492,325
Sale of goods	**445,377**	454,653
Total Company	**$ 3,032,883**	$ 2,577,384

(b) Disaggregation of revenue from contracts with customers:

Revenues by market for the years ended	**March 31 2024**	March 31 2023
Life Sciences	**$ 1,268,546**	$ 1,209,856
Transportation	**933,329**	578,240
Food & Beverage	**435,005**	371,341
Consumer Products	**287,228**	305,100
Energy	**108,775**	112,847
Total Company	**$ 3,032,883**	$ 2,577,384

Timing of revenue recognition based on transfer of control for the years ended		**March 31 2024**		March 31 2023
Goods and services transferred at a point in time	**$**	**445,377**	$	454,653
Goods and services transferred over time		**2,587,506**		2,122,731
Total Company	**$**	**3,032,883**	$	2,577,384

(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, 2024 and March 31, 2023. 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 2024**		March 31 2023
Less than one year	**$**	**1,215,000**	$	1,607,000
Thereafter		**578,000**		546,000
Total	**$**	**1,793,000**	$	2,153,000

(d) Accounts receivable continuity:

As at		**March 31 2024**		March 31 2023
Trade accounts receivable	**$**	**443,570**	$	375,356
Less: allowance for expected credit loss		**(6,241)**		(6,501)
Trade accounts receivables, net	**$**	**437,329**	$	368,855
Other accounts receivable		**34,016**		30,886
Total	**$**	**471,345**	$	399,741

(e) Contract balances:

As at		**March 31 2024**		March 31 2023
Trade receivables	**$**	**437,329**	$	368,855
Contract assets		**704,703**		526,990
Contract liabilities		**(312,204)**		(296,555)
Unearned revenue [(i)]		**(51,056)**		(33,490)
Net contract balances	**$**	**778,772**	$	565,800

(i) The unearned revenue liability is included in accounts payable and accrued liabilities on the consolidated statements of financial position.

As at		**March 31 2024**		March 31 2023
Contracts in progress:				
Costs incurred	**$**	**3,936,631**	$	3,285,121
Estimated earnings		**1,354,259**		1,091,180
		5,290,890		4,376,301
Progress billings		**(4,898,391)**		(4,145,866)
Net contract assets and liabilities	**$**	**392,499**	$	230,435

Contract assets relate to revenue earned in exchange of goods or services that have been transferred to a customer. These assets are billed and transferred to accounts receivable when the right to receive the consideration becomes unconditional. 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 increased by $177,713 and $15,649, respectively during the year ended March 31, 2024 due to the timing of billings on certain customer contracts.

23. OPERATING COSTS AND EXPENSES

Depreciation, amortization and employee benefit expenses recorded in the consolidated statements of income are detailed as follows:

For the years ended		**March 31 2024**		March 31 2023
Included in cost of revenues:				
Depreciation of property, plant and equipment	**$**	**20,235**	$	18,313
Amortization of right-of-use assets		**24,021**		19,577
Amortization of intangible assets		**11,238**		5,538
Wages, salaries and other employee benefits		**977,273**		785,721
Included in selling, general and administrative expenses:				
Depreciation of property, plant and equipment	**$**	**8,220**	$	7,277
Amortization of right-of-use assets		**5,635**		4,483
Amortization of intangible assets		**71,825**		70,301
Wages, salaries and other employee benefits		**221,888**		186,160
Retirement benefits [(i)]		**11,496**		8,382

(i) Includes defined benefit and defined contribution plan expenses.

24. NET FINANCE COSTS

	Note		**March 31 2024**		March 31 2023
Interest expense		**$**	**65,210**	$	60,663
Interest on lease liabilities	8		**5,473**		4,016
Interest income			**(1,979)**		(1,961)
		$	**68,704**	$	62,718

25. EARNINGS PER SHARE

Basic earnings per share
Earnings per common share is calculated by dividing earnings attributable to common shareholders by the weighted average number of common shares outstanding.

Diluted earnings 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 year ended	**March 31 2024**	March 31 2023
Weighted average number of common shares outstanding	**97,761,731**	91,835,740
Dilutive effect of RSUs	**140,747**	44,132
Dilutive effect of performance-based RSUs	**328,044**	—
Dilutive effect of stock option conversion	**344,794**	362,101
Diluted weighted average number of common shares outstanding	**98,575,316**	92,241,973

The Company presents basic and diluted earnings per share data. Basic earnings per share is calculated by dividing the net income 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 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, 2024, stock options to purchase 164,263 common shares and 146,826 RSUs are excluded from the weighted average number of common shares in the calculation of diluted earnings per share as they are anti-dilutive (217,439 common shares and 7,378 RSUs were excluded for the year ended March 31, 2023).

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 year ended		**March 31 2024**		March 31 2023
Accounts receivable	**$**	**(50,516)**	$	(40,593)
Income tax receivable		**2,181**		(5,935)
Contract assets		**(178,224)**		(162,886)
Inventories		**(12,197)**		(48,408)
Deposits, prepaids and other assets		**3,063**		(18,745)
Accounts payable and accrued liabilities		**(69,923)**		129,239
Income tax payable		**5,126**		(10,178)
Contract liabilities		**14,944**		43,290
Provisions		**4,840**		5,775
Foreign exchange and other		**5,070**		(965)
Total change in non-cash working capital	**$**	**(275,636)**	$	(109,406)

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 debt to EBITDA of not greater than 3.5 to 1. For the years ended March 31, 2024 and March 31, 2023, 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 2024**		March 31 2023
Equity excluding accumulated other comprehensive income	**$**	**1,619,792**	$	1,070,543
Long-term debt		**1,171,972**		1,155,786
Lease liabilities		**111,379**		97,249
Bank indebtedness		**4,060**		5,824
Cash and cash equivalents		**(170,177)**		(159,867)
Capital under management	**$**	**2,737,026**	$	2,169,535
Debt-to-equity ratio		**0.79:1**		1.18:1

28. RELATED PARTY DISCLOSURE

The Company has an agreement with a shareholder, Mason Capital Management, LLC (“Mason Capital”), pursuant to which Mason Capital agreed to provide 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 who is associated with Mason Capital has waived any fees to which he may have otherwise been entitled for serving as a member of the Board or as a member of any committee of the Board.

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 2024**		March 31 2023
Short-term employee benefits	**$**	**5,710**	$	5,103
Fees		**677**		662
Stock-based compensation [(i)]		**6,242**		18,487
Post-employment benefits		**59**		57
Total remuneration	**$**	**12,688**	$	24,309

(i) Stock-based compensation includes approximately $(6,700) (March 31, 2023 - approximately $13,400) 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, Andrew Hider, 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)) 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. 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
    c. 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 16, 2024

/s/ Andrew Hider

Name: Andrew Hider

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, Ryan McLeod, 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)) 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. 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
    c. 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 16, 2024

/s/ Ryan McLeod

Name: Ryan McLeod

Title: 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, 2024 (the "Report").

I, Andrew Hider, 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/ Andrew Hider

Name: Andrew Hider

Title: Chief Executive Officer

Date: May 16, 2024

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, 2024 (the "Report").

I, Ryan McLeod, 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/ Ryan McLeod

Name: Ryan McLeod

Title: Chief Financial Officer

Date: May 16, 2024

EXHIBIT 99.8

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated May 15, 2024 with respect to the consolidated financial statements of ATS Corporation and its subsidiaries (the "Company") as at and for the years ended March 31, 2024 and 2023 incorporated by reference in the Annual Report on Form 40-F of the Company for the fiscal year ended March 31, 2024.

We also consent to the incorporation by reference of such report in the Registration Statement (No. 333-278270) on Form F-10 and Registration Statement (No. 333-273050) on Form S-8 of the Company.

/s/ Ernst & Young LLP
Chartered Professional Accountants,
Licensed Public Accountants
Toronto, Canada
May 16, 2024