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

FORM 40-F

☐ 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 January 31, 2023 Commission File Number: 001-38648

BRP Inc.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English (if applicable))

Quebec, Canada

(Province or other jurisdiction of incorporation or organization)

3799

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

N/A

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

726 Saint-Joseph Street
Valcourt, Quebec
Canada, J0E 2L0
(450) 532-6154

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

BRP US Inc.
10101 Science Drive
Sturtevant, WI 53177
(262) 884-5000

(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.

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Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Subordinate Voting Shares	**DOOO**	**The Nasdaq Stock Market LLC**

Securities registered or to be registered pursuant to Section 12(g) of the Act.
None

(Title of Class)
None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.
None

(Title of Class)

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

[**x**] Annual information form [**x**] 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:

36,522,508 Subordinate Voting Shares and 42,384,200 Multiple Voting Shares

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.

[**x**] 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).

[**x**] 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. [ ]

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. [**x**]

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

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§240.10D-1(b). [ ]

Auditor Firm Id: 1208 Auditor Name: Deloitte LLP Auditor Location: Montreal, Canada

PRINCIPAL DOCUMENTS

The following documents have been filed as part of this Annual Report on Form 40-F:

A. Annual Information Form

The Registrant's Annual Information Form for the year ended January 31, 2023 is attached as Exhibit 99.1 to this Annual Report on Form 40-F and is incorporated by reference herein.

B. Audited Annual Financial Statements

The Registrant's audited annual consolidated financial statements for the year ended January 31, 2023, including the report of the independent registered public accounting firm with respect thereto, are attached as Exhibit 99.2 to this Annual Report on Form 40-F and are incorporated by reference herein.

C. Management's Discussion and Analysis

The Registrant's Management's Discussion and Analysis for the year ended January 31, 2023 is attached as Exhibit 99.3 to this Annual Report on Form 40-F and is incorporated by reference herein.

CONTROLS AND PROCEDURES

The Company's President and Chief Executive Officer and the Chief Financial Officer are responsible for establishing and maintaining the Company's disclosure controls and procedures as well as its internal control over financial reporting, as those terms are defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings of the Canadian securities regulatory authorities and Rule 13a-15(e) and Rule 15d-15(e) under the U.S. Securities Exchange Act of 1934, as amended.

Disclosure controls and procedures

The President and Chief Executive Officer and the Chief Financial Officer have designed, or caused to be designed under their supervision, disclosure controls and procedures in order to provide reasonable assurance that:

- material information relating to the Company has been made known to them; and
- information required to be disclosed in the Company's filings is recorded, processed, summarized and reported within the time periods specified in securities legislation.

An evaluation of the design and effectiveness of the Company's disclosure controls and procedures was carried out under the supervision of the President and Chief Executive Officer and the Chief Financial Officer. Based on this evaluation, the President and Chief Executive Officer and the Chief Financial Officer concluded, as of January 31, 2023, that the Company's disclosure controls and procedures were effective.

Management's Report on Internal Control over Financial Reporting

The President and Chief Executive Officer and the Chief Financial Officer have designed, or caused to be designed under their supervision, such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Management's projections of any evaluation of the effectiveness of internal control over financial reporting as to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

An evaluation of the design and effectiveness of the Company's internal controls over financial reporting was carried out under the supervision of the President and Chief Executive Officer and the Chief Financial Officer. In making this evaluation, the President and Chief Executive Officer and the Chief Financial Officer used the criteria set forth by the Committee of Sponsoring

Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework (2013). Based on this evaluation, the President and Chief Executive Officer and the Chief Financial Officer concluded, as of January 31, 2023, that the Company's internal controls over financial reporting were effective.

Our internal control over financial reporting as of January 31, 2023 has been audited by Deloitte LLP, independent registered public accounting firm, who also audited our consolidated financial statements for the year ended January 31, 2023. Deloitte LLP issued an unqualified opinion, as stated in their report, on the effectiveness of our internal control over financial reporting as of January 31, 2023.

Changes in internal control over financial reporting

There were no changes in the Company's internal control over financial reporting during the three- and twelve-month periods ended January 31, 2023, that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

Attestation report of registered public accounting firm

The attestation report of Deloitte LLP on management's internal control over financial reporting is filed as Exhibit 99.2 to this annual report on Form 40-F, and is incorporated herein by reference.

NOTICES PURSUANT TO REGULATION BTR

There were no notices required by Rule 104 of Regulation BTR that the Registrant sent during the year ended January 31, 2023 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

AUDIT COMMITTEE FINANCIAL EXPERT

The Registrant's board of directors (the "Board of Directors") has determined that it has at least one audit committee financial expert (as such term is defined in item 8(a) of General Instruction B to Form 40-F) serving on its audit committee (the "Audit Committee"). Michael Ross has been determined by the Board of Directors to be such audit committee financial expert and is independent (as such term is defined by the Nasdaq Stock Market's corporate governance standards applicable to the Registrant).

Mr. Ross is a corporate director. He was Chief Financial Officer of Sesami Cash Management Technologies Corporation ("Sesami") from 2022 to 2023. In this role, he was responsible for all financial activities, corporate development, and strategic planning. Prior to joining Sesami, Mr. Ross was Chief Financial Officer of Dollarama Inc. for over a decade. Prior to that, Mr. Ross was CFO of Sanimax Industries, a rendering services company, and spent over 20 years in senior financial roles in the television and broadcasting industry. He began his career as an auditor with Ernst & Young. Mr. Ross is a member of the board of directors of Pixcom Inc., the Fondation CHU Saint Justine and FEI – Quebec Chapter. He was previously a member of the board of directors of Investissement Québec, la Fondation Marie-Vincent, Fondation Dr Clown and Muscular Dystrophy Canada. Mr. Ross holds a Bachelor's Degree in commerce and a graduate diploma in accounting from Concordia University. He received the Fellow of the Order distinction (FCPA) in 2012.

The SEC has indicated that the designation of Michael Ross as an audit committee financial expert does not make him an "expert" for any purpose, impose on him any duties, obligations or liability that are greater than the duties, obligations or liability imposed on him as a member of the Audit Committee and the Board of Directors in absence of such designation, 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 that applies to all directors, officers and employees of the Registrant and its subsidiaries (collectively, "covered persons"). On December 5, 2022, the Registrant amended its Code of Ethics to, among other things, (i) offer real-life examples of common scenarios that covered persons may face and guidance for how to handle such scenarios, (ii) enhance the Registrant's standards regarding, among other matters, ethical conduct and compliance with certain applicable governmental laws, rules or regulations, and (iii) include hyperlinks to the Registrant's more detailed policies. A copy of the Code of Ethics, as amended, is filed as Exhibit 99.7 to this annual report on Form 40-F and can be obtained, free of charge, on the Registrant's website (www.brp.com) or by contacting the Registrant at (450) 532-6154.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets out the fees billed to the Registrant by Deloitte LLP for professional services rendered for the fiscal period ended January 31, 2023 and January 31, 2022. During this period, Deloitte LLP was the Registrant's only external auditor.

(in Canadian dollars)		Year ended January 31, 2023		Year ended January 31, 2022
Audit Fees[1]	$	4,541,500	$	4,521,837
Audit-Related Fees[2]		772,597		603,274
Tax Fees[3]		126,429		122,774
All Other Fees[4]		-		-
Total Fees Paid	**$**	**5,440,526**	**$**	**5,247,885**

Notes:

1. "Audit Fees" include fees necessary to perform the annual audit or reviews of the consolidated financial statements.
2. "Audit-Related Fees" include fees for assurance and related services by the independent auditor that are reasonably related to the performance of statutory audit or review of the Company's financial statements other than those included in "Audit Fees," such as consultation on accounting and reporting matters.
3. "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees." This category includes fees for tax compliance, tax advice and tax planning.
4. "Other Fees" include fees for products and services provided by the independent auditor other than those included above, including consulting services.

The Registrant's Audit Committee is responsible for pre-approval of all audit services and permitted non-audit services provided to the Registrant or its subsidiaries by Deloitte LLP. The Audit Committee has delegated to the Chair of the Audit Committee, who is independent, the authority to act on behalf of the Audit Committee with respect to the pre-approval of all audit and permitted non-audit services provided by its external auditors from time to time. Any approvals by the Chair are reported to the full Audit Committee at its next meeting. All of the services described in footnotes 2, 3 and 4 under "Principal Accountant Fees and Services" above were approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

IDENTIFICATION OF THE AUDIT COMMITTEE

The Registrant has a separately designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the Exchange Act. The members of the Audit Committee are Ernesto M. Hernández, Katherine Kountze, Estelle Métayer, Nicholas Nomicos and Michael Ross.

CORPORATE GOVERNANCE

The Registrant is a "foreign private issuer" as defined in Rule 3b-4 under the Exchange Act and its Subordinate Voting Shares are listed on the Toronto Stock Exchange ("TSX") and The Nasdaq Global Select Market ("Nasdaq"). Nasdaq Listing Rule 5615(a)(3) permits a foreign private issuer to follow its home country practices in lieu of certain requirements in the Nasdaq Listing Rules. The following is a summary of the significant ways in which the Registrant's corporate governance practices differ from those required to be followed by U.S. domestic issuers under Nasdaq's corporate governance standards. In addition, the Registrant is currently a "controlled company" as defined in the Nasdaq Listing Rules. Upon ceasing to be a "controlled company", as a foreign private issuer, the Registrant intends to continue to follow Canadian corporate governance practices and TSX rules in lieu of the corporate governance requirements of Nasdaq. Except as described below, the Registrant is in compliance with the Nasdaq corporate governance standards in all significant respects.

- **Quorum Requirements.** Rule 5620(c) of the Nasdaq Listing Rules requires that the minimum quorum requirement for a meeting of shareholders is 33.33% of the outstanding shares of its common voting stock. In addition, Rule 5620(c) requires that an issuer listed on Nasdaq state its quorum requirement in its by-laws. The Registrant follows the requirements of the *Canada Business Corporations Act* with respect to quorum requirements. The quorum requirement for a meeting of shareholders is set forth in the Registrant's by-laws, which require not less than 25% of the issued and outstanding shares entitled to vote at the meeting to be present in person or represented by proxy and at least two persons entitled to vote at the meeting actually present.

- **Shareholder Approval**. Sections 5635(a) through (d) of the Nasdaq Listing Rules require an issuer to obtain

shareholder approval prior to certain issuances of securities, including (i) the acquisition of the stock or assets of another company; (ii) equity-based compensation of officers, directors, employees or consultants; (iii) a change of control; and (iv) private placements. The Registrant does not follow this rule. Instead, the Registrant complies with applicable TSX rules. Such rules require issuers to obtain shareholder approval prior to a distribution of common shares (other than in respect of public offerings) that involve the sale of more than 25% of the issuer's outstanding common shares prior to the transaction. In addition, under TSX rules (1) the creation of, or certain material amendments to, equity compensation plans require shareholder approval and (2) the sale of common shares at a discount to officers and directors requires shareholder approval in specified circumstances.

- **Compensation Committee**. The Registrant follows applicable Canadian laws with respect to compensation consultants, legal counsel and other advisers to our Human Resources & Compensation Committee. Applicable Canadian securities legislation does not specifically require consideration of potential conflicts of interest on the part of compensation consultants, legal counsel and other advisers to the compensation committee, but best practices dictate disclosure of any such conflicts in the Registrant's management information circular.

- **Independent Directors.** Nasdaq Listing Rule 5605(b) requires that a majority of a listed issuer's board of directors be independent directors as defined in Nasdaq Listing Rule 5605(a)(2) for companies that are not controlled. Applicable TSX rules require only that listed issuers have at least two independent directors. Although the Registrant is a "controlled company" under Nasdaq rules, we follow applicable TSX requirements with respect to director independence.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

A. Undertaking

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 registered pursuant to Form 40-F, the securities in relation to which the obligation to file an annual report on Form 40-F arises, or transactions in said securities.

B. Consent to Service of Process

The Registrant has previously filed with the SEC an Appointment of Agent for Service of Process and Undertaking on Form F-X in connection with its Subordinate Voting Shares.

SIGNATURE

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.

BRP INC.

Date: March 23, 2023

By: */s/ Sébastien Martel*

Name Sébastien Martel
Title: Chief Financial Officer

EXHIBIT INDEX

No.	Document
99.1	Annual Information Form of the Registrant for the year ended January 31, 2023
99.2	Audited consolidated financial statements of the Registrant as at January 31, 2023 and 2022 and for the years ended January 31, 2023 and 2022.
99.3	Management's discussion and analysis of the Registrant for the year ended January 31, 2023.
99.4	Fifth Amendment to Fourth Amended and Restated Term Loan Credit Agreement, dated as of June 10, 2022 among the Registrant, Bombardier Recreational Products Inc., the guarantors party thereto, Bank of Montreal, as administrative agent, and the lenders from time to time party thereto.
99.5	Sixth Amendment to Fourth Amended and Restated Term Loan Credit Agreement, dated as of December 13, 2022 among the Registrant, Bombardier Recreational Products Inc., the guarantors party thereto, Bank of Montreal, as administrative agent, and the lenders from time to time party thereto.
99.6	Seventh Amendment to Fourth Amended and Restated Term Loan Credit Agreement, dated as of March 10, 2023 among the Registrant, Bombardier Recreational Products Inc., the guarantors party thereto, Bank of Montreal, as administrative agent, and the lenders from time to time party thereto.
99.7	Code of Ethics.
23.1	Consent of Deloitte LLP.
31.1	Certification of Chief Executive Officer pursuant to Rule 13(a)-14(a) or 15(d)-14 of the Securities Exchange Act of 1934.
31.2	Certification of Chief Financial Officer pursuant to Rule 13(a)-14(a) or 15(d)-14 of the Securities Exchange Act of 1934.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive Data File.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

Exhibit 99.1

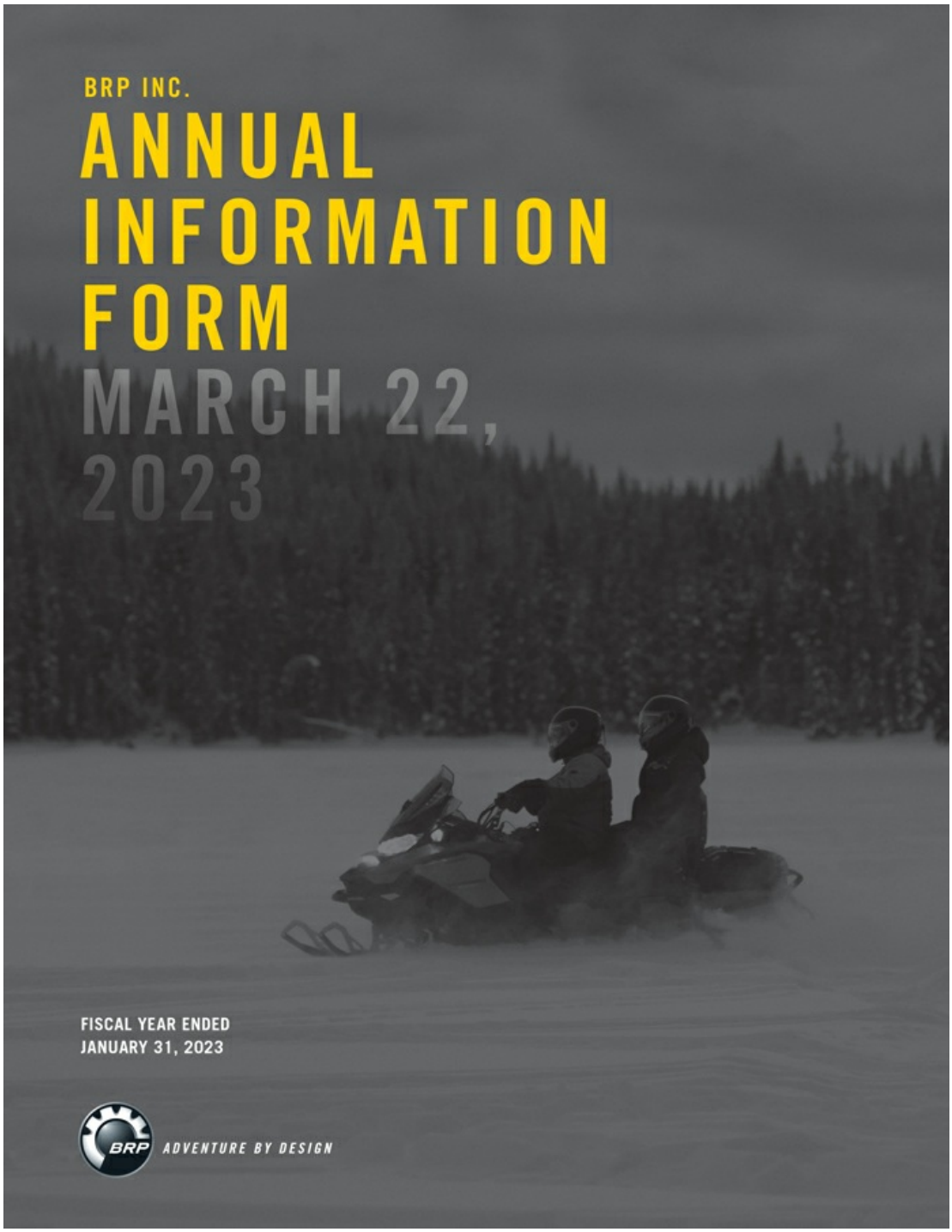

BRP INC.
ANNUAL INFORMATION FORM
MARCH 22, 2023
FISCAL YEAR ENDED
JANUARY 31, 2023
BRP
ADVENTURE BY DESIGN

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EXPLANATORY NOTES

The information in this annual information form (the "Annual Information Form") is stated as at January 31, 2023, unless otherwise indicated.

Unless otherwise noted or required by the context, the "Company" and "BRP" refer to BRP Inc. and its direct and indirect subsidiaries and predecessors or other entities controlled by them.

Unless otherwise indicated, all references to "$" or "dollars" are to Canadian dollars, references to "US$" or "U.S. dollars" are to United States dollars and references to "AUD$" are to Australian dollars. Amounts are stated in Canadian dollars unless indicated to the contrary.

All references to "Fiscal 2023" are to the Company's fiscal year ended January 31, 2023, to "Fiscal 2022" are to the Company's fiscal year ended January 31, 2022 and to "Fiscal 2021" are to the Company's fiscal year ended January 31, 2021.

All references to "season" throughout this Annual Information Form have different meanings depending on the applicable type of vehicle and region. Please refer to the following table for a description of such meanings:

Australia	
Boats	12 months ended September 30
All other Regions and Territories	
ATVs and SSVs	12 months ended June 30
Three-wheeled on-road vehicles	12 months ended October 31
Snowmobiles	12 months ended March 31
PWCs and pontoons	12 months ended September 30
Outboard engines	12 months ended July 31
Boats	12 months ended July 31

Any references to seasonal data for multiple products refer to each product's respective season for the specific year indicated.

Certain capitalized terms and phrases used in this Annual Information Form are defined in the "Glossary of Terms" beginning on page 83.

Forward-Looking Statements

Certain statements in this Annual Information Form about the Company's current and future plans, including statements relating to its 5-year plan referred to as "Mission 2025", prospects, expectations, anticipations, estimates and intentions, results, levels of activity, performance, objectives, targets, goals, achievements, including the Company's environmental, social and governance ("ESG") targets, goals and initiatives set forth under its CSR25 program and announced intention to electrify its existing product lines and launch new electric product lines, priorities and strategies, financial position, market position, capabilities, competitive strengths and beliefs, the prospects and trends of the industries in which the Company operates, the expected growth in demand for products and services in the markets in which the Company competes, research and product development activities, including projected design, characteristics, capacity or performance of future products and their expected scheduled entry to market, expected financial requirements and the availability of capital resources and liquidities, or any other future events or developments and other statements in this Annual Information Form that are not historical facts constitute forward-looking statements within the meaning of applicable securities laws. The words "may", "will", "would", "should", "could", "expects", "forecasts", "plans", "intends", "trends", "indications", "anticipates", "believes", "estimates", "outlook", "predicts", "projects", "likely" or "potential" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements.

Forward-looking statements are presented for the purpose of assisting readers in understanding certain key elements of the Company's current objectives, goals, targets, strategic priorities, expectations and plans, and in obtaining a better understanding of the Company's business and anticipated operating environment. Readers are cautioned that such information may not be appropriate for other purposes; readers should not place undue reliance on forward-looking statements contained herein. Forward-looking statements, by their very nature, involve inherent risks and uncertainties and are based on a number of assumptions, both general and specific. The Company cautions that its assumptions may not materialize and that global economic and political conditions, combined with one or more of the risks and uncertainties discussed herein, may render such assumptions, although believed reasonable at the time they were made, inaccurate. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results or performance of the Company or the industry to be materially different from the outlook or any future results or performance implied by such statements.

In addition, many factors could cause the Company's actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the following factors, which are discussed in greater detail under the heading "Risk Factors" of this Annual Information Form: the impact of adverse economic conditions including in the context of recent significant increases of interest and inflation rates; any decline in social acceptability of the Company and its products, including in connection with the broader adoption of electrical or low-emission products; fluctuations in foreign currency exchange rates; high levels of indebtedness; any unavailability of additional capital; any supply problems, termination or interruption of supply arrangements or increases in the cost of materials, including as a result of the military conflict between Russia and Ukraine; the inability to attract, hire and retain key employees, including members of the Company's management team or employees who possess specialized market knowledge and technical skills; any failure of information technology systems, security breach or cyber-attack, or difficulties with the implementation of new systems, including the Company's new ERP; the Company's reliance on international sales and operations; the Company's inability to successfully execute its growth strategy; unfavourable weather conditions and climate change more generally; the Company's seasonal nature of its business and some of its products; the Company's reliance on a network of independent dealers and distributors; any inability of dealers and distributors to secure adequate access to capital; any inability to comply with product safety, health, environmental and noise pollution laws; the Company's large fixed cost base; any failure to compete effectively against competitors or any failure to meet consumers' evolving expectations; any failure to maintain an effective system of internal control over financial reporting and to produce accurate and timely financial statements; any inability to maintain and enhance the Company's reputation and brands; any significant product liability claim; any significant product repair and/or replacement due to product warranty claims or product recalls; any failure to carry proper insurance coverage; the Company's inability to successfully manage inventory levels; any intellectual property infringement and litigation; the Company's inability to successfully execute its manufacturing strategy or to meet customer demand as a result of manufacturing capacity constraints; increased freight and shipping costs or disruptions in transportation and shipping infrastructure; any failure to comply with covenants in financing and other material agreements; any changes in tax laws and unanticipated tax liabilities; any impairment in the carrying value of goodwill and trademarks; any deterioration in relationships with employees; pension plan liabilities; natural disasters; volatility in the market price for the Subordinate Voting Shares; the Company's conduct of business through subsidiaries; the significant influence of Beaudier Group and Bain Capital; and future sales of Subordinate Voting Shares by Beaudier Group, Bain Capital, directors, officers or senior management of the Company. These factors are not intended to represent a complete list of the factors that could affect the Company; however, these factors should be considered carefully.

Unless otherwise stated, the forward-looking statements contained in this Annual Information Form are made as of the date of this Annual Information Form, and the Company has no intention and undertakes no obligation to update or revise any forward-looking statements, including to reflect future events, changes in circumstances, or changes in beliefs, unless required by applicable securities regulations. In the event that the Company does update any forward-looking statements contained in this Annual Information Form, no inference should be made that the Company will make additional updates with respect to that statement, related matters or any other forward-looking statement.

IFRS and Non-IFRS Measures

The Company's financial statements, available under the Company's profiles on SEDAR at www.sedar.com and on EDGAR at www.sec.gov, have been prepared in accordance with International Financial Reporting Standards ("IFRS").

This Annual Information Form makes reference to certain non-IFRS financial measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS measures by providing further understanding of the Company's results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS.

The Company believes non-IFRS measures are important supplemental measures of financial performance because they eliminate items that have less bearing on the Company's financial performance and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS measures. The Company also believes that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of companies, many of which present similar metrics when reporting their results. Management also uses non-IFRS measures in order to facilitate financial performance comparisons from period to period, prepare annual operating budgets, assess the Company's ability to meet its future debt service, capital expenditure and working capital requirements, and also, as a component in the determination of the short-term incentive compensation for the Company's employees. Because other companies may calculate these non-IFRS measures differently than the Company does, these metrics are not comparable to similarly titled measures reported by other companies. "Normalized EBITDA" is defined as net income before financing costs, financing income, income tax expense (recovery), depreciation expense and normalized elements described in the 2023 MD&A (as defined below), such as transaction costs, restructuring costs and impairment charges. "Normalized net income" is defined as net income before normalized elements described in the 2023 MD&A, such as foreign exchange gain on long-term debt and lease liabilities, transaction costs and restructuring costs, and adjusted to reflect the tax effect on these elements. The Company refers the reader to the "Non-IFRS Measures" and "Selected Consolidated Financial Information" sections of the Company's management's discussion and analysis for Fiscal 2023 (the "2023 MD&A"), which are incorporated by reference herein, for definitions and reconciliations of Normalized EBITDA and Normalized net income presented by the Company to the most directly comparable IFRS measure. The Company's 2023 MD&A is available under the Company's profiles on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

Market and Industry Data

The Company has obtained the market and industry data presented in this Annual Information Form from a combination of internal surveys, third-party information and the estimates of the Company's

management. There are limited sources that report on the Company's markets and industries and some of the sources do not include certain markets where the Company operates. As such, much of the market and industry data presented in this Annual Information Form is based on internally generated management estimates, including estimates based on extrapolations from third-party surveys of the industries in which the Company competes, to the extent available. While the Company believes internal surveys, third-party information and estimates of the Company's management are reliable, the Company has not verified them, nor have they been verified by any independent sources and the Company has no assurance that the information contained in third-party websites is current, complete and up-to-date. While the Company is not aware of any material misstatements regarding the market and industry data presented in this Annual Information Form, such data involves risks and uncertainties and is subject to change based on various factors, including those factors discussed under "Forward-Looking Statements" and "Risk Factors".

Trademarks and Tradenames

This Annual Information Form refers to trademarks, including *Alumacraft*®, *BRP*®, *Can-Am*®, *Lynx*®, *Manitou*®, *Quintrex*®, *Rotax*®, *Sea-Doo*® and *Ski-Doo*® in respect of its main brands, which trademarks are protected under applicable intellectual property laws and are the property of the Company. Solely for convenience, the Company's trademarks and tradenames referred to in this Annual Information Form may appear without the ® or ™ symbol, but such references are not intended to indicate, in any way, that the Company will not assert, to the fullest extent under applicable law, its rights to these trademarks and tradenames. All other trademarks used in this Annual Information Form are the property of their respective owners.

Corporate Social Responsibility ("CSR")

The Company is committed to Corporate Social Responsibility and more specifically to the environment, product safety, health and safety, social well-being and economic prosperity everywhere it operates. The Company recognizes that these factors are fundamental to its growth and success. Supported by Senior Management and the Nominating, Governance and Social Responsibility committee, which has been delegated with the authority to annually review and assess the Company's policies and practices with respect to its corporate social responsibility program, the Board of Directors is the ultimate steward of ESG matters.

In April 2022, the Company announced its commitment to take CSR even further with the launch of its CSR25 program, which fosters value creation around three main pillars: Environment, Social and Governance. The CSR25 program includes objectives that focus on the Company's employees, communities, operations and products, which have been specifically assigned to senior executives to leverage their expertise. The CSR25 Program includes ambitious targets and goals, including without limitation:

- **Reduce carbon footprint relating to products and operations,** with the aim to (i) have 50% of its units sold as electric by 2035, (ii) make its facilities carbon neutral and reaching zero waste to landfill by 2030 and (iii) reduce CO2 emissions from its supply chain by 25% by 2035;
- **Ensure a positive and sustainable impact in communities and the daily lives of employees,** with a commitment that by 2025 the Company will invest on an annual basis 1% of its pre-tax profits for that given year in community support and dedicated efforts to empower all riders in the powersports community to ride responsibly through the new BRP Responsible Rider Program. The Company has also been taking steps to progress on its Diversity, Equity and Inclusion ("DE&I") journey to foster an even more inclusive workplace where everyone feels they belong. It established a DE&I Council which is comprised of

employees from various backgrounds and workplaces and led by two senior executives. The Company is also forming specific DE&I employee resource groups, which are intended to be engaged as key business resources as well as sources of actionable feedback and will continue to help the Company in its efforts to identify opportunities to enhance its processes for collecting data and reporting measurable progress towards its DE&I goals.

- **Continue efforts to make sound strategic decisions, maintain high ethical standards and conduct operations in a sustainable manner,** notably with the launch of an enhanced and interactive version of its Code of Ethics (the "Code"), which now offers real-life examples and consolidates in one place the Company's existing expectations in matters such as data privacy, relationship with third parties and global trade compliance, in an effort to have one document of reference with hyperlinks to other more detailed policies. The Code identifies guiding principles to help employees make decisions that are consistent with BRP's values and reputation. The Code applies without exception to all members of the Board of Directors, officers, employees and representatives. The Code is available on the Company's website at www.brp.com.

In furtherance of its commitment to create a lasting impact in the communities where it operates, in June 2022 the Company adopted a global cause as part of its community engagement program entitled "Ride Out Intimidation". Its objective is to raise awareness and implement meaningful initiatives to combat bullying and intimidation in schools, the workplace and marginalized communities on a global scale. Since its inception, the program has joined forces with three reputable organizations that are experts in fighting intimidation: Born this Way Foundation, Ditch the Label, and the Jasmin Roy Sophie Desmarais Foundation.

For the past few years, the Company has published its corporate social responsibility performance and in Fiscal 2022, it has compiled its corporate social responsibility performance into a comprehensive report providing an overview of the Company's ESG framework and the priority issues relevant to its business and stakeholders. This report will continue to be made available on an annual basis on the Company's website at www.brp.com, and the report for Fiscal 2023 will be published in the coming months concurrently with the annual general meeting of the shareholders of the Company.

Information on the Company's website does not form part of and is not incorporated by reference in this Annual Information Form.

CORPORATE STRUCTURE

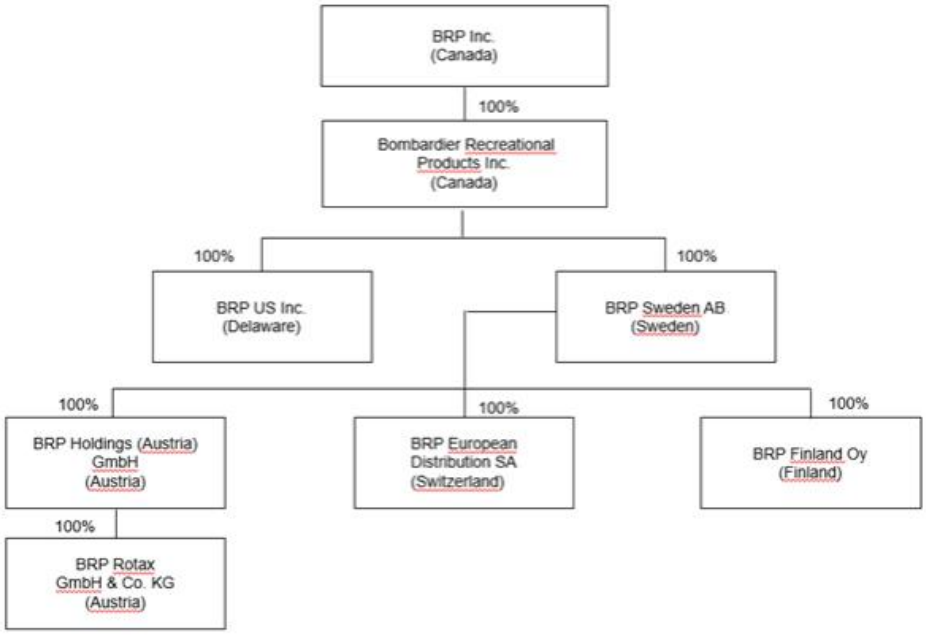
Incorporation and Office

The Company was incorporated under the *Canada Business Corporations Act* on May 1, 2003 under the name J.A. Bombardier (J.A.B.) Inc. On June 28, 2006, the Company was amalgamated with 4308042 Canada Inc., a wholly-owned subsidiary of the Company. On April 12, 2013, the Company filed articles of amendment to change its name to BRP Inc. Immediately prior to the closing of its initial public offering on May 29, 2013 (the "IPO"), the Company filed articles of amendment to reorganize its authorized and issued share capital as described under "Description of the Capital Structure".

The Company's head and registered office is located at 726 Saint-Joseph Street, Valcourt, Québec, J0E 2L0.

Intercorporate Relationships

The following organization chart indicates the inter-corporate relationships of the Company and its material subsidiary entities together with the jurisdiction of incorporation or constitution of each such entity as at the date hereof:



Certain subsidiaries of the Company, each of which represented not more than 10% of the consolidated assets and not more than 10% of the consolidated revenue of the Company, and all of which, in the aggregate, represented not more than 20% of the total consolidated assets and the total consolidated revenue of the Company as at the date hereof, have been omitted.

GENERAL DEVELOPMENT OF THE BUSINESS

General

BRP's origins date back to 1937 when founder Joseph-Armand Bombardier obtained his first patent for a tracked vehicle used for travelling on snow. In 1959, the Company gave birth to the recreational snowmobile by introducing the first lightweight single-track two-passenger snowmobile under the *Ski-Doo* brand.

In 1968, the Company launched the industry's first personal watercraft under the *Sea-Doo* brand, and in 1970, the Company acquired the maker of *Rotax* engines. In 1989, the Company acquired the Finnish company Nordtrac Oy, the maker of the *Lynx* brand of snowmobiles. A decade later, the Company entered a new powersports category when it began selling all-terrain vehicles ("ATVs"), which are now branded *Can-Am*.

In 2003, while operating as a division of Bombardier Inc., the Company was sold by Bombardier Inc. to an investor group including Bain Capital Luxembourg Investments S.à r.l. ("Bain Capital") members of the Bombardier and Beaudoin families and Caisse de dépôt et placement du Québec ("CDPQ").

In 2007, the Company entered the on-road market and created a new on-road product category with the introduction of the *Spyder* three-wheeled vehicle ("3WV"). In 2010, the Company added another product to its portfolio with the introduction of its first recreational side-by-side vehicle ("SSV") under the *Can-Am* brand. In 2012, BRP decided to cease the manufacturing of sport boats and announced that it would offer its jet boat propulsion technology to boat builders.

In June 2018, the Company completed the acquisition of Alumacraft Boat Co. ("Alumacraft"). Alumacraft is a recreational boat manufacturer with one manufacturing facility located in St. Peter, Minnesota (United States). In connection with the acquisition of Alumacraft, the Company established a Marine Group, thereby creating two operating and reportable segments: Powersports and Marine. The Powersports segment includes Year-Round Products, Seasonal Products and Powersports PA&A and OEM engines. The Marine segment includes outboard and jet boat engines, boats and related PA&A and other services.

In August 2018, the Company completed the acquisition of Triton Industries, Inc. ("Triton"). Triton is a manufacturer of pontoon boats under the *Manitou* brand with a manufacturing facility located in Lansing, Michigan (United States). In August 2019, the Company completed the acquisition of 80% of the outstanding shares of Telwater Pty, Ltd ("Telwater"). Telwater's majority owner and managing director before BRP's acquisition held the other 20% until September 1st, 2021, when the Company completed the repurchase, at fair value, of the remaining 20% non-controlling interest. Telwater is a manufacturer of aluminum boats and trailers under the brands *Quintrex*, *Stacer*, and *Yellowfin* with a manufacturing facility located in Coomera (Australia).

In May 2020, in the context of the COVID-19 pandemic, the Company announced that it re-oriented its marine business by focusing on the growth of its boat brands with new technology and innovative Marine Products, and by discontinuing the *Evinrude E-TEC* outboard engines production in its Sturtevant facility (United States), which facility has been repurposed for new projects. In an effort to consolidate the Alumacraft operations into one site, the Company's facility in Arkadelphia (United States) has also been closed and its operations were transferred to the Company's facility in St. Peter (United States), which operations have been discontinued at the end of September 2021.

In March 2021, the Company announced its entry into the world of electrification, with the intention to introduce electric models for each of its existing product lines by the end of 2026. In 2022, the Company reaffirmed its commitment towards electrification by setting ambitious targets as part of its CSR25 program, by announcing the launch of an all-electric lineup of Can-Am motorcycles, and of a completely new electric hydrofoil board referred to as the *Sea-Doo Rise* as well as of a new e-powertrain, the Rotax E10, thereby bolstering its electric offering for karting. The Company also completed three acquisitions in line with its global electrification strategy. In July 2022, the Company completed the acquisition of Great Wall Motor Austria GmbH, a leading electric vehicule ("EV") R&D centre based in Kottingbrunn (Austria) that specializes in e-drive systems and transmissions and employs highly skilled individuals. In August 2022, the Company completed the acquisition of an 80% stake in Pinion GmbH ("Pinion"), a pioneer in gearbox technology based in Denkendorf (Germany), solidifying the Company's expertise in electric powertrain technology for existing product lines and upcoming product introductions. The remaining 20% ownership in Pinion is held by members of the management at Pinion, who also remain as employees and managing directors of Pinion. In August 2022, the Company completed the acquisition of substantially all the assets related to the powersports business of Kongsberg Automotive ASA and its subsidiary Kongsberg Inc. located in Shawinigan, Quebec ("KA Shawinigan"). In connection with these acquisitions, the Company established a new business unit known as Low Voltage & Human Assisted Group ("LVHA Group"), with the goal to develop new markets and untapped product categories such as urban mobility and services.

In August 2021, the Company introduced the *Switch* pontoons as a new product offering under the *Sea-Doo* brand of products, included in the Powersports segment.

In 2020, in an effort to go beyond a product-based offering to promote access to its products and allow more people to enjoy unique recreational experiences, the Company launched the Uncharted Society program in the United States, offering packaged adventures using powersports vehicles in several locations in the United States through partnerships with local "outfitters". In 2022, the Company enhanced its experience-based offering by opening the very first BRP Experience Center in Quebec in partnership with Le Chateau Montebello and expanding its Uncharted Society program into Canada.

In August 2022, BRP introduced the new *Rotax S* outboard engine with Stealth Technology, which the Company offers as fully integrated into its fully redesigned Manitou, Alumacraft and Quintrex boats, allowing for stunning designs.

Public Offerings and Other Transactions

The Company completed its IPO in 2013. Since then, the Company's subordinate voting shares (the "Subordinate Voting Shares") have been listed on the Toronto Stock Exchange ("TSX") under the symbol "DOO". On September 14, 2018, the Company completed the listing of its Subordinate Voting Shares on the Nasdaq Global Select Market ("Nasdaq") under the symbol "DOOO".

On October 21, 2020, Bain Capital and other selling shareholders completed a bought deal secondary offering (the "2020 Secondary Offering") pursuant to which they sold an aggregate of 2,000,000 Subordinate Voting Shares at a price of $75.45 per Subordinate Voting Share for aggregate gross proceeds of $150,900,000. The Company did not receive any of the proceeds from the 2020 Secondary Offering.

In addition, over the last three financial years, the Company repurchased for cancellation, 4,278,028 (from December 2020 to April 2021) and 989,150 (from December 3, 2021 to February 9, 2022)[1] of its outstanding Subordinate Voting Shares through normal course issuer bids. On June 15,

[1] The current normal course issuer bid of the Company, renewed on November 30, 2022, entitles the Company to purchase for cancellation up to 3,519,398 Subordinate Voting Shares over the twelve-month period commencing on December 5, 2022 and ending on no later than December 4, 2023. As at March 21, 2023, the Company did not repurchase for cancellation any of its outstanding Subordinate Voting Shares under its normal course issuer bid.

2021, the Company announced a substantial issuer bid (the "2021 SIB") pursuant to which it completed on July 27, 2021 the purchase for cancellation of a total of 3,381,641 Subordinate Voting Shares (representing approximately 4% of the total number of Shares issued and outstanding as of such date) at a price of $103.50 per Share for an aggregate consideration of approximately $350.0 million. Prior to the completion of the 2021 SIB, Beaudier Group converted 936,692 Multiple Voting Shares into an equivalent number of Subordinate Voting Shares. These converted shares were repurchased in the 2021 SIB.

On March 30, 2022, the Company announced a substantial issuer bid (the "2022 SIB") pursuant to which it completed on May 10, 2022 the purchase for cancellation of a total of 2,427,184 Subordinate Voting Shares (representing approximately 3% of the total number of Shares issued and outstanding as of such date, before giving effect to the 2022 SIB) at a price of $103.00 per Share for an aggregate consideration of approximately $250.0 million. Prior to the completion of the 2022 SIB, Beaudier Group converted 570,779 Multiple Voting Shares into an equivalent number of Subordinate Voting Shares. These converted shares were repurchased in the 2022 SIB.

As at March 21, 2023, 36,522,508 Subordinate Voting Shares and 42,384,200 Multiple Voting Shares of the Company were issued and outstanding.

BUSINESS OF THE COMPANY AND ITS INDUSTRY

Overview of the Company

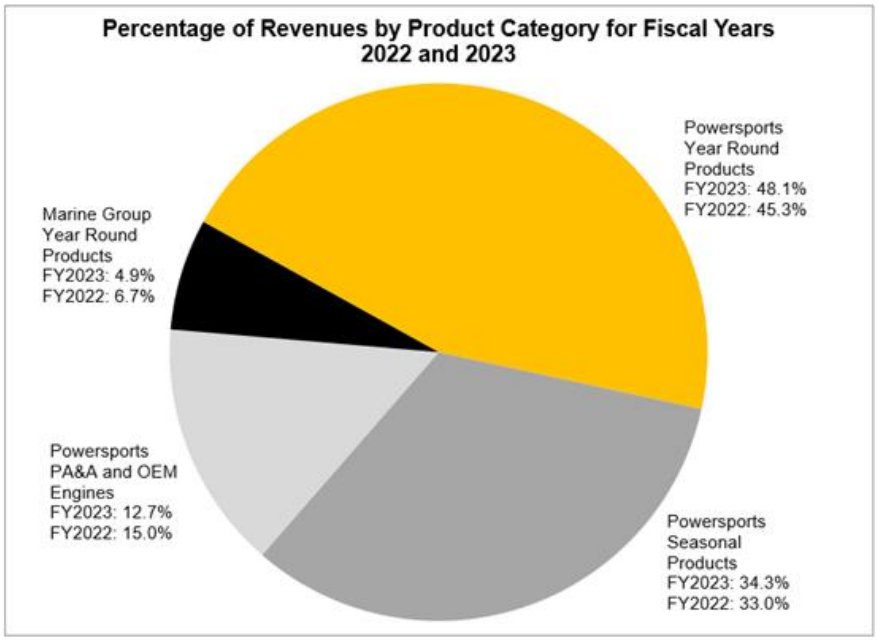
BRP is a global leader in the design, development, manufacturing, distribution and marketing of powersports vehicles and Marine Products. The Company is a diversified manufacturer of powersports vehicles, propulsion systems and Marine Products, providing enthusiasts with a variety of exhilarating, stylish and powerful products for all year-round use on a variety of terrains and providing access to adventures and experiences across different playgrounds.

The Company is a brand of choice for true powersports and boating enthusiasts. BRP's products are recognized by stunning designs, powerful and efficient engines, and the incorporation of advanced technologies that drive industry-leading performance. BRP aims to continuously enhance the consumer experience through new features and models in a variety of ways, including enhancing rider ergonomics, adding safety features, enhancing engine performance and reducing environmental impact.

The Company's diversified portfolio of brands and products includes, under the Powersports segment, Year-Round Products such as *Can-Am* ATVs, SSVs and 3WVs, Seasonal Products such as *Ski-Doo* and *Lynx* snowmobiles, *Sea-Doo* PWCs and pontoons, and *Rotax* engines for karts and recreational aircraft, and under the Marine segment, *Alumacraft*, *Manitou*, *Quintrex*, *Stacer* and *Yellowfin* boats, *Rotax* engines for jet boats and *Rotax S* outboard engine with Stealth Technology. Additionally, the Company supports its line of products with a dedicated PA&A business to fully optimize the riding experience.

As at the end of Fiscal 2023, the Company employed close to 23,000 people worldwide. It sells its products in over 130 countries. In Fiscal 2023, BRP achieved revenues, Normalized EBITDA, net income and Normalized net income of $10,033.4 million, $1,706.3 million, $865.4 million, and $976.7 million, respectively. The Company refers the reader to the "Non-IFRS Measures" and "Selected Consolidated Financial Information" sections of the 2023 MD&A, which are incorporated by reference herein, for a reconciliation of Normalized EBITDA and Normalized net income presented by the Company to the most directly comparable IFRS measure. The Company's 2023 MD&A is available under the Company's profiles on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

The following charts set forth the percentage of the Company's revenues generated by each of its product category in Fiscal 2023 and Fiscal 2022, respectively:



The powersports industry is comprised of several product categories. The majority of powersports products are used for recreational purposes. Certain products, primarily ATVs and SSVs, are also used for utility purposes, such as for agriculture, construction, and other commercial applications. BRP competes in the ATV, SSV, snowmobile and PWC categories (which includes the recently introduced *Sea-Doo Switch* pontoons), in the three-wheeled vehicles category of motorcycles with the *Can-Am Spyder* and *Ryker* 3WVs and their respective PA&A businesses. BRP's competition primarily comes from North American and Asian manufacturers.

The marine industry is composed of boats, marine engines and their respective PA&A businesses. BRP competes in the boat product category with the *Alumacraft*, *Manitou, Quintrex, Stacer* and *Yellowfin* boats and in the marine engine product category with the *Rotax* engines for jet boats and the all-new *Rotax* outboard engine with Stealth Technology.

The markets for BRP's products are highly competitive based on a number of factors, including innovation, performance, price, technology, product features, design and ergonomics, fit and finish, brand loyalty, quality, warranties and distribution. Management believes consumer demand for Powersports Products and Marine Products is mostly influenced by macroeconomic conditions, product life cycles, the introduction of new features, technologies and products, brand recognition and the maintenance of extensive and engaged distribution networks. In the last years, the level of social acceptability of products has also progressively become a more relevant factor, with a greater push for electric offerings.

Powersports and Marine Products are sold in more than 130 countries either directly to an established network of independent dealers or through independent distributors who act as intermediaries with their own dealers. Dealers and distributors are typically provided with marketing and after-sale service support as well as training for service technicians. At the dealer/distributor level, competition is based on a number of factors, including sales and marketing support efforts such as dealer/distributor inventory financing arrangements, dealer/distributor training, store redesign initiatives, flexible ordering systems, advertising and diversity in product offerings. Management believes that BRP's Powersports and Marine Products, covering all seasons and, in the case of Powersports Products, multiple terrain applications, provide a compelling value proposition for its dealer/distributor network.

BRP Brands and Products

The Company has 4 main product categories:

Product Category	Segment	Type of Products
Year-Round Products	Powersports	*Can-Am* ATVs, SSVs and 3WVs
Seasonal Products	Powersports	*Ski-Doo* and *Lynx* snowmobiles, *Sea-Doo* PWCs and *Sea-Doo Switch* pontoons
PA&A and OEM engines	Powersports	PA&A and *Rotax* OEM engines for karts and recreational aircraft
Marine Products	Marine	*Alumacraft, Manitou, Quintrex, Stacer* and *Yellowfin* boats. Rotax jet propulsion engines for jet boats and *Rotax* outboard engine with Stealth Technology



*The Company also sells boats under the names *Stacer* and *Yellowfin*.

Powersports - Year-Round Products

Year-Round Products consist of BRP vehicles that are sold and used throughout the year in most climates and include the ATV, SSV and 3WV product lines. All products within the Year-Round Product category are sold under the *Can-Am* brand. *Can-Am* ATVs, SSVs and 3WVs all leverage BRP's renowned *Rotax* engines.

ATVs

ATVs are four-wheel vehicles used for recreational and utility purposes in all four seasons of the year. Seats are designed to be straddled by the rider who steers using handlebars. ATVs can be broken down into four main categories: sport, recreational-sport, recreational-utility and youth.

The primary manufacturers of ATVs include BRP, CF Moto, Honda, Kawasaki, Polaris, Suzuki, Textron and Yamaha. Certain Chinese and Taiwanese manufacturers also produce ATVs, but primarily focus on entry-level products, which are not included in the industry data.

Management estimates that the global ATV market represented approximately 373,000 units in season 2022, down 19%, due in part to global supply chain issues, from approximately 460,000 units in season 2021, which was up 15% from approximately 401,000 units in season 2020. Management estimates that the Company's global ATV market share in season 2022 reflected a number three position.

The *Can-Am* ATV line-up targets a broad range of consumers within the recreational-utility, recreational-sport, sport and youth sectors. The Company offers a total of 77 models, including youth models and six-wheel ATVs.

For season 2023, the manufacturer suggested retail prices ("MSRPs") [2] for the Company's ATV models (excluding youth models) range from approximately US$6,699 to US$17,599 in the United States. For ATV youth models, the MSRP range from approximately US$2,999 to US$4,799 in the United States.

SSVs

An SSV is driven much like a car, using a steering wheel and pedals, is equipped with seat belts and rollover protection bars and sits the driver and passenger side-by-side. Certain models also include one or two rows of additional seats to accommodate up to six passengers. SSVs can be divided into two categories: (1) recreational SSVs, which can be sub-divided into three main groupings: sport, recreational-utility, and utility-recreational; and (2) utility SSVs. The utility category of the SSV market remains strong, but in the last decade the SSV market has been transformed by the introduction of vehicles designed primarily for recreational purposes. Both existing and aspirational powersports consumers are drawn to recreational SSVs in large part by their enhanced functionality, innovation and differentiated riding experience. In recent years, several consumers have shifted from ATVs to SSVs.

The primary manufacturers of recreational SSVs are BRP, Honda, John Deere, Kawasaki, Polaris, Textron and Yamaha. Management estimates that the global recreational SSV market represented approximately 357,000 units for season 2022, a decrease of 20%, due in part to global supply chain issues, from approximately 444,000 units in season 2021, which was up 8% from approximately 413,000 units in season 2020.[3] The Company's share of the global recreational SSV market in season 2022 reflected a number two market share position based on management's estimates.

[2] MSRPs stated herein are for the entry package of the products and exclude freight, delivery charge, taxes and registration fees. Accessory installation costs might not be included. Certain additional fees might also be applicable. Dealers may sell for a different price.

[3] The approximate numbers of the SSV units in season 2022, 2021 and 2020 was calculated without considering the number of vehicles sold by John Deere in North America as this information was not available.

The primary manufacturers of utility SSVs are Bobcat, John Deere, Kawasaki, Kubota and Polaris.

The Company offers one of the widest and deepest line-ups of the SSV market with 78 models.

For season 2023, MSRPs for the Company's SSV models range from approximately US$12,399 to US$35,599 in the United States.

3WVs

BRP's *Can-Am Spyder* and *Ryker* vehicles are non-traditional three-wheeled vehicles (with two wheels in the front and one in the back) designed to be driven on paved roads, highways and gravel roads. While many jurisdictions have implemented distinct licensing requirements for three-wheeled vehicles that are generally less expensive, demanding and lengthy to obtain than for traditional motorcycles, certain jurisdictions still apply the same licensing requirement for the *Spyder* and *Ryker* 3WVs as for traditional motorcycles. Other jurisdictions require only an automobile driver's license.

BRP's *Can-Am Spyder* and *Ryker* 3WVs compete for consumers against three-wheeled vehicle manufacturers such as Harley Davidson, Polaris, Piaggio and Yamaha. Management believes that, in addition to the traditional motorcycle consumer, the *Spyder* and *Ryker* 3WVs open-air experience, styling, performance and stability appeal to consumers that would not have considered buying a motorcycle. With their Y-shape architecture, vehicle stability system ("VSS") and semiautomatic or automatic transmission, management believes that the *Spyder* and *Ryker* 3WVs offer greater stability and overall ease of use for a broad range of riders of all skill levels.

The *Can-Am* 3WV line-up is comprised of 12 models. Management estimates that the global market for three-wheeled vehicles represented approximately 42,000 units in season 2022, down 21%, due in part to global supply chain issues, from approximately 53,000 units in season 2021, which was up 18% from approximately 45,000 units in season 2020. Management estimates that the Company holds the leading market-share position of the global 3WV market.

For season 2023, MSRPs for the Company's *Spyder* models range from approximately US$18,499 to US$30,999 in the United States. In September 2018, the Company introduced the *Ryker* 3WVs, with MSRP for season 2023 ranging from approximately US$8,999 to US$13,899 in the United States.

Powersports - Seasonal Products

Seasonal Products consist of BRP products that are mostly used in specific seasons. These products include snowmobiles, which are mainly used during the winter season with sales to dealers concentrated in the months of September to January, PWCs and pontoons, which are mainly used during the summer season with sales to dealers concentrated in the months of January to June in North America. BRP leverages its *Rotax E-TEC* and *ACE* engine technologies to produce snowmobiles and watercraft that are recognized as being among the most fuel-efficient in the market.

Snowmobiles

Snowmobiles are used in various snow-covered riding environments, including on- and off-trail for deep snow, trail, performance, touring and utility purposes. On-trail models have high engine displacement and are generally used on groomed trails. Off-trail models such as cross-over and deep snow snowmobiles have high engine displacement and are known for their lighter weight and longer tracks. Utility snowmobiles are easier to handle and are generally used for work-related purposes. The primary manufacturers of snowmobiles are BRP, Polaris, Textron and Yamaha. Management estimates that the Company holds the leading market-share position of the global snowmobile market.

The global snowmobile market is highly concentrated in North America, Scandinavia and Russia, with North America accounting for an estimated 83% of global unit sales in season 2022. Management estimates that the global snowmobile market represented approximately 126,000 units for season 2022, down 5%, due in part to global supply chain issues, from approximately 133,000 units in season 2021, which was up 13% from approximately 118,000 units in season 2020.

The Company produces 145 different key models of snowmobiles, including youth models, categorized as (i) on-trail models (touring, sport, cross-country and youth), (ii) on/off-trail models (cross-over) and (iii) off-trail models (mountain, utility). These models, addressing the needs of all consumer sectors, are grouped into 19 product families and marketed under two different brand names, *Ski-Doo* and *Lynx*. BRP snowmobiles are sold primarily in North America under the *Ski-Doo* brand and in Europe (and Russia prior to the suspension of sales) under the *Lynx* and *Ski-Doo* brands. In 2021, the Company started selling snowmobiles under the *Lynx* brand in North America.

For season 2023, MSRPs for BRP snowmobiles (excluding youth models) range from approximately US$6,399 to US$22,599 in the United States. For snowmobiles youth models, the MSRP range from approximately US$3,699 to US$4,999 in the United States.

PWCs

PWCs include sit-down and stand-up models and are used on lakes, rivers or oceans. PWCs are designed to accommodate one to three riders and are used primarily for recreational purposes, with a small proportion being used for utility purposes such as marine patrol and rescue. PWCs can be divided into eight primary categories: Rec-Lite, Recreation, Touring, Performance, Tow Sports, Sport Fishing, Adventure and Stand-up.

The primary manufacturers in the PWC market are BRP, Kawasaki and Yamaha. Management estimates that the Company holds the leading market-share position of the global PWC market.

In season 2022, the global PWC market represented approximately 114,000 units, down 17%, due in part to global supply chain issues, from approximately 137,000 units in season 2021, which was up 10% from approximately 125,000 units in season 2020.

The Company produces a full line of PWCs consisting of 38 models marketed under the *Sea-Doo* brand name, which allows it to compete in the main PWC product categories.

For season 2023, MSRPs for BRP's PWC models range from approximately US$5,999 to US$20,999 in the United States.

In Fiscal 2022, the Company introduced *Switch* pontoons as a new product offering under the *Sea-Doo* brand. The *Sea-Doo Switch* offers a modular design made of tiles that can be re-configured easily; it is powered by a *Rotax* jet propulsion engine and is maneuvered by a handlebar steering system, and is sold via *Sea-Doo* dealers. The *Sea-Doo Switch* comes in two upgrade package options: the Cruise and the Sport, with lengths ranging from 13 to 21 feet. The Company offers a total of 11 models.

For season 2023, MSRP for *Sea-Doo Switch* pontoons models range from approximately US$21,799 to US$42,099 in the United States.

Powersports - PA&A and Rotax engines

Powersports PA&A

BRP sells a broad range of Powersports PA&A to complement each of its product lines, providing a stable revenue stream with high profit margins, along with increased brand exposure. PA&A products enhance the overall consumer experience and lifestyle associated with powersports products.

The parts sold by BRP include consumables (e.g. oils, lubricants and cleaning products), wearable components (e.g. brake pads, tires and transmission belts) and replacement parts (e.g. pistons, clutches and suspension components). BRP's expertise also served to develop some of the lubricant and care products that it sells, including the *XPS* line of products, which have been engineered to prolong the life of vehicles and are tested on engine platforms and other applicable components of powersport vehicles.

The accessories include, for example, bumpers, windshields, rims, winches, passenger seats, covers, racks and cargo boxes. Certain accessories sold by BRP have also been designed and developed by BRP, including a tool-less system for near-instant installation of accessories named *LinQ*, which management believes is a first in the industry. The accessories designed with the *LinQ* system offer a sturdy and easy installation experience.

BRP aims to create an unparalleled riding experience by delivering technical riding gear and sportswear that promote its *Lynx*, *Sea-Doo*, *Ski-Doo* and *Can-Am* brands, among others, and enhances the adventure of riding. BRP's riding gear and sportswear portfolio includes a range of products such as shell jackets, insulated jackets, technical riding pants, gloves, boots, helmets as well as hoodies, t-shirts and caps.

The competitive landscape is composed mainly of companies specialized in parts, accessories and apparel ("Aftermarket Companies") ranging from multi-brand distributors to smaller single-brand companies. Aftermarket parts and accessories are generally of universal design and can be installed on the Company's vehicles as much as on the competitors' vehicles.

BRP designs the vast majority of its PA&A. The parts and accessories are developed alongside the vehicles. They are subject to the same testing and validation processes as the vehicles, resulting in superior assembly, installation and fit. The Company's apparel line-up prominently features its brands. Management believes that BRP's PA&A offering is a key influencer in the consumer's purchase decision of a new vehicle, thus providing the Company with a competitive advantage.

Rotax Engines

With their recognized performance, fuel efficiency and emissions profile, *Rotax* engines represent a core component of BRP's industry-leading product performance. They power *Can-Am* ATVs, SSVs and 3WVs, *Ski-Doo* and *Lynx* snowmobiles, *Sea-Doo* PWCs and pontoons. *Rotax* engines are also sold to distributors and OEMs that manufacture products to be used for civilian recreational purposes and that are not in direct competition with BRP products. When sold to such third parties, the engines are used to power karts, small recreational aircraft and fire pumps. BRP has developed a comprehensive line-up of compact *Rotax* engines with engine specifications varying from one to four cylinders, 2-stroke and 4-stroke.

Most of BRP's powersports competitors power their vehicles with engines they manufacture themselves. For kart engines, the main competitors are IAME, TM Racing and Vortex Engines. For motorcycle engines, the main competitors are Honda, Kawasaki, Triumph and Yamaha. For small recreational aircraft engines, the main competitors are Continental Motors and Lycoming.

Marine – Boats and Engines

Boats

Recreational boats include rigid inflatable boats, pontoon, deck, bowrider, cruiser and fishing boats. The Company competes in the recreational boats segment with recreational fishing boats, pontoons and bowriders and also offers PA&A to complement these products.

Recreational fishing boats can be divided in two categories: (i) fishing boats mostly used in offshore salt water, that are generally at least 25 feet long; and (ii) fishing boats mostly used in fresh water, that are generally less than 23 feet long. The vast majority of fishing boats are powered by outboard engines. Fishing boats mostly used in fresh water are made of either fiberglass or aluminum. The Company's *Alumacraft* fishing boats are of 21 feet or less, generally used in fresh water, in aluminum and are generally outboard powered. The Company's *Quintrex*, *Stacer* and *Yellowfin* fishing boats range from 7 to 23 feet long, used in offshore salt water and made of aluminum.

Pontoons are leisure boats made in aluminum, almost exclusively used in North America on fresh water, and are generally outboard powered. The Company's *Manitou* pontoons compete in that category of recreational boats.

Bowriders are generally designed for recreational use such as day cruising or watersports, and come in a variety of styles. They range between 16 to 28 feet long, use jet propulsion, stern drive, outboard or inboard engines and carry anywhere from 6 to 10 passengers. The Company's bowriders, which are made of aluminum only, are sold under the *Quintrex, Stacer* and *Yellowfin* brands.

BRP's competition in the boat industry primarily comes from North American manufacturers such as Bass Pro Shops, Brunswick, and Polaris. For season 2023, MSRPs for the Company's *Alumacraft* aluminum fishing boats range from approximately US$7,115 to US$68,213 (including the engine), MSRPs for *Manitou* range from approximately US$44,580 to US$317,000 (including the engine and joystick steering) in the United States, and MSRPs for *Quintrex*, *Stacer* and *Yellowfin* boats range from approximately AUD$2,250 to AUD$165,000 (including the engine) in Australia.

Marine Engines

Marine propulsion systems for recreational power boats are comprised of outboard engines and inboard engines. They are generally sold to independent boat builders that in turn resell the engines and related rigging as part of a boat package, and to independent dealers and distributors. Outboard engines are designed to be affixed to the outside of a boat transom and tend to be lighter, less expensive and more easily replaceable than inboard engines. Inboard engines are designed to be integrated within the boat by the boat builder as part of the production of the boat.

For inboard engines, the primary manufacturers are Brunswick and Volvo Penta for stern drive propulsion systems, and BRP and Yamaha for jet propulsion systems. Management estimates that demand experienced some growth in recent years for inboard engines.

BRP manufactures *Rotax* inboard jet propulsion engines, which offer boat builders an alternative for traditional inboard sterndrives and other inboard engines.

Since May 2020, the Company has discontinued its production of *Evinrude E-TEC* outboard engines, but it continues to sell *Evinrude* service parts. However, it continues to sell boat packages to its dealers and distributors, through arrangements and relationships with outboard engine providers, including Mercury Marine, Yamaha, Suzuki and Honda. In August 2022, BRP introduced the new *Rotax S* outboard engine with Stealth Technology, which the Company offers as fully integrated into its Manitou, Alumacraft and Quintrex boats, allowing for stunning designs.

Strategic Priorities

In Fiscal 2020, the Company announced a strategic 5-year plan referred to as Mission 2025 which was implemented in Fiscal 2021. Mission 2025 aims at "Setting the Course for BRP 2.0" by creating and establishing the winning conditions for the Company to be able to proceed to the next chapter as a global leader. The main objectives and priorities of Mission 2025 consist in building an improved lean enterprise model focused on efficiency, integration and smart solutions, placing the customers at the heart of all aspects of the Company and delivering excellent employee experiences. These objectives and priorities, together with several others contained in Mission 2025, all of which are updated and supplemented by the Company from time to time as necessary in light of the Company's performance and other external factors (including economic and market conditions) continue to play a key role in the Company's strategy, especially with respect to the efficiency of its operations and the satisfaction of its customers, with a view to refining and improving its strategy. See "Forward-Looking Statements" and "Risk Factors".

Manufacturing Facilities and Operations

The Company manufactures its products at 13 facilities [4]: one in Australia, one in Austria, one in Canada, one in Finland, four in Mexico and five in the United States. All of the Company's facilities are owned by the Company except for the Rovaniemi (Finland) plant, which is leased.

The following table presents the location, size and products manufactured at the Company's current manufacturing facilities.

Location	Approx. Size (sq. ft.)	Products Manufactured
Valcourt, Canada	800,000	*Ski-Doo* snowmobiles and *Can-Am Spyder* 3WVs
Juárez, Mexico ("Juárez 2")	680,000	*Can-Am* SSVs
Querétaro, Mexico	805,000	*Rotax* engines, *Sea-Doo* PWCs and *Sea-Doo Switch*
Gunskirchen, Austria	510,000	*Rotax* engines
Juárez, Mexico ("Juárez 3")	930,000	*Can-Am* SSVs
Sturtevant, United States	465,000	Assembly of *Sea-Doo Switch, Evinrude E-TEC* components, *Rotax* outboard engines and *Rotax* jet engines
Juárez, Mexico ("Juárez 1")	430,000	*Can-Am* ATVs and *Can-Am Ryker* 3WVs
Coomera, Australia	310,000	*Quintrex, Stacer* and *Yellowfin* aluminum boats and trailers

[4] The Company also has manufacturing sites in Shawinigan (Canada) and Denkendorf (Germany). The facilities provide existing and new mechatronic components to certain BRP factories and manufacture mechanical gearboxes for traditional and electric bicycles, respectively.

Rovaniemi, Finland	244,000	*Ski-Doo* and *Lynx* snowmobiles and certain specialized *Can-Am* ATVs
Lansing, United States	150,000	*Manitou* pontoon boats
St. Peter, United States	135,000	*Alumacraft* aluminum fishing boats
Spruce Pine, United States	100,000	Mainly components for *Rotax* engines
St. Johns, United States	50,000	Service parts for legacy products, powder booth for wall painting and extrusion and sequencing wall to Lansing location

The Company's manufacturing strategy, including the products manufactured and the operational activities carried on in each manufacturing facility, is based on a variety of factors such as the proximity to key retail markets, the presence and cost of skilled labour, production capacity, international and local laws, rules and regulations (including custom duties, tariffs and free-trade arrangements) as well as social and political conditions.

The Company's facility in Valcourt (Canada) assembles *Ski-Doo* snowmobiles, and *Can-Am Spyder* 3WVs and manufactures components of such vehicles.

The Company's Juárez 2 facility (Mexico) assembles *Can-Am* SSVs, manufactures related components and produces SSV accessories such as bumpers, racks and brackets.

The Company's facility in Querétaro (Mexico) assembles *Sea-Doo Spark* PWCs, *Sea-Doo Switch* and *Rotax* engines for *Can-Am* ATVs, SSVs and *Can-Am Ryker* 3WVs. The facility in Querétaro also assembles the entire *Sea-Doo* PWC line-up and *Sea-Doo* PWC engines, which are partially manufactured in the Gunskirchen (Austria) facility and subsequently completed in the Querétaro facility, with the exception of the *Spark* PWC engines, which are completely produced in Querétaro. In addition, the facility manufactures composite components for *Sea-Doo* PWCs. Moreover, the Company machines *Rotax* engine components for *Can-Am* ATVs and SSVs and for Sea-Doo PWCs, motorized hulls for the *Sea-Doo Switch* as well as *Rotax* engine components for *Can-Am Ryker* 3WVs in its Querétaro facility.

The Company's Gunskirchen (Austria) facility assembles *Rotax* engines for the Company's *Ski-Doo* and *Lynx* snowmobiles and *Can-Am* 3WVs, as well as for third-party OEMs for use in karts, boats, recreational and small aircraft and fire pumps. *Sea-Doo* PWC engines are partially manufactured in the Gunskirchen (Austria) facility and subsequently completed in the Querétaro facility, with the exception of the *Sea-Doo Spark* PWC engines, which are entirely produced in Querétaro (Mexico). An additional area built in the Company's Gunskirchen facility serves as a laboratory for research and development in the electric space, and is strategically located in a region in which skilled labour in advanced propulsion systems is abundant due to the proximity of several automotive industry research centers and key suppliers.

In July 2020, the Company announced the increase of its manufacturing capacity with the construction of a new facility in Mexico. This facility, referred to as Juárez 3 assembles Can-Am SSVs, manufactures related components and produces SSV accessories such as bumpers, racks and brackets. Phase 2 of Juárez 3 was implemented in FY23 to include certain SSV models (Maverick Sport, Maverick Trail and Commander) on a second assembly line.

In connection with the re-orientation of its marine business, the focus on the growth of its boat brands and the discontinuance the *Evinrude E-TEC* outboard engines production, the Sturtevant facility (United States) is used not only for the final assembly of the *Sea-Doo Switch*, but also for the upcoming production of Marine Products. The Arkadelphia facility (United States) was closed in the second half of 2020 and its operations were discontinued as of June 2020.

The Company's Juárez 1 facility (Mexico) assembles *Can-Am* ATVs and *Can-Am Ryker* 3WVs. The facility also manufactures components for *Can-Am* off-road vehicles and *Can-Am Ryker* 3WVs and produces ATV, SSV and *Ryker* 3WV accessories such as bumpers, racks, steering columns and brackets.

The Company's facility in Coomera (Australia) manufactures *Quintrex*, *Stacer* and *Yellowfin* aluminum boats and trailers.

The Company's facility in Rovaniemi (Finland) assembles *Lynx* and *Ski-Doo* snowmobiles and completes the assembly of certain models of specialized *Can-Am* ATVs. The Company also manufactures components for snowmobiles and ATVs in Rovaniemi.

The Company's facility in Lansing (United States) assembles *Manitou* pontoons and performs aluminum transformation such as blanking, forming and aluminum welding.

The Company's facility in St. Peter (United States) assembles *Alumacraft* aluminum fishing boats and performs aluminum transformation such as blanking, forming and riveting.

The Company's facility in Spruce Pine (United States) provides lost foam aluminum casted parts for *Rotax* branded engines as well as other OEM customers serving the automotive, rail and construction equipment industries.

The Company's facility in St. Johns (United States) manufactures service parts for legacy products and has a powder booth for wall painting and extrusion and sequencing walls to the Lansing location.

The Company is vertically integrated with respect to those manufacturing processes that represent its core competencies, such as surface treatment, painting, high precision machining and honing, aluminum fabrication and forming, riveting and welding, steel forming and welding and engine component manufacturing. For other product components, the Company relies on external suppliers. The Company uses contract carriers to ship its products to its customers and maintains international distribution centers to allow for its products to be shipped to international customers with shorter lead-times. For boats, shipping is also performed by the Company in North America.

In October 2022, the Company announced the construction of an EV manufacturing plant in Querétaro (Mexico), which will produce the all-new lineup of *Can-Am* electric 2-wheel motorcycles. In January 2023, the Company announced an additional boat manufacturing plant in Chihuahua City (Mexico), intended to increase its manufacturing capacity and capabilities to meet demand for its Marine Products. Production of the *Can-Am* electric 2-wheel motorcycles and of the Marine Products is planned to start in 2024 and 2025, respectively.

Research and Development

BRP relies heavily on research and development to sustain its reputation towards innovation, high performance products, build strong consumer loyalty and reduce production costs. In Fiscal 2023, investments by the Company in research and development activities represented approximately $367.7 million, or approximately 3.7% of the Company's annual revenues. BRP's significant research and development efforts have repeatedly materialized into:

- new industry-leading platforms (e.g. the *Ski-Doo REV Gen 5* platform, *Can-Am Ryker* 3WV, the *Sea-Doo Switch*, and the new *Manitou Cruise* and *Explore* pontoons);

- new segments (e.g. the *Can-Am Pulse* and *Origin* electric motorcycle concepts, the *Sea-Doo Rise* electric foil board concept, the *Sea-Doo FishPro* for sport fishermen, the *Sea-Doo Explorer Pro* for adventure touring and the *Sea-Doo Switch* jet-powered pontoon);
- new design features (e.g. the first PWC with direct access to front storage from the driver's seat, *Sea-Doo FishPro* Trophy, the first PWC with a livewell and swivel seat, *Sea-Doo Explorer Pro*, the first PWC with a windshield, *Sea-Doo Switch* modular funiture and tile system and the marine *MAX Deck* platform);
- new engine technologies (e.g. *Rotax S1115* and *S115* outboard engines with Stealth Technology, *Ski-Doo SHOT* engine starting system, the first factory produced 2-stroke turbocharged engine, the *Ski-Doo 850 E-TEC Turbo*, industry leading *Rotax* 135hp Turbo with pDrive for SSV, and *Sea-Doo* iDF (Intelligent Debris Free) pump system);
- new ergonomic features (e.g. the *Ergo-Lok* system deployed across the *Sea-Doo* PWC line-up, including the new *Ergo-Lok R* system with an adjustable rear saddle on the new *RXP-X*, effectively positioning the rider and watercraft into perfect performance-oriented ergonomics);
- new safety features (e.g. the *Sea-Doo* speed-limiting *Learning Key* or the *Can-Am Off-Road work key*);
- new features enhancing the customer's experience (e.g. the industry's largest 10 1/4" color digital display with the *BRP Connect* connectivity platform, and *BRP GO!* navigation app); and
- new accessories (e.g. *Ski-Doo 1+1* seat, the *Sea-Doo LinQ* cooler, the *Sea-Doo Switch Premium Audio System* and the *Can-Am* ATV & SSV *LinQ* cargo systems).

BRP's research and development activities are spread across its four research and development sites located in Canada, Austria, the United States, Finland and France. Research and development activities are organized around centers of expertise, with each facility focused primarily on certain specific activities.

BRP is a partner, with the *Université de Sherbrooke*, of the *Centre de technologies avancées BRP - Université de Sherbrooke* , which has the mandate of developing specialized vehicles and advanced technologies. BRP also established the *Laurent Beaudoin Design & Innovation Centre,* which serves as the home to BRP's design and advanced concept teams, working to create revolutionary products and develop new product lines and categories. In addition, BRP is a partner with the Austrian government in the *Regionales Innovations Centrum* in Austria, focusing on the design and development of efficient powertrain technologies.

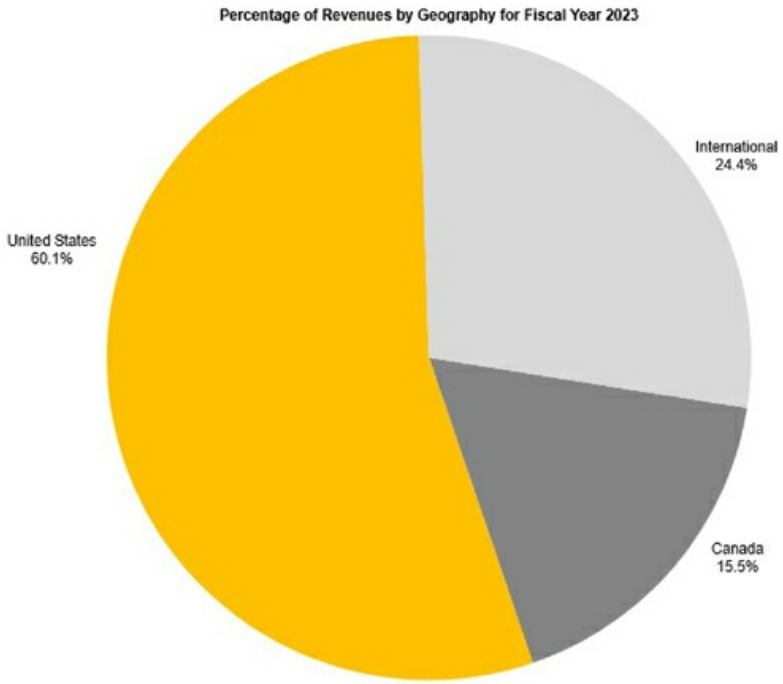
In January 2023, BRP opened a Design & Innovation Center in Palm Bay, Florida to conduct advanced concepts studies for all on-water products and bring innovations to the marine industry. BRP also opened its new Design Studio in the South of France in December 2022. This modern facility, situated near major European markets, reflects the Company's commitment to design excellence and innovation as engines for growth. The Studio's renowned team of designers and cutting-edge technology will play a vital role in shaping the future of BRP's product portfolio. The Studio will also focus on conducting advanced concept studies in the world of sustainable mobility, among other areas.

Distribution, Sales and Marketing

Distribution and Sales

BRP has established an extensive global distribution network selling products, directly or indirectly, in over 130 countries. As of the date hereof, BRP sells products directly to approximately 2,600 dealers in 21 countries. In certain geographic markets, the Company prefers to leverage a network of distributors acting as intermediaries with dealers. Through its network of approximately 150 distributors, BRP sells products to approximately 350 additional dealers. In China, the Company distributes products through a joint venture with Smooth Marine Equipment Ltd., its long-time distributor in China, and BRP has a majority ownership stake in this joint venture. The Company also has an office in Texas, U.S. for management and staff forming part of the sales, marketing, dealer services, finance and human resources functions of the Company. In Russia, through the establishment of an office, products were sold directly to dealers, however since March 2022, in light of the geopolitical instability around the military conflict in Ukraine, the Company ceased the export of its products to Russia. See “Risk Factors — The Company’s international sales and operations subject it to additional risks, which risks may differ in each country in which the Company operates”.

In Fiscal 2023, 24.4% of the Company’s revenues were generated outside of North America. In addition to reducing the Company’s reliance on any single geographic market, management believes that the breadth of BRP’s distribution network positions it favorably to capture future growth opportunities in emerging powersports markets.





The Company typically enters into agreements with dealers, pursuant to which they are authorized to market specific product lines and are required to stock service parts and perform warranty and out-of-warranty repairs and other services. Most of these contracts do not require a dealer to market the Company's products on an exclusive basis. Based on various business criteria, dealers can become entitled to discounts, co-operative advertising subsidies and inventory financing. The Company also enters into agreements with distributors covering specific territories.

The Company delivers its products to dealers and distributors either directly from distribution centers and warehouses strategically located, which are operated either by the Company itself or by third-party logistics providers.

The Company operates a build-to-order process under which it manufactures products based on dealer and distributor orders. It also manages a sales and operations process through which it adjusts production schedules on a weekly or monthly basis to precisely tailor production to incoming orders and market conditions. The Company measures the success of its global production scheduling based on its order fill rate and finished product inventory. The Company produces its Powersports Seasonal Products, namely its snowmobiles and PWCs, before and early in their respective seasons of use, while it produces its Powersports Year-Round Products and Marine Products, namely its ATVs, SSVs, 3WVs and boats, year-round. Due to the supply chain lead-time for Seasonal Products, flexibility in adjusting production volumes to meet changes in anticipated demand is limited.

The Company regularly holds dealer and distributor meetings to introduce new products and register pre-season orders. Dealers and distributors also have the opportunity to modify their orders during the season, either quarterly, monthly or on an ongoing basis, depending on the product line and the geography. The distribution network for Seasonal and Year-Round Products is relatively stable and consists of a majority of dealers and distributors with whom BRP has enjoyed a longstanding relationship. The *Rotax* inboard jet propulsion engines are distributed exclusively through boat builders. The *Alumacraft* and *Manitou* boats are distributed mainly through a network of dealers in the United States and in Canada while the *Quintrex, Stacer and Yellowfin* boats are distributed through a network of dealers in Australia.

See “Risk Factors — The Company’s international sales and operations subject it to additional risks, which risks may differ in each country in which the Company operates”.

Dealers’ and Distributors’ Inventory Financing Arrangements

BRP has agreements with large financing companies in North America, Europe, Australia, New Zealand and Latin America to provide third-party inventory financing to its dealers and distributors in order to facilitate their purchase of the Company’s products. These agreements improve BRP’s liquidity by financing dealer and distributor purchases of products without requiring substantial use of the Company’s working capital. A significant percentage of BRP’s sales are made under such arrangements. The total amount of financing provided under such financing agreements totaled approximately $8.3 billion for Fiscal 2023 compared to approximately $6.1 billion for Fiscal 2022. Under the dealer and distributor financing agreements, in the event of a default of a dealer or distributor, the Company may be required to purchase, from the finance companies, repossessed new and unused products at the total unpaid principal balance of the dealer or distributor to the finance companies. During the three-month period ended July 31, 2021, the Company renegotiated and regrouped some of its repurchase obligations for obligations that are held with the same third-party financing providers. Henceforth, the obligations are generally within a range of US$14.0 million ($18.7 million) or 15% of the calendar year twelve-month average amount of financing outstanding under the financing agreements, and US$25.0 million ($33.3 million) or 10% of the last twelve-month average amount of financing outstanding under the financing agreements ($167.7 million as at January 31, 2023). See “Risk Factors — The inability of the Company’s dealers and distributors to secure adequate access to capital could materially adversely affect the Company’s business, results of operations or financial condition”.

Marketing

BRP aims to deliver best-in-class customer experiences. BRP seeks to drive consumer loyalty and ambassadorship by focusing on consumer experience and collaborating with its dealers and distributors. The Company has implemented several initiatives to expose thousands of consumers each year to the excitement and energy of the Powersports and Marine community, including through brand communications, physical and virtual experiences and high-quality product trials. In fact, in 2022, BRP was named *Brand of the Year* by Strategy magazine for moving from selling products to enabling its riders through experiences. The Company’s digital factory leverages its websites, Customer Relationship Management platforms and social media properties to drive excitement, showcase the community, and provide customers with the information they are looking for.

Suppliers

BRP’s primary purchases from its suppliers include raw materials, tooling, parts and systems, information technology (“IT”) services, marketing and transportation services. Parts, components and systems are subject to an extensive validation process in order to ensure their reliability and durability. Raw materials or standard parts are generally readily available from multiple sources for the products manufactured by BRP. Furthermore, whenever possible, BRP tries to identify potential substitute supply arrangements for components. BRP strives to obtain the lowest total costs of supply and manufacturing while ensuring high quality, and regularly seeks alternative sources of supply outside its current network of suppliers.

The Company is vertically integrated with respect to core manufacturing processes. For product components, other than those resulting from the core manufacturing processes, the Company generally establishes long-term relationships with external suppliers. The Company has implemented a certification process to evaluate the suitability of potential suppliers, which includes a review of suppliers' financial condition and their capacity to produce components in conformity with BRP's requirements and specifications as well as with applicable labour and environmental standards. Additionally, the Company performs both laboratory and field testing of components before using them in its products. All suppliers must comply with applicable trade sanctions and the BRP Supplier Code of Conduct, which outlines a clear set of standards on ethical matters such as health & safety, environment as well as prevention of child labor and modern slavery. In addition, the Company has recently initiated an analysis with an aim to reduce its carbon footprint throughout its supply chain.

The manufacturing of the Company's youth *Can-Am* ATVs and youth *Ski-Doo* snowmobiles as well as the production of most of its accessories and apparel is outsourced.

Please refer to "Risk Factors" for more information on the supply chain, operating and financial impact of the COVID-19 pandemic and the military conflict between Russia and Ukraine on the Company.

Seasonality

Some of BRP's product lines, such as snowmobiles, PWCs and boats, are seasonal. However, certain of these products are also sold during offsetting seasons, reducing the overall seasonal impact on the Company. Additionally, BRP's 3WV, jet boat engines, ATV and SSV products are less subject to seasonal weather patterns than snowmobiles, PWCs and boats.

The following table reflects the seasonality of revenues for each of the quarters in the three most recent fiscal years. The variations in revenues for Fiscal Year 2023 are due in part to global supply chain issues impacting the revenue distribution.

(in % of annual revenues)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Fiscal 2023	18.0%	24.3%	27.0%	30.7%
Fiscal 2022	23.6%	24.9%	20.8%	30.7%
Fiscal 2021	20.7%	20.7%	28.1%	30.5%

Employees

As at the end of Fiscal 2023, the Company employed close to 23,000 employees of whom approximately 6,000 were covered by collective arrangements, either through an association, a joint company-employee relations committee, or a certified union/works council.

In Valcourt (Canada), the Company has employee relations committees to ensure joint company-employee discussions addressing employee matters and business challenges in an open and transparent context. These employee relations committees also serve as a channel of communication between the Company and all related employees in order to foster a culture of collaboration and mutual trust. Employee relations committee meetings are held on a regular basis.

In Shawinigan (Canada), the employees of BRP Megatech Industries Inc., a wholly owned subsidiary of the Company, are represented by a union (Syndicat des Métallos, Section locale 9472). Work conditions are governed by a collective bargaining agreement that will remain in force until April 30, 2024.

In the United States, employees are not unionized.

Employees in Austria, Finland and Germany are represented by these countries' respective national works councils that supervise labour law compliance. The members of the respective local works councils meet with management on a regular basis and also participate in social, employment and, to a lesser extent, economic and financial decisions. In general, the Company representatives and works councils' members meet on a regular basis to discuss specific work conditions and other normative elements. The Company and local works councils also hold annual formal negotiations to discuss overall work conditions. By law, certain employee-related topics must be negotiated with the works councils and the outcome must be documented in writing and signed by both parties.

Employees in Juárez (Mexico) are not represented by any association. Manufacturing employees in Querétaro (Mexico) are represented by a union; wages are agreed upon yearly and other benefits every other year.

In addition, employees in non-manufacturing sites located in Belgium, Brazil, France, Italy, Norway, Spain, and Sweden are represented by their respective national collective agreements. Employees in Switzerland and Russia are not governed by any type of collective arrangement.

Employees in New Zealand, China and Japan are non-manufacturing workers. They are not unionized, but they can be represented by their respective local or national work councils. Their employment rights and conditions are regulated and protected under agreement and national employment law.

In Australia, employees are not unionized.

Please refer to "Risk Factors" for more information on the operating and financial impact of the COVID-19 pandemic and the military conflict between Russia and Ukraine on the Company.

Intellectual Property

The Company has an extensive portfolio of intellectual property, including patents, trademarks, copyrights and trade secrets that protect its brands, products, designs and technologies.

Patents

As at January 31, 2023, the Company held more than 1,870 issued patents and pending patent applications to protect its products, designs and technologies, in jurisdictions including the United States, the European Union, Canada, China and Russia, among others. The Company diligently seeks to protect its key innovations through patent filings. The Company determines jurisdictions in which it files patent applications based on strategic considerations and the availability of patent protection in such jurisdictions. As it continues to develop new products, manufacturing processes and technologies the Company plans to apply for patents to protect such innovations.

As an example, the Company's intellectual property portfolio includes patents and applications relating to its ATV and SSV *Ride Control* technologies, *Can-Am 3W VSS* and *Ryker Drivetrain* technology, the *Sea-Doo* PWC *iBR* brake system and *Shark Gill* design, the *Sea-Doo Switch Modular Deck* and *Tri-Hull* design, the *Ski-Doo Gen 5 chassis* technology, the *Ski-Doo* 2 *stroke turbocharged engine* technology, the *Ski-Doo SHOT* starter, the *Rotax Electric Kart Direct Drive* technology, *Rotax* outboard engine with *Stealth* technology and the *LinQ* technology.

Trademarks

In addition to protecting its technical innovations, the Company relies on a combination of registered and unregistered trademarks to protect its position as a branded company with strong brand name recognition. It holds numerous registered trademarks in respect of its brands, including *Alumacraft®*, *BRP®*, *Can-Am®*, *Lynx®*, *Manitou®*, *Quintrex®*, *Rotax®*, *Sea-Doo®*, *Ski-Doo®* and *Stacer®*. It also holds registered trademarks with respect to its various model lines, including *Aurora®*, *Commander®*, *Defender®*, *Expedition®*, *Fish Pro®*, *Freeride®*, *G2®*, *Maverick®*, *MX-Z®*, *Renegade®*, *Rave®*, *Ryker®*, *RXP®*, *RXT®*, *Skandic®*, *Spark®*, *Spyder®*, *Summit®*, *Switch™* and *Traxter®*, and additional registered trademarks with respect to certain of its technologies, including *4-TEC®*, *BRP Connect®*, *BV2S®*, *E-TEC®*, *iBR®*, *iCatch®*, *iControl®*, *iS®*, *Learning Key®*, *LinQ®*, *Radien®*, *REV®*, *V-Toon®*, and *XPS®*. The Company determines the jurisdictions in which it registers its trademarks based on strategic considerations and on the availability of trademark registration in such jurisdictions. As it continues to develop and introduce new brands, models and technologies, the Company plans to register new trademarks to protect its strong name recognition.

Licenses

In the ordinary course of business, the Company enters into license agreements for intellectual property held by suppliers, competitors and other third parties with respect to parts, components and other systems used in the Company's products.

Product Warranties

The Company's manufacturer product warranties generally cover periods from six months to five years for most products. In certain circumstances, the Company provides extended warranty coverage as a result of sales programs, under certain commercial accounts, or as required by local regulations. During the warranty period, the Company reimburses dealers and distributors the entire cost of repair or replacement performed on the products (mainly composed of parts or accessories provided by the Company and labour costs incurred by dealers or distributors). In addition, the Company sells in the normal course of business and provides under certain sales programs, extended product warranties.

Information Technology

The Company uses several IT platforms in the operation of its business. For example, the Company uses SAP (enterprise system), SalesForce (sales and after-sale), Cognos (finance) and certain applications developed in-house. All such platforms support specific functions of the Company. The Company is currently implementing a new ERP system, which is planned to replace its existing financial and operating systems.

Regulatory Matters

The Company is subject to extensive laws and regulations at many steps in its chain of conception, production and distribution of products. Above and beyond the laws and regulations applicable to any business, there are certain requirements applicable only to powersports vehicles or recreational products such as those manufactured by the Company. These regulations include standards related to safety, construction rules, sound and gaseous emissions, and the sale and marketing of products, and have generally become stricter in recent years.

The Company is taking appropriate measures to ensure that its products will be compliant with anticipated more stringent regulations as they become effective from time to time. Such measures include the development of new engines and vehicle design, as well as the development of new energy-efficiency related technologies. While these efforts require substantial expenditures, it is impractical at this time to isolate these specific compliance costs from total project costs. See "Risk Factors — The Company is subject to laws, rules and regulations regarding product safety, health, environmental and noise pollution and other issues that could cause the Company to incur fines or penalties or increase its capital or operating costs".

Safety Regulation

The Company's products are subject to extensive laws, rules and regulations relating to product safety promulgated by the governments or regulatory authorities of Canada, individual Canadian provinces, the United States, individual American states or other countries.

These requirements pertain to the conception, production and distribution of BRP's products.

In addition, the Company is a member of several industry and trade associations in Canada, the United States, and other countries whose mandate is to promote safety in the manufacture and use of powersports products. Some of those trade associations promulgate voluntary industry product safety standards with which the Company complies.

Use Regulation

In Canada, the United States and other countries, laws, rules and regulations have been promulgated or are under consideration relating to the use of powersports vehicles and boats. Some countries, provinces, states, municipalities and local regulatory bodies have adopted, or are considering the adoption of, legislation and local ordinances that restrict the use of snowmobiles, PWCs, ATVs, SSVs, boats and outboard engines to specified hours and locations. The use of said products has been restricted in some national parks and federal lands in Canada, the United States and other countries. In some instances, this restriction has consisted of a ban on the recreational use of these vehicles in specific locations.

Emissions Regulation

The Company's products are subject to sound and gaseous emissions laws, rules and regulations promulgated by the governments and regulatory authorities of Canada (Environment and Climate Change Canada), the United States (Environmental Protection Agency), individual American states (such as the California Air Resources Board), the European Union and other jurisdictions. Such laws, rules and regulations may require the development of new engines and vehicle design, as well as the development of new energy-efficient technologies. See "Risk Factors — The Company is subject to laws, rules and regulations regarding product safety, health, environmental and noise pollution and other issues that could cause the Company to incur fines or penalties or increase its capital or operating costs".

Environmental Regulation Applicable to Facilities

The Company is also subject to environmental laws, rules and regulations pursuant to which, among other things, it may become liable for the costs of investigating, removing and monitoring any hazardous substances found in its manufacturing and other facilities.

Insurance

The Company carries various insurance coverage policies to protect against certain risks of loss consistent with the exposures associated with the nature and scope of its operations. The most significant insurance policies that the Company carries include:

- commercial general liability insurance for bodily injury and property damage resulting from its operations and its products;

- property insurance covering the replacement value of all real and personal property damage, including damages arising from fire, earthquake, flood damage and business interruption;
- cargo insurance to protect against loss or damage to goods while in transit;
- workers' compensation coverage in the United States to required statutory limits;
- automobile liability insurance for all owned, non-owned and hired vehicles covering liabilities to third parties for bodily injury and property damage;
- aviation insurance for bodily injury and property damage resulting from the Company's small recreational aircraft engines;
- directors and officers insurance; and
- cyber insurance to mitigate risk exposure by offsetting recovery costs following a cyber-related security breach or similar event.

All policies are subject to certain deductibles, limits or sub-limits and policy terms and conditions.

RISK FACTORS

The risks and uncertainties described in this Annual Information Form are those the Company currently believes to be material, but they are not the only ones it faces. If any of the following risks, or any other risks and uncertainties that the Company has not yet identified or that it currently considers not to be material, actually occur or become material, the Company's business, guidance, prospects, financial condition, results of operations and cash flows and consequently the price of the Subordinate Voting Shares could be materially and adversely affected.

Economic conditions that impact consumer spending may have a material adverse effect on the Company's business, results of operations or financial condition

The Company's business is cyclical in nature, and the Company's products compete with a variety of other recreational products and activities for consumers' discretionary income and leisure time. The Company's results of operations are sensitive to changes in overall economic conditions, primarily in North America and Europe, that impact consumer spending and particularly discretionary spending. Fluctuations in economic conditions may negatively affect disposable consumer income such as personal income levels, the availability of consumer credit, employment levels, consumer confidence, business conditions, changes in housing market conditions, capital markets, inflation, tax rates, savings rates, interest rates, exchange rates, fuel and energy costs, tariffs. Natural disasters, acts of terrorism, epidemic or pandemic outbreaks, or other similar events, could also reduce consumer spending generally or discretionary spending in particular. Such reductions could materially adversely affect the Company's business, results of operations or financial condition. Changes in economic conditions could also result in a deterioration or increased volatility in the credit and lending markets, which could adversely impact the consumers who purchase the Company's products from dealers and rely upon financing for such purchases as well as the availability of financing arrangements for dealers and distributors to finance their inventory. If financing is not available to consumers or dealers and distributors on satisfactory terms, the Company's business, results of operations or financial condition could be materially adversely affected. Further, volatility in the capital markets has been heightened during the last year and such volatility may continue, which may cause declines in the price of the Subordinate Voting Shares or result in shareholder grievance or activism. Finally, the risk of recession in one or several of the countries where the Company operates is growing, notably in light of the significant increase of interest and inflation rates, and could have an adverse impact on the Company's net earnings, financial position or cash flows.

Any decline in the social acceptability of the Company or of the Company's products or any increased restrictions on the access or the use of the Company's products in certain locations could materially adversely affect its business, results of operations or financial condition

Demand for the Company's products depends in part on their social acceptability and that of the Company as a whole. Public concerns about the environmental impact of the Company's products or their perceived safety could result in diminished social acceptance. Circumstances outside the Company's control, such as social action to reduce the use of fossil fuels, could also negatively impact consumers' perceptions of the Company's products. Any decline in the social acceptability of the Company's products could negatively impact their sales or lead to changes in laws, rules and regulations that prevent their access to certain locations, including trails and lakes, or restrict their use or manner of use in certain areas or during certain times. Additionally, while the Company has implemented various initiatives to address these risks, including the improvement of the environmental footprint and safety of its products, there can be no assurance that the perceptions of the Company's customers will not change. Consumers' attitudes towards the Company's products and the activities in which they are used also affect demand. Any failure by the Company to maintain the social acceptability of its products could impact its ability to retain existing customers or attract new ones which, in turn, could have a material adverse effect on its business, results of operations or financial condition.

Other factors may impact the Company's reputation, including the perception held by the Company's stakeholders and the industries in which it does business, which can be influenced by the new and evolving set of compliance risks it has been subject to. Indeed, in the last several years, there has been increased scrutiny related to ESG performance requirements, standards and reporting and a corresponding increase in the risk of damage to the Company's reputation and the value of its brands if the Company fails to act responsibility or comply with regulatory requirements in several areas, such as safety and security, environmental stewardship and sustainability, climate-change mandated disclosure, diversity, human rights, philanthropy and support for local communities. While the Company has in place programs and commitments with respect to ESG and has in the last year publicly announced ambitious ESG goals and commitments as part of its broader CSR25 program, there is no assurance that it will be able to adequately address all ESG pressures and potential requirements to maintain stakeholder confidence and its ability to implement its programs and commitments with respect to ESG is likely to be compared against its peers. Further, the Company's ability to achieve these goals depends on many factors and is subject to many risks, that could cause the Company's assumptions or estimates to be inaccurate and cause actual results or events to differ materially from those expressed in, or implied by, those goals. The failure to achieve its ESG targets, effectively manage and sufficiently report ESG matters, or a perception among key stakeholders that its ESG targets are insufficient, could adversely affect the Company's reputation and its ability to attract capital from financial institutions and investors incorporating sustainability and ESG considerations as a part of their portfolios or adopting restrictive decarbonization policies (see "Risk Factors — The Company's success depends upon the continued strength of its reputation and brands").

Fluctuations in foreign currency exchange rates could result in declines in reported sales and net earnings

The Company reports its financial results in Canadian dollars and the majority of its sales and operating costs are realized in currencies other than the Canadian dollar. In Fiscal 2023, 60.1% of the Company's revenues were realized in the United States. The Company is also exposed to other currencies such as the Australian dollar, the Brazilian real, the Euro, the Mexican peso, the Norwegian krone and the Swedish krona. If the value of any currencies in which sales are realized depreciates relative to the Canadian dollar, the Company's foreign currency revenue will decrease when translated to Canadian dollars for reporting purposes. In addition, any depreciation in foreign currencies could

result in higher local prices, which may negatively impact local demand and have a material adverse effect on the Company's business, results of operations or financial condition. Alternatively, if the value of any of the currencies in which operating costs are realized appreciates relative to the Canadian dollar, the Company's operating costs will increase when translated to Canadian dollars for reporting purposes. Although these risks may sometimes be naturally hedged by a match in the Company's sales and operating costs denominated in the same currency, fluctuations in foreign currency exchange rates could create discrepancies between the Company's sales and its operating costs in a given currency that could have a material adverse effect on its business, results of operations or financial condition. Fluctuations in foreign currency exchange rates could also have a material adverse effect on the relative competitive position of the Company's products in markets where they face competition from manufacturers who are less affected by such fluctuations in exchange rates.

In addition, the Company's indebtedness under its Term Facility and a portion of the Revolving Credit Facilities are denominated in U.S. dollars. As a result, any strengthening of the U.S. dollar versus the Canadian dollar or any revaluation of the denomination of the Term Facility into Canadian dollars at the end of each reporting period can result in significant fluctuations of net income, which could have a material adverse effect on the Company's business, results of operations or financial condition.

While the Company actively manages its exposure to foreign-exchange rate fluctuations and enters into hedging contracts from time to time, such contracts hedge foreign-currency denominated transactions and any change in the fair value of the contracts could be offset by changes in the underlying value of the transactions being hedged. Furthermore, the Company does not have foreign exchange hedging contracts in place for some currencies in which it does business. As a result, there can be no assurance that the Company's approach to managing its exposure to foreign-exchange rate fluctuations will be effective in the future or that the Company will be able to enter into foreign-exchange hedging contracts as deemed necessary on satisfactory terms.

The Company has, and is expected to continue to have and incur, indebtedness and there can be no assurance that it will be able to pay its indebtedness as it becomes due

The Company has, and is expected to continue to have and incur, indebtedness, including obligations under the Revolving Credit Facilities as well as obligations under the Term Facility. In addition, the Company may incur greater levels of indebtedness as a result of challenging economic or other conditions affecting the Company, including as a result of the seasonality of its business or due to supply chain related disruptions increasing its working capital needs. The amount of indebtedness that the Company has from time to time may, among other things, limit the Company's ability to obtain additional financing, require the Company to dedicate a substantial portion of its cash flow generated from operations to payments on its indebtedness or fixed costs (thereby reducing the funds available for other purposes), make the Company more vulnerable to economic downturns, or limit the Company's flexibility in planning for, or reacting to, competitive pressures or changes in its business environment, any of which could, in turn, have a material adverse effect on its business, results of operations or financial condition.

The ability of the Company to make scheduled payments under its indebtedness will depend on, among other things, its future operating performance and its ability to refinance its indebtedness, if necessary. In addition, as the Company incurs indebtedness that mainly bears interest at fluctuating interest rates and is mainly denominated in U.S. dollars, to the extent that interest rates increase or the U.S. dollar appreciates relative to the Canadian dollar, its interest expense will increase, as is currently experienced with the significant increase of interest rates over the past few quarters, as a result of the tightening of monetary policies by the main central banks. While the Company actively manages its exposure to interest rate fluctuations and enters into interest rate derivatives from time to time, such contracts could limit the exposure to the interest rate increase. Furthermore, the Company does not have interest rate derivative contracts in place for all of its debt instruments and covering their entire maturity profile. As a result, there can be no assurance that the Company's approach to managing its

exposure to interest rate fluctuations will be effective in the future or that the Company will be able to enter into interest rate derivative contracts as deemed necessary on satisfactory terms. Each of these factors is, to a large extent, subject to economic, financial, competitive, regulatory, operational and other factors, many of which are beyond the Company's control. Any failure by the Company to generate sufficient cash from its operations to pay its debt and other financial obligations could have a material adverse effect on its business, results of operations and financial condition.

The Company uses cash generated from its operating activities to fund its business and execute its growth strategy and may require additional capital that may not be available to the Company

The Company relies on net cash generated from its operating activities as its primary source of liquidity. To support the Company's business and execute its growth strategy as planned, the Company will need to continue to generate significant amounts of cash from operations, including funds to pay personnel, invest further in its infrastructure and facilities and invest in research and development (see "Risk Factors — The Company may be unable to successfully execute its growth strategy"). In case of decreasing capacity of the Company to generate cash from operations, the eventual recovery of the Company may be delayed due to factors such as the cyclical nature of the Company's business, the seasonality of certain of its products, and the inventory levels of the Company, and that of its distributors and dealers. If the Company's business does not generate cash flow from operating activities sufficient to fund these activities, and if sufficient funds are not otherwise available from its credit facilities, the Company may need to seek additional capital, through debt or equity financings, to fund its business or execute its growth strategy. Conditions in the credit markets (such as availability of financing, fluctuations in interest rates and deterioration of the global economic condition, including as currently experienced as a result of increased labour costs, the impact of global supply chain disruptions, the military conflict between Russia and Ukraine and other macroeconomic conditions and global tensions) may make it difficult for the Company to obtain such financing on attractive terms, or even at all. Additional debt financing that the Company may undertake may be expensive and might impose on it covenants that restrict the Company's operations and strategic initiatives, including limitations on its ability to incur liens or additional debt, pay dividends, repurchase its capital shares, make investments or engage in merger, consolidation and asset purchase transactions. Any equity financing may also be on terms that are dilutive to the Company's shareholders, and the prices at which new investors would be willing to purchase equity securities may be lower than the price per share of the Company's Subordinate Voting Shares, especially in light of the heightened volatility in the capital markets experienced globally during the last few quarters. If new sources of financing are required, but are unattractive insufficient, or unavailable, then the Company could be required to modify its business plans or growth strategy based on available funding, if any, which, in turn, could have a material adverse effect on the Company's business, results of operations or financial condition.

Supply problems, termination or interruption of supply arrangements or increases in the cost of materials, including as a result of the military conflict between Russia and Ukraine, could have a material adverse effect on the Company's business, results of operations or financial condition

The primary raw materials used in manufacturing the Company's products are aluminum, steel, plastic, resins, stainless steel, copper, rubber and certain rare earth metals. Certain suppliers provide the Company with certain product parts and components. In some instances, the Company also purchases systems, components, raw materials and parts that are derived from a single source, which may represent an increased risk of supply disruptions. The Company cannot be certain that it will not experience supply problems, such as the untimely delivery of, or defects or variations in, raw materials, parts or components. Shortages of key components, such as semiconductors, can also disrupt the Company's production. For example, the Powersports Products and Marine Products industry faced in the last year, and continue to face to a lesser extent, a shortage of semiconductors, which has a complex supply chain with long lead times required to increase production and capacity. Such supply chain related disruptions resulted in larger than usual production of substantially completed units

awaiting missing components. Moreover, the Company faced, and could continue to face, a risk of production stoppages and slowdowns in several jurisdictions where the Company operates, which could lead to further supply disruptions and delivery delays for the Company. Given this context, the Company was forced to, and expects to continue to a lesser degree, take additional measures to secure its supply chain and maintain its production, including the use of expedited freight or air freight, resulting in additional costs for the Company. Additionally, various sources of supply-chain risk, including strikes or shutdowns at delivery ports, disruptions or shutdowns caused by health crisis such as the COVID-19 pandemic, or loss of or damage to goods while they are in transit or storage, could limit the supply of these raw materials and components. Any prolonged disruption in the supply chain could have a material adverse effect on the Company's operations or profitability and the insolvency, bankruptcy, financial restructuring or force majeure event of any critical suppliers could result in the Company incurring unrecoverable costs related to the financial work-out or resourcing costs of such suppliers and/or increased exposure for product liability, warranty or recall costs relating to the components supplied by such suppliers to the extent such supplier is not able to assume responsibility for such amounts.

As well, the Company obtains certain of the raw materials, parts and components it uses from either sole suppliers or a limited number of suppliers, exposing it to concentration risks. If these supply arrangements were terminated or interrupted for reasons such as supplied goods not meeting the Company's quality or safety standards or the suppliers' operations being disrupted as a result of a variety of internal or external risks, including a deterioration in general economic conditions, which may be the case as a result of the growing concerns of a potential recession in Canada, the U.S. and other regions where the Company operates, it could have difficulty establishing substitute supply arrangements on satisfactory terms. Problems with the Company's supplies could have a material adverse effect on the Company's business, results of operations or financial condition.

Moreover, the Company's profitability is affected by significant fluctuations in the prices of the raw materials, parts and components it uses, including as experienced as a result of the current inflationary environment driven by high demand and supply chain disruptions. In addition, although most of the shortages of key components experienced last year have improved, they have led to, and could continue to lead to, increases in the costs of materials and related price pressures, thereby potentially impacting the Company's margins. Further, higher energy costs and fuel increases, notably in light of the military conflict between Russia and Ukraine, can adversely affect the pricing and availability of petroleum-based raw materials such as resins and rubber used in many of the Company's products. The Company may not be able to pass along price increases in raw materials, parts or components to its customers. As a result, an increase in the cost of raw materials, parts and components used in the manufacturing of the Company's products could reduce its profitability and have a material adverse effect on its business, results of operations or financial condition.

If the Company is unable to attract, hire and retain the services of key employees, including members of its management team, or qualified employees, including employees who possess specialized market knowledge and technical skills, the Company's ability to compete, to manage its operations effectively, or to develop new products could be materially adversely affected

The Company's success depends to a large extent upon its ability to attract and retain skilled employees. There is intense competition for qualified and skilled employees in the labour markets in which the Company operates. The Company must attract, train, and retain many qualified employees while controlling related labour costs and while continuing to promote DE&I principles and practices into its core values. Tighter labour markets, such as those experienced presently, may make it even more difficult for the Company to hire and retain qualified employees and control labour costs. The Company's ability to attract qualified employees and control labor costs is subject to numerous external factors, including prevailing wage rates, employee preferences, employment law and regulation, labour relations and immigration policy. The Company's ability to reward its employees through bonuses and

other incentive programs also depend on the Company's financial performance, such that it if decreases, employee turnover may increase and be more significant in sectors that have already experienced a decrease in bonuses and other incentive programs due to their past performance. The shift to a hybrid work environment may also negatively impact the Company's ability to hire, retain and motivate talent and will depend on employee preferences and relative choices of other employers. The ability to retain workforce is also dependent on the Company's ability to foster an environment that is sustainably safe, respectful, fair and inclusive of everyone and promotes DE&I inside and outside of the business. The Company has been dedicating time and resources to continue to progress on its DE&I journey, which falls within its broader CSR25 Program. The Company's failure to recruit, train and retain such employees could have a material adverse effect on its business, results of operations or financial condition.

In addition, many members of the Company's management team have extensive experience in the Company's industry and with its business, products and customers. The loss of the technical, management and operational knowledge and expertise of one or more members of the management team could result in a diversion of management resources, as the remaining members of management would need to cover the duties of any senior executive who leaves the Company and would need to spend time usually reserved for managing the Company's business to search for, hire and train new members of management. The loss of some or all of the members of Company's management team, particularly if combined with difficulties in finding qualified substitutes, including notably as a result of the failure to establish, or improper implementation of, an effective succession plan for the CEO, could negatively affect the Company's ability to develop and pursue its business strategy, or create such perception among key stakeholders, which could materially adversely affect the Company's business, results of operations or financial condition.

To implement and manage the Company's business and operating strategies effectively, the Company must maintain a high level of efficiency, performance and content quality, continue to enhance its operational and management systems and continue to effectively attract, train, motivate and manage its employees. If the Company is not successful in doing so, it may have a material adverse effect on its business, results of operations or financial condition.

The risks to the Company of a pandemic, epidemic or other public health crisis, such as the COVID-19 pandemic or any other emerging diseases with similar effects, include risks to employee health and safety, prolonged restrictive measures put in place in order to control the outbreak and limitations on travel, which may result in temporary shortages of staff or unavailability of certain employees or consultants with key expertise or knowledge of the Company, impact on workforce productivity and increased medical costs/insurance premiums.

The failure of the Company's information technology systems, difficulties in implementing its new ERP system or a security breach or cyber-attack could materially adversely affect the Company's business, results of operations or financial condition

The Company's global business operations are managed through a variety of information technology systems. These systems govern all aspects of the Company's operations around the world. The Company is dependent on these systems for all commercial transactions, financial reporting, dealership and distributorship interactions, and supply chain and inventory management. Certain of the Company's key IT systems are dated and require, or are in the process of, modernization. The Company's information technology systems may also be vulnerable to damage or interruption from circumstances beyond the Company's control, including fire, flood, natural disasters, systems failures, network or communications failures, power outages, public health emergencies, security breaches, cyber-attacks and terrorism. If one of the Company's key IT systems were to suffer a failure, no assurance can be given that the Company's backup systems or contingency plans will sustain critical aspects of the Company's operations, and the Company's business, results of operations or financial condition could be materially adversely affected. Further, the Company relies on large outsourcing

contracts for IT services with major third-party service providers, and if such service providers were to fail or the relationships with the Company were to end, and the Company were unable to find suitable replacements in a timely manner, the Company's business, results of operations or financial condition could be materially adversely affected. The Company also depends on security measures that these third-party service providers are taking to protect their own systems and infrastructure. If such third-party service providers do not maintain adequate security measures in accordance with contractual requirements, the Company may experience operational difficulties and increased costs, and/or may be the subject of a malware infiltration coming through such third-party service providers. On August 8, 2022, the Company discovered and publicly reported that it was the target of malicious cybersecurity activity, which came through a third-party service provider and resulted in temporary suspensions of the operations (the "August 2022 Breach"). The Company launched an investigation and promptly put in place appropriate measures to ensure the integrity of systems and data, allowing to limit the incident from a data privacy perspective, as well as a recovery plan to minimize the financial consequences of the cyberattack. The Company was able to restore a vast majority of its internal systems from its back-up repositories and precautionary measures were adopted with respect to the limited information that was compromised, including the availability of credit monitoring services. Even if the August 2022 Breach's impact was ultimately contained, future similar incidents could have an adverse material impact on the Company's business, operations, and reputation.

The Company is continually modifying and enhancing its IT systems and technologies to increase productivity, efficiency and security**.** As new systems and technologies are implemented, the Company could experience unanticipated difficulties resulting in unexpected costs and adverse impacts to its financial reporting and manufacturing and other business processes. When implemented, the systems and technologies may not provide the benefits anticipated and could add costs and complications to ongoing operations, which may have a material adverse effect on the Company's business, results of operations or financial condition. The Company is currently in the midst of implementing a new ERP system, which will replace its existing financial and operating systems. The design and implementation of this new ERP system requires an investment of significant personnel and financial resources, including substantial expenditures for outside consultants, system hardware and software in addition to other expenses in connection with the transformation of the Company's organizational structure and financial and operating processes. The Company may not be able to implement the ERP system successfully without experiencing delays, increased costs and other difficulties, including potential design defects, miscalculations, testing requirements, and the diversion of management's attention from day-to-day business operations. If it is unable to implement the new ERP system as planned, the effectiveness of the internal control over financial reporting could be adversely affected, the ability to assess those controls adequately and to disseminate its financial documents could be delayed, the operations can be affected and the financial condition, results of operations and cash flows could be negatively impacted.

The Company and its dealers and distributors receive and store personal information in connection with their human resources operations, credit operations, warranty management, marketing efforts and other aspects of their businesses. Additionally, the Company maintains financial information in its IT system and exchanges electronically information with a large number of trading partners across all aspects of its commercial operations. The Company makes significant investments in research and development each year and data from such activities is maintained in the Company's IT systems. Any security breach of the Company's IT systems could result in disruptions to its operations, as was the case with the August 2022 Breach, erroneous transactions or reporting, loss of data from research and development activities or the devaluation of intellectual property. The Company has security measures and controls in place to protect personal and business information, and on an ongoing basis, continues to make investments to reinforce secure access to the Company's information technology network. In addition, despite the Company's preventive efforts to address cybersecurity threats, these threats are increasingly complex and can change frequently such that the Company may be unable to proactively address those threats or implement adequate preventive measures. With the increased use of technologies such as the internet to conduct business, the Company is susceptible to operational,

information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through hacking or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Further, the work-from-home measures implemented in response to the COVID-19 crisis present cybersecurity challenges, as the Company's security and control measures might fail to adapt to a hybrid work environment. While the Company has deployed additional protective measures including advanced threat hunting, real time response and Operational Technology (OT) surveillance services, it is not completely immune from these increasing cybersecurity threats. To the extent that a cybersecurity breach results in a loss or damage to the Company's data, or in inappropriate disclosure of confidential or personal information, it could cause significant damage to the Company's reputation, affect its relationships with its customers, lead to violations of applicable privacy and other laws, regulatory fines, penalties, additional compliance costs, claims against the Company and ultimately materially adversely affect its business, results of operations or financial condition.

The Company's international sales and operations subject it to additional risks, which risks may differ in each country in which the Company operates

The Company manufactures its products in Australia, Austria, Canada, Finland, Germany, Mexico and the United States. The Company maintains sales and administration facilities in approximately 20 countries. The Company's primary distribution facilities distribute the Company's products to its North American dealers and the Company relies on various other locations around the world, including in Australia, Belgium and Finland, that distribute its products to its international dealers and distributors. The Company's total sales outside Canada and the United States represented 24.6% of the Company's total sales for Fiscal 2023 and the Company intends to continue to expand its international operations by investing in developing its dealer network and promoting the Company's brands and products in international markets. International markets have been and are expected to continue generating sales growth. Several factors, including weakened international economic conditions, the introduction of new trade restrictions, increased protectionism or changes in free-trade arrangements, tariffs, negative geo-political events, such as the military conflict between Russia and Ukraine, or an outbreak of infectious disease, a pandemic or a similar public health threat, such as the COVID-19 health crisis, could adversely affect such growth. COVID-19 was declared a pandemic by the World Health Organization on March 11, 2020, which caused various international jurisdictions to impose restrictions such as quarantines, business closures and travel restrictions and caused the Company to take temporary measures to suspend or reduce operations at its manufacturing plants and distribution facilities. Despite the lifting of most of these measures, in the last year, new variants of the virus have led to the temporary re-imposition of restrictive measures across North America and in other jurisdictions where the Company operates. Although the Company did not take additional measures in Fiscal 2023 to suspend or reduce operations at its manufacturing plants and distribution facilities as a result of such new variants, if there are resurgences of the pandemic, including through subsequent waves or additional variants of COVID-19 in jurisdictions where the Company operates, or if there are other diseases that give rise to similar effects emerging, it could cause the reintroduction of previously loosened or eliminated restrictions or impositions of new restrictions that could be onerous. As such, the duration of the business disruptions internationally and related financial or operational impacts on the Company will depend on future developments, which remain uncertain to some extent, and include the duration, severity and scope and additional subsequent waves of the COVID-19 pandemic or of similar diseases and the actions and measures that will be taken in each jurisdiction to contain or treat COVID-19 or similar diseases as well as their effectiveness.

Additionally, the expansion of the Company's existing international operations and entry into additional international markets require significant management attention and financial resources. The risks inherent in having sales or operations in foreign countries include:

- increased costs of adapting products for foreign countries' laws, rules and regulations and cultural preference; lack of acceptability of the Company's products (see "Risk Factors — Any decline in the social acceptability of the Company or of the Company's products or any increased restrictions on the access or the use of the Company's products in certain locations could materially adversely affect its business, results of operations or financial condition");
- difficulties in managing and staffing international operations and increased infrastructure and operational costs;
- different employee/employer relationships and labor regulations including the existence of work councils and labor unions and statutory equity requirements and other challenges caused by distance, language, and cultural differences, making it harder to do business in certain jurisdictions;
- restricted access to and/or lower levels of use of the internet, or limitations on technology infrastructure, both of which could limit the Company's ability to migrate international operations to its existing systems, which could result in increased costs;
- risk of travel advisories or travel restrictions related to the outbreak of contagious illnesses, such as the COVID-19 health crisis that could continue to impact several geographic locations, which could impact the Company's ability to operate in certain markets and/or manage the Company's operations in those markets;
- the imposition of additional Canadian or foreign governmental controls or regulations; new or enhanced trade restrictions and restrictions on the activities of foreign agents, representatives, and distributors; the imposition of increased costs or delays, or the introduction of new import and export licensing and other compliance requirements, customs duties or tariffs, or other non-tariff barriers to trade;
- breaches or violation of any anti-corruption laws, rules or regulations by any of the Company's employees, consultants, dealers or distributors;
- the imposition of Canadian and/or international sanctions against a country, company, person, or entity with whom the Company does business which restricts or prohibits the Company's continued business with the sanctioned country, company, person, or entity (including the restrictions imposed by foreign governments towards Russia);
- new and different sources of competition;
- international pricing pressures;
- disruptions in international logistics;
- laws and business practices favouring local companies;
- governmental expropriation;
- the imposition of any trade restrictions, or other similar restrictions impacting commercial activities among countries;
- adverse currency exchange rate fluctuations;
- longer payment cycles and difficulties in enforcing agreements and collecting receivables through certain foreign legal systems; and

- difficulties and inconsistencies relating to the enforcement of laws, rules, and regulations, including rules relating to environmental, health, safety and intellectual property matters.

The Company has four operating manufacturing facilities in Mexico, and it recently announced, on January 20, 2023, the constructions of an EV manufacturing plant in Querétaro and of an additional boat manufacturing plant in Chihuahua City. These facilities could be impacted by changes in economic, regulatory, social or political conditions affecting such country. In the past, Mexico has been subject to political instability, changes and uncertainties and there can be no assurance that similar events will not occur again in the future. In addition, the impact of any changes in economic, regulatory, social and political conditions affecting Mexico would be beyond the Company's control, and there can be no assurance that any mitigating actions by the Company would be effective. As a result, the Company's business, results of operations or financial condition could be materially adversely affected by any significant change in economic, regulatory, social and political conditions affecting Mexico. Moreover, most goods produced in Mexico and Canada and sold to the United States benefit from the *Canada-United States-Mexico Agreement* ("CUSMA"), which has been signed and ratified by all three countries and implemented on July 1, 2020. Disputes between the three countries in relation to the interpretation of certain provisions contained in CUSMA have already taken place, and there can be no assurance that the Company's operations will not be impacted by other such disputes in the future.

The global snowmobile market is highly concentrated in North America, Russia and Scandinavia, and the Company has an office in Russia. On February 24, 2022, a military conflict started between Russia and Ukraine, which resulted in heightened tensions between Russia, the United States, Canada and a number of European states. Given this context and the government sanctions that were imposed in connection with this crisis, the Company decided to stop all sales, shipments and exports intended for Russia, thereby negatively impacting the Company's business and financial results. A continuation, or any further deterioration, of the situation could lead to additional geopolitical implications, including further economic, social and political repercussions on a number of regions that may impact the Company and its customers. Additionally, further impositions of sanctions and export controls, as well as any responses from Russia, could adversely affect the Company's supply chain, business partners or customers. Moreover, instability or tension in Russia, Ukraine, and the surrounding region could also cause the Company to adjust its operating model further and more permanently**,** which could increase its costs of operations. The conflict in Ukraine also led, and could continue to lead, to volatility in the global markets, increase inflation and further disrupt supply chains, worsen the semiconductor chip shortage (since Russia and Ukraine are global suppliers of neon gas and palladium used in chip production), exacerbate energy shortages and drive energy prices higher and increase cybersecurity threats, all of which could further reduce the Company's profitability and have a material adverse effect on its business, results of operations or financial condition. Similar deterioration in trade relations between the U.S. and one or more other countries, could have a material adverse impact on the Company's financial position, results of operations and/or cashflows. For instance, although the Company does not have manufacturing operations in China, the continued U.S.-China trade tensions and potential restrictive measures to be imposed against China could exacerbate a number of risks described elsewhere in these Risk Factors, including by creating additional instability to the surrounding region, thereby limiting some potential growth opportunities for the Company.

The Company may be unable to successfully execute its growth strategy

The Company's strategic plan established by management includes an organic growth strategy, which is focused mainly on the development of new products and features, including more recently the expansion to new industries with its global electrification plan and the creation of its new business unit targeting low voltage and human assisted product categories, and may involve from time to time growth through strategic acquisitions, investments, alliances, joint ventures and similar transactions. Moreover, in the past few years, the Company decided to venture beyond a product-based offering, with the

launch of its Uncharted Society program and the opening of the BRP Experience Center, offering experiences to make powersports accessible to all through partnerships with service providers. If the Company is unable to secure appropriate locations and reputable service providers, to effectively manage its relationships with its service providers and monitor their adherence to the Company's operating standards, trainings and compliance procedures, and to anticipate demand and address related impact on inventory levels, it could impact its reputation and increase its risk of litigation.

While the Company makes significant investments in research and development and emerging product lines, there can be no assurance that it will be able to continue to successfully enhance its existing products, develop new innovative products and distinguish its products from its competitors' products through innovation and design. Product improvements and new product introductions also require significant planning, design, development and testing at the technological, product and manufacturing process levels and the Company may not be able to develop product improvements or new products in a timely manner. The new products of the Company's competitors may access the market more rapidly, be more effective with better features and/or less expensive than the Company's products, obtain better market acceptance, or render the Company's products obsolete. The Company may therefore not be able to satisfy the needs and preferences of customers and compete effectively with its competitors. Product development requires significant financial, technological and other resources. The Company expended approximately $367.7 million in research and development in Fiscal 2023. There can be no assurance that the Company will be able to sustain this level of investment or that this level of investment in research and development will be sufficient to successfully maintain the Company's competitive advantages in product innovation and design in the future (see "Risk Factors — The Company uses cash generated from its operating activities to fund its business and execute its growth strategy and may require additional capital that may not be available to the Company"). Further, the sales of any new products are expected to decline over such new products' life cycle, with sales being higher early in the life cycle of the new products and sales decreasing over time as the new products age. The Company cannot predict the length of the life cycle for any new product. Any failure by the Company to continue to enhance existing products and develop and market new products that respond to customer needs and preferences and achieve market acceptance could have a material adverse effect on the Company's business, results of operations or financial condition. In addition, even if the Company is able to successfully develop improvements to existing products and develop new products, there is no guarantee that the markets for the Company's existing products and new products will evolve as anticipated. If any of the markets in which the Company's existing products compete do not develop as expected, the Company's business, results of operations or financial condition could be materially adversely affected. The risks described in this section may be amplified with respect to the new business unit created by the Company, which will focus on product categories that fall outside its historical core business and may present additional complexities.

Given the Company's plan to electrify its existing product lines by the end of 2026, its long-term growth may also be dependent to some extent upon its ability to profitably deliver such broad portfolio of electric products. The EV strategy depends on the Company's ability to deliver a broad portfolio of high-quality EVs that are competitive and meet consumer demands; reduce the costs associated with the manufacture of EVs, particularly with respect to batteries; increase vehicle range and the energy density of the batteries; license and monetize innovations; successfully invest in new technologies relative to its peers; develop new software and services; and leverage its scale, manufacturing capabilities and synergies with existing product lines.

The Company is exposed to increased competition in attracting, recruiting, and retaining the key talent and skills that it needs for its development and growth. It regularly reviews its organizational structure to remain competitive, and in the last year it announced some changes to its leadership structure designed to provide greater focus on its long-term goals and to support its future growth plans. Despite making significant efforts, the Company may be unsuccessful or delayed in realizing the expected benefits of its new leadership structure, or unable to recruit and retain the key talent and skills it needs, which could impair its ability to develop and innovate and could as a result cause a slowdown

in its growth (see also “Risk Factors — If the Company is unable to attract, hire and retain the services of key employees, including members of its management team, or qualified employees, including employees who possess specialized market knowledge and technical skills, the Company’s ability to compete, to manage its operations effectively, or to develop new products could be materially adversely affected”).

The Company has completed several acquisitions in the past years, and it may also consider pursuing acquisitions, investments, alliances, joint ventures or similar transactions in the future. Any such transactions would involve a number of risks, including:

- difficulties in integrating the operations of any acquired or new businesses with the Company’s existing operations and the failure by management to accomplish such integration successfully;
- the necessity to raise additional capital, through debt or equity, or use cash that would otherwise have been available to support the Company’s existing business operations and research and development activities to finance the transaction (see “Risk Factors — The Company uses cash generated from its operating activities to fund its business and execute its growth strategy and may require additional capital that may not be available to the Company”);
- the diversion of management’s attention;
- difficulties in realizing projected efficiencies, cost savings and synergies;
- the potential loss of key employees or customers of an acquired business or adverse effects on existing business relationships with suppliers and customers (see “Risk Factors — If the Company is unable to attract, hire and retain the services of key employees, including members of its management team, or qualified employees, including employees who possess specialized market knowledge and technical skills, the Company’s ability to compete, to manage its operations effectively, or to develop new products could be materially adversely affected”);
- unforeseen costs and liabilities, including litigation or other claims arising in connection with the acquired company or investment;
- difficulties in integrating the information technology systems, applications and databases of any acquired or new businesses with the Company’s existing systems and related difficulties in the implementation of the Company’s disclosure controls and procedures, internal controls over financial reporting as well as procedures relating to cybersecurity and compliance with applicable regulations, or deficiencies in connection thereto, which could affect the Company’s compliance with its obligations under applicable laws, regulations, rules and listing standards or may require the Company to avail itself of scope limitations with respect to certifications required thereunder (see “Risk Factors — The failure of the Company’s information technology systems, difficulties in implementing its new ERP system or a security breach could materially adversely affect the Company’s business, results of operations or financial condition”);
- a negative impact on overall profitability if any acquired or new businesses do not achieve the financial results projected in the Company’s valuation models;
- dilution to existing shareholders if securities of the Company are issued as part of transaction consideration or to fund the transaction consideration; and
- the inability to direct the management and policies of any acquired business, joint venture, strategic alliance, or partnership, particularly in circumstances where other participants may be able to take action contrary to the Company’s instructions or requests and against its policies and objectives.

The Company's ability to grow through strategic acquisitions, investments, alliances, joint ventures or other similar transactions will depend, among other things, on the availability of such strategic opportunities, their cost, their terms and conditions, the Company's ability to compete effectively for such strategic opportunities and the availability to the Company of required capital and personnel. The Company may also be precluded from pursuing such transactions as a result of financial or other covenants in agreements to which it is a party. The Company's inability to take advantage of future strategic opportunities, or its failure to successfully address the risks associated with any strategic opportunities that is completed, could have a material adverse effect on the Company's business, results of operations or financial condition.

The rapid growth of the Company over the last few years, whether through organic growth, entry into new markets or acquisitions, presents additional organizational challenges associated with becoming a larger global organization: the culture, standards, core values, internal controls and policies need to be instilled across newly acquired or developed businesses as well as maintained within existing operations. To effectively communicate and manage these standards throughout a large global organization is both challenging and time consuming. Cultural differences in various countries may also present barriers to introducing new ideas or aligning the Company's vision and strategy with the rest of the organization. If the Company cannot overcome these obstacles in maintaining a strategic bond throughout the Company worldwide, it may not be able to achieve its growth and profitability objectives.

Unfavourable weather conditions, and climate change more generally, may reduce demand and negatively impact sales and production of certain of the Company's products

The sales of the Company's products are affected by unfavourable weather conditions. Unfavourable weather in any particular geographic region may have a material adverse effect on sales of the Company's products in that region. In particular, lack of snowfall during winter may materially adversely affect snowmobile sales, while excessive rain before and during spring and summer may materially adversely affect sales of off-road vehicles, three-wheeled vehicles, PWCs, boats and marine propulsion systems. To the extent that unfavourable weather conditions are exacerbated by global climate change or otherwise, the Company's sales may be affected to a greater degree than previously experienced. There is no assurance that unfavourable weather conditions could not affect the Company's sales for any of its products, which, in turn, could have a material adverse effect on the Company's business, results of operations or financial condition.

Furthermore, any of the Company's manufacturing facility may be vulnerable to the adverse effects of climate change. Changing market dynamics, global policy developments, and the increasing frequency and impact of extreme weather events on critical infrastructure in Canada, the U.S., Mexico and elsewhere have the potential to disrupt the Company's business and the business of its third-party suppliers, and may cause the Company to experience higher attrition, losses and additional costs to maintain or resume operations.

The Company's results of operations fluctuate from quarter to quarter and from year to year as they are affected, among other things, by the seasonal nature of its business

The Company's results of operations experience substantial fluctuations from quarter to quarter and year to year. In general, retail sales of the Company's products are highest in their particular season of use and in the immediately preceding period. For example, retail sales for snowmobiles will be highest in fall and winter, retail sales for PWCs will be highest in spring and summer and retail sales for boats will be highest in winter and spring. Revenues in the first half of the fiscal year have generally been lower than those in the second half. However, the mix of product sales may vary considerably from time to time as a result of changes in seasonal and geographic demand, the introduction of new

products and models and production scheduling for particular types of products. Any negative economic conditions that occur during the months of traditionally higher sales of a given product could have a disproportionate effect on the Company's results of operations for the entire fiscal year. In addition, the Company's dealers and distributors may modify orders, change delivery schedules or change the mix of products ordered. The Company may also make strategic decisions to deliver and invoice products at certain dates in order to lower costs or improve supply chain efficiencies or may be forced to do so because of supply chain issues or disruption. As a result, the Company's results of operations are likely to fluctuate significantly from period to period such that any historical results should not be considered indicative of the results to be expected for any future period. In addition, the Company incurs significant additional expenses in the periods leading up to the introduction of new products which may also result in fluctuations in the Company's results of operations, and which may be exacerbated further with the Company's announcement of the creation of a new business unit that will focus on product categories that fall outside its historical core business. The Company's annual and quarterly gross profit margins are also sensitive to a number of factors, many of which are beyond its control, including shifts in product sales mix, geographic sales trends, and currency exchange rate fluctuations, all of which the Company expects will continue. This seasonality in revenues, expenses and margins, along with other factors that are beyond the Company's control, including general economic conditions, changes in consumer preferences, weather conditions, tariffs, free-trade arrangements, geopolitical uncertainty, the cost or availability of raw materials or labour, discretionary spending habits and currency exchange rate fluctuations, could materially adversely affect the Company's business, results of operations or financial condition.

The Company relies on a network of independent dealers and distributors to manage the retail distribution of its products and failure to establish or maintain the appropriate level of dealers and distributors may negatively impact its business

The Company depends on the capability of its independent dealers and distributors to develop and implement effective retail sales plans to create demand among retail purchasers for its products. If the Company's independent dealers and distributors are not successful in these endeavours, the Company will be unable to maintain or grow its sales. The measures taken by governmental authorities in connection with the COVID-19 health crisis, including with respect to labour stoppages, business interruptions and restrictions or temporary shutdowns have impacted, and may in the future impact, the ability of the Company's independent dealers and distributors to carry out their retail sales plans for a certain period of time. In addition, in the last year, the Company shipped some substantially completed units to its dealers, which may have added pressure to their operations, and which, if it were to continue, could lead to some level of disengagement or inability for such dealers to maintain their usual level of efficiency in carrying out their operations.

Further, independent dealers and distributors may experience difficulty in funding their day-to-day cash flow needs and paying their obligations resulting from adverse business conditions, including weakened consumer spending or tightened credit, as currently experienced in light of the significant increase of interest and inflation rates. Inability to fund operations can force dealers and distributors to cease business, and the Company may not be able to obtain alternate distribution in the vacated market, which could negatively impact the Company's sales through reduced market presence or inadequate market coverage. In the event of a dealer or distributor default under any financing arrangement, the Company may also be required to repurchase such dealer's or distributor's inventory from the financing company. See "Risk Factors — The inability of the Company's dealers and distributors to secure adequate access to capital could materially adversely affect the Company's business, results of operations or financial condition". Additionally, weak demand for the Company's products may cause dealers and distributors to voluntarily or involuntarily reduce or terminate their business with the Company. In addition to dealers or distributors ceasing business, in some cases, the Company may seek to terminate relationships with some dealers or distributors leading to a reduction in the number of its dealers or distributors. Being forced to liquidate a former dealer's or distributor's inventory of the Company's products could add downward pressure on such products' prices. Ultimately, if the Company fails to establish or maintain an appropriate level of dealers and distributors for each of its products, the Company may not obtain adequate market coverage for the desired level of retail sales of its products.

Moreover, the unplanned loss of any of the Company's independent dealers or distributors may create negative impressions of the Company with its retail customers and have a material adverse impact on the Company's ability to collect wholesale receivables that are associated with that dealer or distributor. Also, if the Company's dealer and distributor base were to consolidate, competition for the business of fewer dealers and distributors would intensify. If the Company does not provide product offerings and pricing that meet the needs of its dealers and distributors, or if the Company loses a substantial amount of its dealer and distributor base or is not able to expand in certain key regions, its business, results of operations or financial condition could be materially adversely affected.

The Company sells a majority of its products through dealer and distributor agreements. In general, distributors are contractually obligated to offer the Company's products on an exclusive basis. However, many of the dealers through which the Company sells its products also carry competing product offerings and most dealers who sell the Company's products exclusively are not contractually obligated to continue to do so and may choose to sell competing products at any time. If certain dealers or distributors decide to emphasize products from the Company's competitors or to otherwise reduce their purchase of the Company's products, it may lower the Company's sales. The Company also relies on its dealers and distributors to service and repair its products. The addition of several new technologies in the Company's products increases their complexity which in turn requires additional skills and knowledge from its dealers and distributors to service and repair these products. There can be no assurance that the Company's dealers and distributors will provide high quality repair services to the Company's customers. If dealers or distributors fail to provide quality service during either trial, delivery or after-sales service to the Company's customers, the Company's brand identity and reputation may be damaged, which could have a material adverse effect on the Company's business, results of operations or financial condition.

In order to remain competitive, the Company may leverage different sales strategies, which could include considering changes to its existing distribution model. The Company's ability to explore alternative models may depend on laws that could be interpreted to impose limitations on the direct-to-consumer sales model and on actions and efforts of its dealers and distributors against such changes. Any such attempt by the Company may also negatively impact its relationships with its existing dealers and distributors and limit its ability to develop relationships with new dealers and distributors, thereby potentially having a material adverse effect on the Company's business, results of operations or financial condition.

The inability of the Company's dealers and distributors to secure adequate access to capital could materially adversely affect the Company's business, results of operations or financial condition

The Company's dealers and distributors require adequate liquidity to finance their operations and to purchase the Company's products. Dealers and distributors are subject to numerous risks and uncertainties that could unfavourably affect their liquidity positions, including, among other things, continued access to adequate financing sources on a timely basis and on reasonable terms. The Company currently has agreements in place with large financing companies to provide inventory financing to its dealers and distributors to facilitate their purchase of the Company's products. These sources of financing are instrumental to the Company's ability to sell products through the Company's distribution network, as a significant percentage of the Company's sales are done under such arrangements. See "Business of the Company — Distribution, Sales and Marketing — Distribution and Sales — Dealers' and Distributors' Inventory Financing Arrangements". Also, last year the Company obtained, and it may obtain in the future, financing for substantially completed units shipped to the Company's dealers that is conditional on meeting certain financial thresholds, which, if not met, may

result in increased levels of inventory for the Company, thereby potentially impacting the timing in revenue recognition and cash flows as working capital. The Company's business, results of operations or financial condition could be materially adversely affected if a decline in financing availability to the Company's dealers and distributors occurs, or if financing terms change unfavourably, or become too costly, as may be the case in light of the recent rising rate environment. This could require the Company to find alternative sources of financing, including the Company potentially providing financing directly to dealers and distributors, which could require additional capital to fund the associated receivables. In the event of a dealer or distributor default, the Company may be required to purchase new and unused products at the total unpaid principal balance to the finance company from financing companies providing inventory financing to the Company's dealers and distributors, subject to certain caps as described under "Business of the Company – Distribution, Sales and Marketing". Any requirement of the Company to purchase the inventory of several of its dealers or distributors could result in a material adverse effect on the Company's business, results of operations or financial condition.

The Company is subject to laws, rules and regulations regarding product safety, health, environmental and noise pollution and other issues that could cause the Company to incur fines or penalties or increase its capital or operating costs

The Company is subject to federal, provincial/state and local/municipal laws, rules and regulations in Canada, the United States, Europe and other countries regarding product safety, health, environmental and noise pollution and other issues that could cause the Company to incur fines or penalties or increase the Company's capital or operating costs, all of which could have a material adverse effect on the Company's business, results of operations or financial condition. A failure to comply with, or compliance with, any such requirements or any new requirements could result in increased expenses to modify the Company's products, or harm to its reputation, which could have a material adverse effect on the Company's business, results of operations or financial condition. Certain jurisdictions require or are considering requiring a license to operate the Company's products. While such licensing requirements are not expected to be unduly restrictive, they may deter potential customers, thereby reducing the Company's sales. The Company's products are also subject to laws, rules and regulations imposing environmental, noise emission, zoning and permitting restrictions, which laws, rules and regulations are subject to change and may limit the locations where the Company's products may be sold or used or restrict their use during certain times or on certain conditions (see "Risk Factors — Any decline in the social acceptability of the Company or of the Company's products or any increased restrictions on the access or the use of the Company's products in certain locations could materially adversely affect its business, results of operations or financial condition"). Since the beginning of the COVID-19 pandemic, the Company also has had to adapt its health and safety measures throughout its facilities to comply with changing local regulations in connection with the COVID-19 health crisis, resulting in incremental costs to the Company. Although the effects of the COVID-19 health crisis are slowly dissipating and resulting in the lifting of some of these measures, others have been kept in place and it is possible that additional costs and investments will be required in the future if new regulations or restrictions are put in place if there are resurgences of the pandemic, including through subsequent waves or additional variants, or if there are other diseases that give rise to similar effects emerging.

Climate change is receiving increasing attention worldwide. A perceived consensus among scientists, legislators and others regarding the impact of increased levels of greenhouse gases, including carbon dioxide, on climate change has led to significant legislative and regulatory efforts to limit greenhouse gas emissions. Greenhouse gas regulations could require the Company to purchase allowances to offset the Company's own emissions or result in an overall increase in costs of raw materials or operating expenses, any of which could reduce competitiveness in a global economy or otherwise have a material adverse effect on the Company's business, results of operations or financial condition. Many of the Company's suppliers face similar circumstances. Moreover, the Company may face greater regulatory or customer pressure to develop products that generate less emissions. This

may require the Company to spend additional funds on research and development and implementation and subject the Company to the risk that the Company's competitors may respond to these pressures in a manner that gives them a competitive advantage. The development of such products may also present challenges in maintaining the look, sound and feel of the Company's products. While additional regulations of emissions in a near future appear more likely than not, it is too early to predict whether such regulation could ultimately have a material adverse effect on the Company's business, results of operations or financial condition (see "Risk Factors — Any decline in the social acceptability of the Company or of the Company's products or any increased restrictions on the access or the use of the Company's products in certain locations could materially adversely affect its business, results of operations or financial condition"). Part of the Company's strategy to address these risks includes the initiatives and targets detailed in the Company's CSR25 Program as well as the Company's five-year plan to offer electric models in each of its product lines, which itself presents additional risks, including with respect to compliance with rules, laws and regulations applicable to the EV industry.

The Company is also subject to environmental laws, rules and regulations pursuant to which, among other things, current or previous owners or occupants of property may become liable for the contamination of such property and, as a result, may be liable for the costs of investigating, removing and monitoring any hazardous substances found on the property. Given the nature of the Company's manufacturing activities and the fact that certain of its facilities have been in operation for many years, the Company and the prior owners or occupants of its property may have generated and disposed of materials that are or may be considered hazardous. The Company is aware of certain current environmental liabilities in relation to certain of its property and it is possible that additional environmental liabilities may arise in the future as a result of any prior or future generation or disposal of hazardous materials. The Company may therefore incur material costs and obligations related to environmental compliance and remediation matters in the future. Any failure to comply with, or the compliance with, any applicable environmental laws, rules or regulations, could have a material adverse effect on the Company's business, results of operations or financial condition.

The Company has a relatively large fixed cost base that can affect its profitability in a declining sales environment

The fixed costs involved in owning and operating the Company's facilities can reduce the Company's gross profit margins when sales and production decline, such as could be the case as a result of the inflationary environment driven by high demand and supply chain disruptions. The Company's profitability is dependent, in part, on its ability to spread fixed costs over an increasing number of products sold and shipped, and if the Company is required to reduce its rate of production, gross profit margins could be negatively affected. Consequently, decreased demand can lower the Company's ability to absorb fixed costs, which could have a material adverse effect on its business, results of operations or financial condition.

The Company faces intense competition in all product lines and any failure to compete effectively against competitors or any failure to meet consumers' evolving expectations could materially adversely impact the Company's business, results of operations or financial condition

The powersports and marine industries are highly competitive. Competition in these industries is based upon a number of factors, including price, quality, reliability, styling, product features, warranties, overall consumer experience and the ability to constantly innovate. At the dealer and distributor level, factors impacting competition include sales and marketing support programs such as retail sales promotions, dealer and distributor performance bonuses, and dealer and distributor inventory financing. Some of the Company's competitors are more diversified and have financial and marketing resources that are greater than the Company's, which allow these competitors to invest more heavily in intellectual property, product development, sales and marketing support and innovative consumer offers. The Company is also subject to competitive pricing. Such pricing pressure may limit the Company's ability to maintain prices or to increase prices for its products in response to raw material, component and other cost increases, and therefore negatively affect the Company's profit margins.

In addition, the industries in which the Company does business may experience significant change in the coming years. Participants are disrupting, and could continue to disrupt, the historic business model of such industries through the introduction of new technologies, products, business models or services as well as by establishing alternative sales channels. The Company expects to face increased pressure in the future to develop new products and services, including products and services that could be viewed as falling outside its historical core business such as EVs and digital services.

With the demand for digital capabilities further enhanced by the COVID-19 crisis, a failure to keep pace with customer demands or to react to or anticipate changing trends in a timely and cost-efficient manner could affect the Company's customer base and limit the Company's ability to attract new customers. Although the Company accelerated its digital transformation in response to the COVID-19 crisis and increased customer demands, its competitors may adapt their customer experience more rapidly or in a more cost-efficient manner, which could adversely affect the Company's business, results of operations or financial condition, reputation and brand value.

The process of designing and developing new technologies, products and services is complex, costly and uncertain, requires extensive capital investment and is dependent upon the ability to recruit and retain talent. There can be no assurance that future innovation is achievable or will occur in a timely manner, or that competitors of the Company will not be able to develop new technologies, products and services before the Company does or that it will acquire technologies on an exclusive basis or at a significant price advantage. In this context, the Company is also exposing itself to the risks associated with expanding into new markets and industries, which success may be adversely affected by a number of factors, including the potential need for greater investments than originally planned in advertising and promotional activity to build brand awareness, the difficulties in predicting consumer tastes and discretionary spending patters which may differ from its existing markets, and the complexities related to sourcing new materials, processes and technologies and adopting entirely new business models. If the Company is not able to compete with new products, product features, models or product prices of its competitors, to attract new dealers and distributors and retain existing ones, to adapt to changing consumer habits or disruption in historical business models, or to successfully execute its plans to enter new markets and industries, the Company's business, results of operations or financial condition could be materially adversely affected.

If the Company fails to maintain an effective system of internal control over financial reporting, the Company may not be able to produce accurate and timely financial statements

Ensuring that the Company has adequate internal financial and accounting controls and procedures in place so that it can produce accurate financial statements on a timely basis is a costly and time-consuming effort that needs to be evaluated frequently. If the Company fails to correct any material weakness it may have in its internal controls, or having corrected such material weakness, thereafter, fails to maintain the adequacy of its internal controls, the Company may be unable to report its financial results accurately, which could increase operating costs and harm its business, including investors' perception of its business and the price of its Subordinate Voting Shares. Any continued or future failure to maintain adequate internal controls over financial reporting could materially adversely affect the Company's business, results of operations or financial condition.

The Company's success depends upon the continued strength of its reputation and brands

The Company's well-established brands include Ski-Doo and Lynx snowmobiles, Sea-Doo watercraft and pontoons, Can-Am on and off-road vehicles, Alumacraft and Quintrex boats, Manitou pontoons and Rotax marine propulsion systems as well as Rotax engines for karts and recreational aircraft. The Company believes that its reputation and brands are significant contributors to the success

of its business. Any negative publicity about the Company's products could diminish customer trust, do significant damage to the Company's reputation and brands and negatively impact sales. As the Company expands into new geographical markets, including through acquisitions, maintaining and enhancing its brands may become increasingly difficult and expensive, as consumers in these markets may not accept its brand image. Failure to maintain and enhance the Company's brands in any of its markets may materially adversely affect the Company's business, results of operations or financial condition.

The Company's brands and branded products could also be adversely impacted by incidents that reflect negatively on the Company. Moreover, the negative impact of these events may be aggravated due to their coverage in the media and on social media, over which the Company has no control. For instance, there has been increased media attention in the last year with respect to the alleged unauthorized use by third parties of Rotax engines in military drones, which could potentially impact the Company's reputation. The increasing use of social media has also heightened the need for reputational risk management. Any actions the Company take that cause negative public opinion have the potential to negatively impact the Company's reputation, which may materially adversely affect its business, results of operations or financial condition (see "Risk Factors — Any decline in the social acceptability of the Company or of the Company's products or any increased restrictions on the access or the use of the Company's products in certain locations could materially adversely affect its business, results of operations or financial condition").

An adverse determination in any significant product liability claim against the Company could materially adversely affect its business, results of operations or financial condition

The development, manufacturing, sale and usage of the Company's products expose the Company to significant risks associated with product liability claims. If the Company's products are defective, malfunction or are used incorrectly by its consumers, it may result in bodily injury, property damage or other injury, including death, which could give rise to product liability claims against the Company. Changes to the Company's manufacturing processes and the production of new products could result in product quality issues, thereby increasing the risk of litigation and potential liability. Any losses that the Company may suffer from any liability claims and the effect that any product liability litigation may have upon the brand image, reputation and marketability of the Company's products could have a material adverse impact on its business, results of operations or financial condition.

The Company does not believe the outcome of any pending product liability claim could have a material adverse effect on its business, results of operations or financial condition, and the Company has insurance with respect to future claims in amounts it believes to be appropriate. However, no assurance can be given that the Company's historical claims record will not change, that material product liability claims will not be made in the future against the Company, or that claims will not arise in the future in excess or outside the coverage of the Company's indemnities and insurance. The Company records provisions for known potential liabilities, but there is the possibility that actual losses may exceed these provisions and therefore negatively impact earnings. Also, the cost of adequate product liability insurance continues to increase, and the Company may not be able to obtain in the future product liability insurance at reasonable costs or on acceptable terms. Adverse determinations of material product liability claims made against the Company could also harm the Company's reputation and cause it to lose customers and could have a material adverse effect on its business, results of operations or financial condition (see "Risk Factors — The Company's success depends upon the continued strength of its reputation and brands).

Significant product repair and/or replacement due to product warranty claims or product recalls could have a material adverse impact on the Company's business, results of operations or financial condition

The Company provides a limited warranty against defects for all of its products for a period generally varying from six months to five years. The Company may provide extended warranty coverage related to certain promotional programs, as well as extended warranty coverage in certain geographical markets as determined by local laws, rules or regulations and market conditions. The Company also provides a limited emissions warranty for certain emissions related parts in its products as required by the United States Environmental Protection Agency and the California Air Resources Board. Although the Company employs quality control procedures, it happens that a product manufactured by the Company needs repair or replacement or is recalled. The Company's standard warranties require that dealers repair or replace defective products during such warranty periods at no cost to the consumer. The Company records provisions based on an estimate of product warranty claims, but there is the possibility that actual claims may exceed these provisions, especially if it relates to new products that bring additional complexities and for which the Company does not have the same historical knowledge, such as EVs, therefore negatively impacting earnings. The Company could make major product recalls or could be held liable in the event that some of its products do not meet safety standards or statutory requirements on product safety or consumer protection. In addition, the risks associated with product recalls may be aggravated if production volumes increase significantly, as it has been the case in the last years; or if supplied goods do not meet the Company's standards, or the Company fails to perform its risk analysis systematically or product-related decisions are not fully documented. Historically, product recalls have been administered through the Company's dealers and distributors. The repair and replacement costs that the Company could incur in connection with a recall could have a material adverse effect on the Company's business, results of operations or financial condition. Product recalls could also harm the Company's reputation and cause it to lose customers, particularly if recalls cause consumers to question the safety or reliability of the Company's products, which could have a material adverse effect on the Company's business, results of operations or financial condition (see "Risk Factors — The Company's success depends upon the continued strength of its reputation and brands).

Failure to carry adequate insurance coverage may have a material adverse effect on the Company

The Company maintains liability insurance, property and business interruption insurance, cyber liability insurance, cargo insurance, workers' compensation coverage in the United States to the required statutory limits, automotive liability insurance, aviation insurance and directors and officers insurance, and its insurance coverage reflects deductibles, self-insured retentions, limits of liability and similar provisions. However, there is no guarantee that insurance proceeds will be paid to it in a timely manner or that the Company's insurance coverage will be sufficient. The Company has manufacturing sites that are the exclusive source of some of its materials, such that if these sites were subject to disruptive events outside of its control, it could have a material effect on the Company's supply chain logistics and operations' interdependencies and could result in losses in excess of its insurance coverage. Any uninsured loss or claim (including a loss that is less than the applicable deductible or that is not covered by insurance, such as, in certain cases, losses due to acts of war and certain natural disasters), or a loss or claim in excess of insured limits, in full or in part, may result in significant expenditures by the Company. Moreover, the Company may not be able to maintain insurance policies in the future at reasonable costs, on acceptable terms or at all, which may adversely affect its business, financial condition and results of operations. The successful assertion of one or more large claims against the Company that exceed available insurance coverage, or the occurrence of changes in the Company's insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could adversely affect its business, financial condition and results of operations.

Among other factors, national security concerns, acts of war, certain natural disasters, pandemics such as the COVID-19 pandemic, or any changes in any applicable statutory requirement binding insurance carriers to offer certain types of coverage could also adversely affect available insurance coverage and result in, among other things, increased premiums on available coverage (which may cause the Company to elect to reduce its policy limits or not renew its coverage) and

additional exclusions from coverage. As cyber incidents and threats continue to increase in frequency and evolve in complexity, the Company may also be required to expend additional, perhaps significant, resources to continue to update, modify or enhance its protective measures or to investigate and remediate any vulnerability to cyber incidents.

The Company depends upon the successful management of the inventory levels, both at the Company's and the dealers' and distributors' levels, and any failure to successfully manage inventory levels could have a material adverse effect on the Company's business, results of operations or financial condition

The Company must maintain sufficient inventory levels to operate its business successfully. However, the Company must also guard against accumulating excess inventory as it seeks to minimize lost sales. The nature of the Company's product lines requires the Company to purchase supplies and manufacture products well in advance of the time these products are offered for sale. As a result, the Company may experience difficulty in responding to a changing retail environment, such as the one currently experienced with growing concerns of a potential recession in Canada, the U.S. and other regions where the Company operates, which may lead to excess inventory if demand does not meet supply.

Sales for certain product lines are managed through longer term purchase commitments, and the Company plans annual production levels and long-term product development and introduction based on anticipated demand, as determined by the Company in reliance on its own market assessment and regular communication with its dealers, distributors and other customers. If the Company does not accurately anticipate the future demand for a particular product or the time it will take to adjust inventory, its inventory levels will not be appropriate and its results of operations may be negatively impacted, including through lower gross profit margins due to greater than anticipated discounts and markdowns that might be necessary to reduce inventory levels. On the other hand, the sales of certain other product lines are managed through shorter-term purchase commitments, and the Company has introduced a flexible order management system for some of its products, which inability to function or to be flexible enough could have a material impact on the Company's management of such commitments. Further, any failure by the Company to maintain adequate inventory levels for such products, which the Company has experienced the last few years due to shortages of key components, supply chain disruptions, labour shortages and other aspects caused by the COVID-19 health crisis, have resulted, and could continue to result in undesirable delivery delays for its customers or result in the loss of certain sales, which could, in turn, have a material adverse effect on the Company's business, results of operations or financial condition.

Additionally, the Company's dealers and distributors could decide to reduce the number of units of the Company's products they hold. Such a decision would likely require the Company to reduce its production levels, thus resulting in lower rates of absorption of fixed costs in the Company's manufacturing facilities and lower gross profit margins. If the Company's dealers and distributors then placed additional orders for the Company's products, this could impair the Company's ability to respond rapidly to these demands and adequately manage its inventory levels, which could materially adversely affect its business, results of operations or financial condition.

The Company may be unable to protect its intellectual property, or it may incur substantial costs as a result of litigation or other proceedings relating to protection of its intellectual property

Following its innovation-focused strategy, the Company's success depends in part on its ability to protect its patents, trademarks, copyrights and trade secrets from unauthorized use by others. If substantial unauthorized use of the Company's intellectual property rights occurs, the Company may incur significant costs in enforcing such rights by prosecuting actions for infringement of its rights, particularly taking into account that policing unauthorized use of the Company's intellectual property

may be more difficult outside North America and Europe and that the laws in those jurisdictions may not protect intellectual property rights to the same extent as the laws in North America and Europe. Such unauthorized use could also result in the diversion of engineering and management resources to these matters at the expense of other tasks related to the business. Also, because of the rapid pace of technological change in the Company's industry, aspects of its business and products rely on technologies developed or licensed by third parties, and the Company may not be able to obtain or continue to obtain licenses and technologies from these third parties on reasonable terms or at all. Others may initiate litigation to challenge the validity of the Company's patents, trademarks, copyrights and trade secrets or those of third parties on which the Company relies through licenses or otherwise, or allege that the Company or such third parties infringe their patents, trademarks, copyrights or trade secrets. If the Company's competitors initiate litigation to challenge the validity of the Company's patents, trademarks, copyrights and trade secrets, or those of third parties on which the Company relies through licenses or otherwise, or allege that the Company or such third parties infringe theirs, the Company may incur substantial costs to defend its rights or may not be able to obtain or continue to obtain licenses from these third parties. If the outcome of any such litigation is unfavourable to the Company or these third parties, its business, results of operations or financial condition could be materially adversely affected. The Company also cannot be sure that the patents it has obtained, or other protections such as confidentiality and trade secrets, will be adequate to prevent imitation of its products and technology by others. If the Company is unable to protect its technology through the enforcement of intellectual property rights, its ability to compete based on technological advantages may be harmed. If the Company fails to prevent substantial unauthorized use of its trade secrets, it risks the loss of certain competitive advantages, which could have a material adverse effect on its business, results of operations or financial condition.

Some of the Company's direct and indirect competitors may have significantly more resources to direct toward developing and patenting new technologies. It is possible that the Company's competitors will develop and patent equivalent or superior engine and motor technologies and other products that compete with the Company's products. They may assert these patents against the Company and the Company may be required to license these patents on unfavourable terms or cease using the technology covered by these patents, either of which could harm the Company's competitive position and may materially adversely affect its business, results of operation or financial condition.

Additionally, the Company has been and could in the future be a defendant in patent proceedings or similar actions and if it is unsuccessful in its defense of any of these actions, there could be material adverse consequences including payment of monetary damages, licensing of patents on unfavourable terms, limitations on its ability to use certain technology and removal of desirable features from the Company's products. Even if the Company was able to defeat such claims, the allegation that it is infringing on others' intellectual property rights could harm its reputation and cause it to incur significant costs in connection with its defense of these actions. Also, from time to time, third parties have challenged, and may in the future try to challenge, the Company's trademark rights and branding practices. The Company may be required to institute or defend litigation to enforce its trademark rights, which, regardless of the outcome, could result in substantial costs and diversion of resources and could have a material adverse effect on the Company's business, results of operations or financial condition. If the Company loses the use of a product name, its efforts spent building that brand will be lost and it will have to rebuild a brand for that product, which it may or may not be able to do.

The Company may not be able to successfully execute its manufacturing strategy or to meet customer demand as a result of manufacturing capacity constraints

One of the priorities of the strategic plan established by management consists of sustained efforts in the areas of cost reduction and operational efficiencies. This priority aims in part at leveraging the strength of the Company's established manufacturing centers. In addition, in order to help the Company respond to ongoing changes in the marketplace and reduce inventory across the supply chain, the Company's cost reduction and operational efficiencies efforts focus on further implementing

model mix production on its assembly lines, which allows the Company to produce a greater range of models on a weekly and daily basis, without expensive set-up costs or production downtime. The Company believes that flexible manufacturing is the key element to enable improvements in the Company's ability to respond to customers in a cost-effective manner. The success of the Company in implementing this priority of its strategic plan is dependent on the involvement of management, production employees and suppliers. Any failure to achieve this cost reduction and operational efficiencies priority (including the anticipated levels of productivity and operational efficiencies) in the Company's manufacturing facilities, could materially adversely impact the Company's business, results of operations or financial condition and its ability to deliver the right product at the right time to the customer.

A significant increase in demand for its products, the development of new products or the enhancement of existing products or models could require the construction, improvement, re-configuration, relocation or expansion of the Company's existing production facilities, such as those completed in the last year in Mexico at Juárez 3 and Querétaro, as well as the recently announced EV manufacturing plant in Querétaro and the additional boat manufacturing plant in Chihuahua City. Any such development of new manufacturing operations inherently involves a number of risks and uncertainties, including ongoing compliance with regulatory requirements, procurement and maintenance of construction, procurement of building materials and equipment, environmental and operational licenses and approvals for additional expansion, potential supply chain constraints, hiring, training and retaining qualified employees, receipt of the expected subsidies and ability to realize on the expected synergies and related delays in operating facilities at a maximum production level while manufacturing high-quality units at scale. There can be no assurance that the Company's current or future manufacturing capabilities will be sufficient to meet customer demand in the future or that the Company will be able to successfully expand its manufacturing capabilities, or do so in a timely manner, to meet demand, which could result in loss of revenue and market share. Similarly, the competitive real estate landscape is evolving and there can be no assurance that the Company will be able to identify and to secure, in a timely manner, through long-term leases or acquisitions, lands and buildings that offer optimal location and meet the other business and operational requirements, while also being on acceptable pricing terms and conditions.

Increased freight and shipping costs or disruptions in transportation and shipping infrastructure could adversely impact the Company's business, results of operations or financial condition

The Company uses external freight shipping and transportation services to transport and deliver products and raw materials. Adverse fluctuations in freight costs, limitations on shipping and receiving capacity, and other disruptions in the transportation and shipping infrastructure at important geographic points of exit and entry for the Company's products and raw materials could adversely affect its business and results of operations. For example, delivery delays or increases in transportation costs (including through increased fuel costs, increased carrier rates or driver wages as a result of driver shortages, a decrease in transportation capacity for overseas shipments, or work stoppages or slowdowns) could significantly decrease the Company's ability to make sales and earn profits. Labour shortages or work stoppages in the transportation industry or long-term disruptions to the national and international transportation infrastructure that lead to delays or interruptions of deliveries or which would necessitate the Company securing alternative shipping suppliers could also increase its costs or otherwise negatively affect its business, results of operations or financial condition. The Company's inbound shipping costs are also impacted by changing dynamics in the ocean shipping industry, most notably by the wave of market consolidation observed in container shipping in recent years. In the last year, the Company has experienced, and may in the future continue to experience, an increase in freight costs, which could have a further impact on the Company's results of operations. Disruptions in the movement of freight caused by the COVID-19 crisis are also impacting the Company's freight costs and ultimately its revenues, notably by forcing the Company to resort to expedited freight or air freight in order to secure its supply to maintain production and mitigate delays.

Covenants contained in agreements to which the Company is a party affect and, in some cases, significantly limit or prohibit the manner in which the Company operates its business

Some of the financing and other major agreements to which the Company is a party, including the Term Facility and the Revolving Credit Facilities, contain certain covenants that affect and, in some cases, significantly limit, among other things, the activities in which the Company may engage, the ability of the Company to incur debt, grant liens over its assets, engage in lines of business different from its own, consummate asset sales, pay dividends or make other distributions, redeem or otherwise retire shares or make other restricted payments, make loans, advances and other investments, and merge, consolidate or amalgamate with another person. Under the Revolving Credit Facilities, the Company is bound by a fixed charge coverage ratio applicable if excess availability under its Revolving Credit Facilities is less than $100.0 million for seven consecutive business days (until such time as such excess availability exceeds $100.0 million for seven consecutive business days). These covenants may prevent the Company from pursuing certain business opportunities or taking certain actions that may be in the best interest of the business, which could materially adversely affect its business and financial results.

A failure by the Company to comply with such contractual obligations or to pay amounts due under financing and other major agreements could result in an acceleration of the debt incurred under such agreements, a termination of the commitments made thereunder, as well as an exercise of remedies provided therein by the creditors of the Company (including foreclosure over substantially all of the assets of the Company). In such a situation, the Company may not be able to repay the accelerated indebtedness, fulfill its obligations under certain contracts or otherwise cover its fixed costs, which could result in a material adverse effect on the Company's business, results of operations or financial condition.

Tax matters and changes in tax laws could materially adversely affect the Company's business, results of operations or financial condition

The Company, as an international company conducting operations through subsidiaries in multiple jurisdictions, is subject to income taxes in Canada, the United States and numerous other foreign jurisdictions. The Company's effective income tax rate in the future could be adversely affected as a result of a number of factors, including acquisitions, changes in the mix of earnings in countries with different statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in tax laws and the outcome of income tax audits in various jurisdictions around the world. The Company regularly assesses all of these matters to determine the adequacy of its tax liabilities. If any of the Company's assessments turn out to be incorrect, the Company's business, results of operations or financial condition could be materially adversely affected.

The Company's Canadian and foreign subsidiaries undertake certain operations with other currently existing or new subsidiaries in different jurisdictions, including Canada, the United States, Mexico, Finland, Austria and Switzerland. The tax laws of these jurisdictions, including Canada, have detailed transfer pricing rules that require that all transactions with non-resident related parties be priced using arm's length pricing principles. Although the Company believes that its transfer pricing policies have been reasonably determined in accordance with arm's length principles, the taxation authorities in the jurisdictions where the Company carries on business could challenge its arm's length related party transfer pricing policies. International transfer pricing is a subjective area of taxation and generally involves a significant degree of judgment. If any of these taxation authorities were to successfully challenge the Company's transfer pricing policies, its income tax expense may be adversely affected and the Company could also be subjected to interest and penalties. Any such increase in the Company's income tax expense and related interest and penalties could have a material adverse effect on its business, results of operations or financial condition.

Additionally, there is uncertainty with respect to tax and trade policies, tariffs and government regulations affecting trade between countries. Major developments in tax policy or trade relations, such as the CUSMA which came into effect on July 1, 2020 (replacing the North American Free Trade Agreement), the disallowance of tax deductions for imported merchandise or the imposition of unilateral tariffs on imported products, could have a material adverse effect on the Company's growth opportunities, business and results of operations.

The Company's Canadian and foreign entities are entitled to claim certain expenses, deductions, and tax credits, including research and development expenses and Scientific Research and Experimental Development tax credits. Although the Company believes that its claims or deductions have been reasonably determined, there can be no assurance that the Canadian (federal or provincial) or the relevant foreign taxation authorities will agree. If a taxation authority were to successfully challenge the correctness of such expenses, deductions, or tax credits claimed, or if a taxation authority were to reduce any tax credit either by reducing the rate of the grant or the eligibility of some research and development expenses in the future, the Company's business, results of operations or financial condition could be materially adversely affected.

An impairment in the carrying value of goodwill and intangibles could negatively impact the Company's consolidated results of operations and net worth

Goodwill and intangible assets, such as the Company's trademarks, are recorded at fair value at the time of acquisition and are not amortized but are reviewed for impairment annually or more frequently if impairment indicators arise. The determination of whether goodwill impairment has occurred is based on a comparison of each of the Company's reporting units' fair market value with its carrying value. Significant and unanticipated changes in circumstances, such as significant and long-term adverse changes in business climate, unanticipated competition, changes in technology or markets, and/or acquisitions not yielding expected returns could require a provision for impairment in a future period that could negatively impact the Company's business, results of operations or financial condition, and reduce the Company's consolidated net worth and shareholders' equity.

Deterioration in relationships with the Company's non-unionized and unionized employees could have a material adverse effect on the business, results of operations or financial condition

A majority of the Company's employees are non-unionized, including in facilities in Canada and the United States. The maintenance of a productive and efficient labour environment and, in the event of unionization of these employees, the successful negotiation of a collective bargaining agreement, cannot be assured. A deterioration in relationships with employees or in the labour environment could result in work interruptions or other disruptions, or cause management to divert time and resources from other aspects of the Company's business, which could have a material adverse effect on the Company's business, results of operations or financial condition.

Some of the Company's subsidiaries are party to collective bargaining arrangements that expire at various times in the future, namely (i) BRP-Rotax GmbH & Co KG in Gunskirschen, Austria, (ii) BRP Finland Oy in Rovaniemi, Finland, (iii) BRP Queretaro S.A. de C.V. in Queretaro, Mexico and (iv) BRP Megatech Industries Inc. in Shawinigan, Canada. As the Company is dependent on national unions to renew these agreements on terms that are satisfactory as they become subject to renegotiation from time to time, the outcome of these labour negotiations could have a material adverse effect on the Company's business, results of operations or financial condition. Such could be the case if current or future labour negotiations or contracts were to further restrict its ability to maximize the efficiency of its operations. In addition, the Company's ability to make short-term adjustments to control compensation and benefit costs is limited by the terms of its national collective arrangements.

The Company cannot predict the outcome of any current or future negotiations relating to labour disputes, union representation or the renewal of its national collective arrangements, nor can the Company assure that it will not experience work stoppages, strikes, property damage or other forms of labour protests pending the outcome of any current or future negotiations. If its unionized workers engage in a strike or any other form of work stoppage, or if non-unionized employees wish to unionize, the Company could experience a significant disruption to its operations, damage to its property and/or interruption to its services, which could have a material adverse effect on the Company's business, results of operations or financial condition.

Pension plan liability may have a material adverse effect on the Company

Economic cycles can have a negative impact on the funding of the Company's remaining defined benefit pension obligations and related expenditures. In particular, a portion of the Company's pension plan assets are invested in equity securities, which can experience significant declines if financial markets weaken. The Company's latest actuarial valuation reports show that the defined benefit components of the Company's registered pension plans present a combined deficit and, as a result of such deficit combined with the application of the stabilization provisions of the law, the Company is required to make additional contributions to fund that deficit. There is no guarantee that the expenditures and contributions required to fund these defined benefit pension obligations will not increase in the future and therefore negatively impact the Company's operating results, liquidity and financial position. Risks related to the funding of defined benefit pension plans may materialize if total obligations with respect to such a pension plan exceed the total value of the plan fund's assets. Shortfalls may arise due to lower-than-expected returns on investments, changes in the discount rate used to assess the pension plan's obligations, and actuarial losses, as well as changes to existing federal pension laws and regulations. Any of these risks could result in a material adverse effect on the Company's business, results of operations or financial condition.

Natural disasters, unusually adverse weather, epidemic or pandemic outbreaks, boycotts and geo-political events could materially adversely affect the Company's business, results of operations or financial condition

The occurrence of one or more natural disasters, such as hurricanes and earthquakes, unusually adverse weather, epidemic or pandemic outbreaks, such as the COVID-19 outbreak, boycotts and geo-political events, such as the military conflict between Russia and Ukraine, or civil unrest and acts of terrorism, or similar disruptions could materially adversely affect the Company's business, results of operations or financial condition. These events could result in physical damage to one or more of the Company's properties, increases in fuel or other energy prices, temporary or permanent closure of one or more of the Company's facilities, temporary lack of an adequate workforce in a market, temporary or long-term disruption in the supply of raw materials, product parts and components, temporary disruption in transport to and from overseas, disruption in the Company's distribution network and disruption to the Company's information systems. The Company may incur expenses or delays relating to such events outside of its control, which could have a material adverse impact on its business, operating results and financial condition.

Volatility in the market price of the Subordinate Voting Shares

The market price of the Company's Subordinate Voting Shares has fluctuated in the past and it is reasonable to expect it to fluctuate in the future. In addition to the other risks described herein, the market price of the Subordinate Voting Shares may be influenced by many factors, many of which are beyond the Company's control, including:

- actual or anticipated fluctuations in the Company's quarterly results of operations;
- changes in estimates of the Company's future results of operations by the Company or changes in accounting policies;

- changes in forecasts, estimates or recommendations of securities research analysts regarding the Company's future results of operations or financial performance, or publication of research reports or news stories about the Company, its competitors or its industry;
- changes in the economic performance or market valuations of other companies that investors deem comparable to the Company;
- changes in overall economic conditions, primarily in North America and Europe, including changes that impact consumer spending and discretionary spending, as currently experienced in light of the significant increase of interest and inflation rates;
- additions or departures of the Company's board members, senior management team or other key employees;
- sales or perceived sales of additional Subordinate Voting Shares, and short-sales, hedging and other derivative transactions in the Subordinate Voting Shares;
- litigation or regulatory action against the Company;
- breaches of security or privacy incidents, and the costs associated with any such breaches and remediation;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors; and
- news reports relating to trends, concerns or competitive developments, regulatory changes and other related issues in the Company's industry or target markets.

Financial markets have in the past experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies, including during the first months of the COVID-19 crisis. Such fluctuations have also, in many cases, been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Subordinate Voting Shares may decline even if the Company's operating results, financial condition or prospects have not changed. As well, certain institutional investors may base their investment decisions on consideration of the Company's environmental, governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to meet such criteria may result in a limited or no investment in the Subordinate Voting Shares by those institutions, which could materially adversely affect the trading price of the Subordinate Voting Shares. If such increased levels of volatility and market turmoil resume, as could be the case in light of some growing concerns of a potential recession in Canada, the U.S. and other regions where the Company operates, the Company's business, results of operations or financial condition could be materially adversely impacted and the trading price of the Subordinate Voting Shares could be materially adversely affected. Unstable market conditions have in the past caused, and may cause in the future, and the potential resurgence of the COVID-19 pandemic or of other emerging diseases with similar effects in many regions may once again cause, a slowdown in the global economy as well as volatility in global financial markets and may adversely affect the market price of the Subordinate Voting Shares.

BRP Inc. is a holding company and its financial performance and results are dependent on the earnings of its subsidiaries and the distribution of those earnings to BRP Inc.

BRP Inc. is a holding company and a substantial portion of its assets consists in the shares of its direct and indirect subsidiaries. As a result, BRP Inc. is subject to the risks attributable to its subsidiaries. As a holding company, BRP Inc. conducts substantially all of its business through its subsidiaries, which generate substantially all of its revenues. Consequently, BRP Inc.'s cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its subsidiaries and the distribution of those earnings to BRP Inc. The ability of these entities to pay dividends and other distributions will depend on their operating results and will be subject to applicable laws and regulations that require that solvency and capital standards be maintained by such companies and contractual restrictions contained in the instruments governing their debt. In the event of a bankruptcy, liquidation or reorganization of any of its subsidiaries, holders of indebtedness and trade creditors will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to BRP Inc. As at January 31, 2023, the Shares were effectively junior to approximately $6,710.2 million of indebtedness of BRP Inc.'s subsidiaries.

Beaudier Group and Bain Capital have significant influence with respect to matters put before the shareholders, which may have a negative impact on the trading price of the Subordinate Voting Shares

As at March 21, 2023, Beaudier Group and Bain Capital owned 21,774,757 and 15,796,615 Multiple Voting Shares, respectively, which represented approximately 44.9% and 32.6%, respectively, of the combined voting power of the Company's outstanding Shares. Accordingly, Beaudier Group and Bain Capital have significant influence with respect to all matters submitted to the Company's shareholders for approval, including without limitation the election and removal of directors, amendments to the articles of incorporation and by-laws of the Company and the approval of certain business combinations. Holders of Subordinate Voting Shares have a limited role in the Company's affairs. This concentration of voting power may impact the market price of the Subordinate Voting Shares, delay or prevent any acquisition or delay or discourage take-over attempts that shareholders may consider to be favourable, or make it more difficult or impossible for a third party to acquire control of the Company or effect a change in the Company's Board of Directors and management. Any delay or prevention of a change of control transaction could deter potential acquirors or prevent the completion of a transaction in which the Company's shareholders could receive a substantial premium over the then current market price for their Subordinate Voting Shares.

In addition, Beaudier Group's and Bain Capital's interests may not in all cases be aligned with interests of the other shareholders of the Company. Beaudier Group and Bain Capital may have an interest in pursuing acquisitions, divestitures and other transactions that, in the judgment of their management, could enhance their equity investment, even though such transactions might involve risks to the shareholders of the Company and may ultimately affect the market price of the Subordinate Voting Shares.

Future sales of Subordinate Voting Shares by Beaudier Group, Bain Capital or the Company's directors and officers

As at March 21, 2023, Beaudier Group owned 21,774,757 Multiple Voting Shares, which in the aggregate represented approximately 51.4% of the issued and outstanding Multiple Voting Shares of the Company, and Bain Capital owned 15,796,615 Multiple Voting Shares, which in the aggregate represented approximately 37.3% of the issued and outstanding Multiple Voting Shares of the Company. Each outstanding Multiple Voting Share may at any time, at the option of the holder, be converted into one Subordinate Voting Share. However, the future sale of a substantial number of Subordinate Voting Shares by Beaudier Group, Bain Capital, the Company's directors and officers, or the perception that such sales could occur, could materially adversely affect prevailing market prices for the Subordinate Voting Shares. See "Description of the Capital Structure".

Subject to compliance with applicable securities laws, Beaudier Group, Bain Capital or the Company's directors and officers may sell some or all of their Subordinate Voting Shares in the future. No prediction can be made as to the effect, if any, such future sales of Subordinate Voting Shares will have on the market price of the Subordinate Voting Shares prevailing from time to time. However, the future sale of a substantial number of Subordinate Voting Shares by Beaudier Group, Bain Capital or the Company's directors and officers or the perception that such sales could occur, could materially adversely affect prevailing market prices for the Subordinate Voting Shares.

Pursuant to the Registration Rights Agreement, each of Beaudier Group and Bain Capital is granted certain registration rights. See "Material Contracts — Securityholders Agreements — Registration Rights Agreement".

DIVIDENDS

The following table sets out the cash dividends declared and paid during Fiscal 2021, Fiscal 2022 and Fiscal 2023.

Date of Declaration	Date of Payment	Amount of Dividend per Share
November 24, 2020	January 14, 2021	$ 0.11
March 24, 2021	April 19, 2021	$ 0.13
June 2, 2021	July 16, 2021	$ 0.13
September 1, 2021	October 14, 2021	$ 0.13
November 30, 2021	January 14, 2022	$ 0.13
March 24, 2022	April 18, 2022	$ 0.16
June 2, 2022	July 14, 2022	$ 0.16
September 13, 2022	October 14, 2022	$ 0.16
November 29, 2022	January 13, 2023	$ 0.16
March 22, 2023	April 17, 2023	$ 0.18

The Board of Directors has determined that each of the foregoing quarterly dividends was, at the time of declaration, appropriate based on the Company's results of operations, current and anticipated cash requirements and surplus, financial condition, contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and upon other relevant factors. The payment of each future quarterly dividend remains subject to the declaration of such dividend by the Board of Directors. The actual amount, the declaration date, the record date and the payment date of each quarterly dividend are subject to the discretion of the Board of Directors, and, at this time, no assurance can be given as to the declaration of any future dividend by the Company and, if a dividend is declared, the timing, frequency or amount of any such future dividend. See "Risk Factors".

DESCRIPTION OF THE CAPITAL STRUCTURE

The Company's authorized share capital consists of an unlimited number of Multiple Voting Shares and Subordinate Voting Shares and an unlimited number of preferred shares (the "Preferred Shares"), issuable in series. As at March 21, 2023, 36,522,508 Subordinate Voting Shares, 42,384,200 Multiple Voting Shares and no Preferred Shares were issued and outstanding.

The Subordinate Voting Shares are "restricted securities" within the meaning of such term under applicable Canadian securities laws.

Shares

Except as described herein, the Subordinate Voting Shares and the Multiple Voting Shares have the same rights, are equal in all respects and are treated by the Company as if they were shares of one class only.

Rank

The Subordinate Voting Shares and Multiple Voting Shares rank *pari passu* with respect to the payment of dividends, return of capital and distribution of assets in the event of the liquidation, dissolution or winding up of the Company. In the event of the liquidation, dissolution or winding-up of the Company or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs, whether voluntarily or involuntarily, the holders of Multiple Voting Shares and the holders of Subordinate Voting Shares are entitled to participate equally, share for share, subject always to the rights of the holders of any Preferred Shares, in the remaining property and assets of the Company available for distribution to the holders of Shares, without preference or distinction among or between the Subordinate Voting Shares and the Multiple Voting Shares.

Dividends

The holders of outstanding Shares are entitled to receive, subject always to the rights of the holders of any Preferred Shares, dividends on a share for share basis out of assets legally available therefore at such times and in such amounts and form as the Board of Directors may from time to time determine, without preference or distinction among or between the Subordinate Voting Shares and the Multiple Voting Shares. In the event of a payment of a dividend in the form of Shares, holders of Subordinate Voting Shares shall receive Subordinate Voting Shares and holders of Multiple Voting Shares shall receive Multiple Voting Shares.

Voting Rights

Under the Company's articles, the Subordinate Voting Shares carry one vote per share and Multiple Voting Shares carry six votes per share. Based on the number of shares issued and outstanding as at March 21, 2023, the Subordinate Voting Shares represented 46.3% of the Company's total issued and outstanding Shares and 12.6% of the voting power attached to all of the Shares.

Conversion

The Subordinate Voting Shares are not convertible into any other class of shares. Each outstanding Multiple Voting Share may at any time, at the option of the holder, be converted into one Subordinate Voting Share. Upon the first date that any Multiple Voting Share is held other than by a Permitted Holder (as defined below), such holder, without any further action, shall automatically be deemed to have exercised his, her or its rights to convert all of the Multiple Voting Shares held by such holder into fully paid and non-assessable Subordinate Voting Shares, on a share for share basis.

In addition, all Multiple Voting Shares, regardless of the holder thereof, will convert automatically into Subordinate Voting Shares at such time as Permitted Holders that hold Multiple Voting Shares no longer hold and own, collectively, directly or indirectly, more than 15% of the beneficial ownership interests in the aggregate number of outstanding Multiple Voting Shares and Subordinate Voting Shares (it being understood that the number of Multiple Voting Shares shall be added to the number of Subordinate Voting Shares for the purposes of such calculation).

For the purposes of the foregoing:

"Affiliate" means, with respect to any specified Person (as defined below), any other Person that directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such specified Person;

"Members of the Immediate Family" means with respect to any individual, each spouse (whether by marriage or civil union) or common law partner (as defined in the Income Tax Act (Canada) (the "Tax Act")) or child or other descendants (whether by birth or adoption) of such individual, each spouse (whether by marriage or civil union) or common law partner (as defined in the Tax Act) of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons, and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the Tax Act as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual.

"Permitted Holders" means (i) Janine Bombardier, Claire Bombardier Beaudoin, Laurent Beaudoin, Huguette Bombardier Fontaine, Jean-Louis Fontaine and J.R. André Bombardier, and the Members of the Immediate Family of each such individual; (ii) any Person controlled, directly or indirectly, by one or more of the Persons referred to in clause (i) above; (iii) Bain Capital and any of its Affiliates; and (iv) CDPQ and any of its Affiliates;

"Person" means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company; and

A Person is "controlled" by another Person or other Persons if: (i) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate at least 66⅔% of the votes for the election of directors and representing in the aggregate at least 66⅔% of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons; and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (ii) in the case of a Person that is not a company or other body corporate, at least 66⅔% of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and "controls", "controlling" and "under common control with" shall be interpreted accordingly.

Subscription Rights

In the event of any distribution or issuance, including by way of a share dividend (a "Distribution") of voting shares of the Company (other than Multiple Voting Shares, Subordinate Voting Shares issued upon the conversion of Multiple Voting Shares or voting shares issued pursuant to the exercise of a right attached to any security of the Company issued prior to the Distribution) (the "Voting Shares") or of securities convertible or exchangeable into Voting Shares or giving the right to acquire Voting Shares (other than options or other securities issued under compensatory plans or other plans to purchase Voting Shares or any other securities in favour of the management, directors, employees or consultants of the Company) (the "Convertible Securities" and, together with the Voting Shares, the "Distributed Securities"), the Company shall issue to the holder(s) of Multiple Voting Shares rights to subscribe for that number of Multiple Voting Shares, or, as the case may be, for securities convertible or

exchangeable into or giving the right to acquire, on the same terms and conditions, including subscription or exercise price, as applicable, mutatis mutandis (except for the ultimate underlying securities that shall be Multiple Voting Shares), as those stipulated in the Convertible Securities, that number of Multiple Voting Shares, respectively, which carry, in the aggregate, a number of voting rights sufficient to fully maintain the proportion of total voting rights (on a fully diluted basis) associated with the then outstanding Multiple Voting Shares (the "Rights to Subscribe").

The Rights to Subscribe shall be issued to the holder(s) of Multiple Voting Shares in a proportion equal to their respective holdings of Multiple Voting Shares and shall be issued concurrently with the completion of the Distribution of the applicable Distributed Securities. To the extent that any such Rights to Subscribe are exercised, in whole or in part, the securities underlying such Rights to Subscribe (the "Subscription Securities") shall be issued and must be paid for concurrently with the completion of the Distribution and payment to the Company of the issue price for the Distributed Securities, at the lowest price permitted by the applicable securities and stock exchange regulations and subject (as to such price) to the prior consent of the exchanges but at a price not lower than (i) if the Distributed Securities are Subordinate Voting Shares, the price at which Subordinate Voting Shares are then being issued or distributed, (ii) if the Distributed Securities are Convertible Securities, the price at which the applicable Convertible Securities are then being issued or distributed, and (iii) if the Distributed Securities are Voting Shares other than Subordinate Voting Shares, the higher of (a) the weighted average price of the transactions on the Subordinate Voting Shares on the TSX (or such other primary stock exchange on which they are listed, as the case may be) for the 20 trading days preceding the Distribution of such Voting Shares or of (b) the weighted average price of transactions on the Subordinate Voting Shares on the TSX (or such other primary stock exchange on which they are listed, as the case may be), the trading day before the Distribution of such Voting Shares.

The privileges attached to Subscription Securities that are securities convertible or exchangeable into or giving the right to acquire Multiple Voting Shares shall only be exercisable if and whenever the same privileges attached to the Convertible Securities are exercised and shall not result in the issuance of a number of Multiple Voting Shares that increases the proportion (as in effect immediately prior to giving effect to the completion of the Distribution) of total voting rights associated with the Multiple Voting Shares after giving effect to the exercise by the holder(s) of the privileges attached to such Convertible Securities.

The right to receive Rights to Subscribe as described above, and the legal or beneficial ownership of the Rights to Subscribe, may be assigned in whole or in part among Permitted Holders, provided that written notice of any such assignment shall be sent promptly to the other holders of Multiple Voting Shares and the Company.

Subordinate Voting Shares have no pre-emptive or subscription rights to purchase any securities of the Company. An issuance of participating (equity) securities will not be rendered invalid due to a failure by the Company to comply with the foregoing.

Subdivision or Consolidation

No subdivision or consolidation of the Subordinate Voting Shares or the Multiple Voting Shares may be carried out unless, at the same time, the Multiple Voting Shares or the Subordinate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis.

Certain Amendments

In addition to any other voting right or power to which the holders of Subordinate Voting Shares shall be entitled by law or regulation or other provisions of the Articles of the Company from time to time in effect, but subject to the provisions of Articles of the Company, holders of Subordinate Voting Shares shall be entitled to vote separately as a class, in addition to any other vote of shareholders that may be required, in respect of any alteration, repeal or amendment of the Articles of the Company that would adversely affect the powers, preferences or rights of the holders of Subordinate Voting Shares, including an amendment to the terms of the Articles of the Company that provide that any Multiple Voting Shares sold or transferred to a Person that is not a Permitted Holder shall be automatically converted into Subordinate Voting Shares.

Certain Class Votes

Without limiting other rights at law of any holders of Multiple Voting Shares or Subordinate Voting Shares to vote separately as a class or the terms of the following paragraph, neither the holders of the Multiple Voting Shares nor the holders of the Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the Articles of the Company in the case of an amendment of the kind referred to in paragraph (a) of subsection 176(1) of the *Canada Business Corporations Act* and, as regards the creation of additional classes of preferred shares that are non-voting, paragraph (e) of subsection 176(1) of the *Canada Business Corporations Act*.

The holders of the Subordinate Voting Shares shall be entitled to vote separately as a class (but will not have any dissent rights) in respect of any amalgamation, arrangement, business combination or sale, lease, exchange or transfer of all or substantially all the property of the Company (as such expressions are interpreted for the purposes of the *Canada Business Corporations Act*) in connection with which or following which any holder of Multiple Voting Shares would, directly or indirectly, receive or be entitled to receive consideration, money, property or securities of greater value per share or different in kind than the consideration or distribution available to holders of Subordinate Voting Shares, unless the holders of Subordinate Voting Shares are otherwise already entitled to vote separately as a class in respect of such transaction under any applicable law (including, without limitation, securities laws in any jurisdiction, together with the rules, regulations, orders and notices made thereunder and the local, uniform and national published instruments and policies adopted by the securities regulatory authority in such jurisdiction, as applied and interpreted by such securities regulatory authority) or the rules, notices, policies and procedures or any decision of any applicable stock exchange.

Issuance of Additional Multiple Voting Shares

Subject to the provisions of the Articles of the Company, the Company may not issue Multiple Voting Shares without the approval of at least 66⅔% of the votes cast at a meeting of the holders of Subordinate Voting Shares duly held for that purpose. However, approval is not required in connection with a subdivision or conversion on a pro rata basis as between the Subordinate Voting Shares and the Multiple Voting Shares or the issuance of Multiple Voting Shares upon the exercise of the Rights to Subscribe.

Take-Over Bid Protection

Under applicable Canadian law, an offer to purchase Multiple Voting Shares would not necessarily require that an offer be made to purchase Subordinate Voting Shares. In accordance with the rules of the TSX designed to ensure that, in the event of a take-over bid, the holders of Subordinate Voting Shares will be entitled to participate on an equal footing with holders of Multiple Voting Shares, the Beaudier Group, Bain Capital and CDPQ, as the owners of all the outstanding Multiple Voting Shares, entered into a coattail agreement dated May 29, 2013 with the Company and Computershare Trust Company of Canada (the “Coattail Agreement”). The Coattail Agreement contains provisions customary for dual class, TSX-listed companies designed to prevent transactions that otherwise would deprive the holders of Subordinate Voting Shares of rights under applicable provincial take-over bid legislation to which they would have been entitled if the Multiple Voting Shares had been Subordinate Voting Shares.

The undertakings in the Coattail Agreement do not apply to prevent a sale of Multiple Voting Shares by any of Beaudier Group, Bain Capital or CDPQ if concurrently an offer is made to purchase Subordinate Voting Shares that:

- offers a price per Subordinate Voting Share at least as high as the highest price per share paid pursuant to the take-over bid for the Multiple Voting Shares;
- provides that the percentage of outstanding Subordinate Voting Shares to be taken up (exclusive of shares owned immediately prior to the offer by the offeror or persons acting jointly or in concert with the offeror) is at least as high as the percentage of Multiple Voting Shares to be sold (exclusive of Multiple Voting Shares owned immediately prior to the offer by the offeror and persons acting jointly or in concert with the offeror);
- has no condition attached other than the right not to take up and pay for Subordinate Voting Shares tendered if no shares are purchased pursuant to the offer for Multiple Voting Shares; and
- is in all other material respects identical to the offer for Multiple Voting Shares.

In addition, the Coattail Agreement does not prevent the transfer of Multiple Voting Shares by Beaudier Group, Bain Capital or CDPQ to a Permitted Holder, provided such transfer is not or would not have been subject to the requirements to make a take-over bid (if the vendor or transferee were in Canada) or constitutes or would constitute an exempt take-over bid (as defined in applicable securities legislation). The conversion of Multiple Voting Shares into Subordinate Voting Shares, whether or not such Subordinate Voting Shares are subsequently sold, would not constitute a disposition of Multiple Voting Shares for the purposes of the Coattail Agreement.

Under the Coattail Agreement, any disposition of Multiple Voting Shares (including a transfer to a pledgee as security) by a holder of Multiple Voting Shares party to the agreement is conditional upon the transferee or pledgee becoming a party to the Coattail Agreement, to the extent such transferred Multiple Voting Shares are not automatically converted into Subordinate Voting Shares in accordance with the Articles of the Company.

The Coattail Agreement contains provisions for authorizing action by the trustee to enforce the rights under the Coattail Agreement on behalf of the holders of the Subordinate Voting Shares. The obligation of the trustee to take such action is conditional on the Company or holders of the Subordinate Voting Shares providing such funds and indemnity as the trustee may require. No holder of Subordinate Voting Shares will have the right, other than through the trustee, to institute any action or proceeding or to exercise any other remedy to enforce any rights arising under the Coattail Agreement unless the trustee fails to act on a request authorized by holders of not less than 10% of the outstanding Subordinate Voting Shares and reasonable funds and indemnity have been provided to the trustee. The Company agreed to pay the reasonable costs of any action that may be taken in good faith by holders of Subordinate Voting Shares pursuant to the Coattail Agreement.

The Coattail Agreement provides that it may not be amended, and no provision thereof may be waived, unless, prior to giving effect to such amendment or waiver, the following have been obtained: (a) the consent of the TSX and any other applicable securities regulatory authority in Canada and (b) the approval of at least 66⅔% of the votes cast by holders of Subordinate Voting Shares excluding votes attached to Subordinate Voting Shares held by Beaudier Group, Bain Capital, CDPQ, their affiliates and any persons who have an agreement to purchase Multiple Voting Shares on terms that would constitute a sale or disposition for purposes of the Coattail Agreement other than as permitted thereby.

No provision of the Coattail Agreement limits the rights of any holders of Subordinate Voting Shares under applicable law.

Preferred Shares

The Company is authorized to issue an unlimited number of Preferred Shares, issuable in series. Each series of Preferred Shares shall consist of such number of shares and having such rights, privileges, restrictions and conditions as may be determined by the Board of Directors prior to the issuance thereof. Holders of Preferred Shares, except as otherwise provided in the terms specific to a series of Preferred Shares or as required by law, will not be entitled to vote at meetings of holders of Shares. With respect to the payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the Preferred Shares are entitled to preference over the Shares and any other shares ranking junior to the Preferred Shares from time to time and may also be given such other preferences over Shares and any other shares ranking junior to the Preferred Shares as may be determined at the time of creation of such series.

Advance Notice Requirements for Director Nominations

The Company's by-laws provide that shareholders seeking to nominate candidates for election as directors must provide timely written notice to the Company's secretary at its principal executive offices. To be timely, a shareholder's notice must be received (i) in the case of an annual meeting of shareholders, not less than 30 days nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice by the shareholder may be received not later than the close of business on the 10th day following the date of such public announcement; and (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. The Company's by-laws also prescribe the proper written form for a shareholder's notice. The Board of Directors may, in its sole discretion, waive any requirement under these provisions. These provisions shall be automatically repealed and cease to have effect upon the termination of the Nomination Rights Agreement entered into between the Company and the Beaudier Group, Bain Capital and CDPQ. See "Material Contracts — Securityholders Agreement — Nomination Rights Agreement".

MARKET FOR SECURITIES AND TRADING PRICE AND VOLUME

The Subordinate Voting Shares are listed for trading on the TSX and Nasdaq under the symbols "DOO" and "DOOO", respectively.

The following table sets forth, for the periods indicated, the monthly range of highs and lows trading closing prices of the Subordinate Voting Shares, as well as total monthly volumes and average daily volumes of the Subordinate Voting Shares traded on the TSX:

Month	Price per Subordinate Voting Share ($) Monthly Low	Price per Subordinate Voting Share ($) Monthly High	Subordinate Voting Shares Total Monthly Volume	Subordinate Voting Shares Average Daily Volume
February 2022	85.31	106.75	3,766,791	198,252
March 2022	73.74	106.23	7,153,826	311,036
April 2022	99.82	107.20	5,472,021	273,601
May 2022	83.96	108.54	9,349,409	445,210
June 2022	76.72	101.16	5,631,623	255,983
July 2022	78.87	97.93	2,726,111	136,306
August 2022	89.61	104.95	2,791,277	126,876
September 2022	83.90	100.79	2,911,250	138,631
October 2022	80.87	93.78	2,509,009	125,450
November 2022	85.05	102.91	2,964,709	134,760
December 2022	99.96	109.44	3,837,696	191,885
January 2023	100.92	111.26	2,361,120	112,434

The following table sets forth, for the periods indicated, the monthly range of highs and lows trading closing prices of the Subordinate Voting Shares, as well as total monthly volumes and average daily volumes of the Subordinate Voting Shares traded on Nasdaq:

Month	Price per Subordinate Voting Share (US$) Monthly Low	Price per Subordinate Voting Share (US$) Monthly High	Subordinate Voting Shares Total Monthly Volume	Subordinate Voting Shares Average Daily Volume
February 2022	66.67	84.15	1,673,676	88,088
March 2022	57.38	85.18	3,393,102	147,526
April 2022	78.96	85.78	2,507,830	125,392
May 2022	65.62	85.29	2,400,943	114,331
June 2022	59.60	80.42	2,469,576	117,599
July 2022	60.50	76.42	1,181,974	59,099
August 2022	68.44	81.55	1,169,731	50,858
September 2022	61.03	76.26	1,481,320	70,539
October 2022	58.71	68.91	948,546	45,169
November 2022	61.64	76.32	941,515	44,834
December 2022	74.04	80.81	1,101,840	52,469
January 2023	74.13	83.62	742,174	37,109

The Multiple Voting Shares are not listed for trading on any stock exchange.

DIRECTORS AND OFFICERS

The following tables set out for each of the Company's directors and executive officers as of the date hereof, the person's name, province or state, and country of residence, position with the Company, principal occupation during the five preceding years and, if a director, the date on which the person became a director. The Company's directors are expected to hold office until the Company's next annual general meeting of shareholders. The Company's directors are elected annually and, unless re-elected, retire from office at the end of the next annual meeting of shareholders. As a group, the directors and executive officers beneficially owned, or controlled or directed, directly or indirectly, a total of 1,167,279 Subordinate Voting Shares, representing in the aggregate 3.2% of all of the Company's issued and outstanding Subordinate Voting Shares, 1.5% of all of the Company's issued and outstanding Shares and 0.4% of the total voting power attached to all of the Company's issued and outstanding Shares as at March 21, 2023.

Directors

Name and Province or State and Country of Residence	Age	Position(s)/Title	Director Since	Principal Occupation
PIERRE BEAUDOIN[1][2] Québec, Canada	60	Director	2019	Corporate Director
JOSHUA BEKENSTEIN[1][2] Massachusetts, U.S.	64	Director	2003	Managing Director at Bain Capital Investors, LLC (a private equity fund)
JOSÉ BOISJOLI[3] Québec, Canada	65	Chair of the Board, President and Chief Executive Officer	2011	President and Chief Executive Officer of the Company
CHARLES BOMBARDIER[3] Québec, Canada	49	Director	2020	Corporate Director
ERNESTO M. HERNÁNDEZ[3] [4] State of Mexico, Mexico	65	Director	2020	Corporate Director
KATHERINE KOUNTZE[4] Massachusetts, U.S.	60	Director	2020	Chief Information Officer of Bose Corporation
LOUIS LAPORTE[3]5 Québec, Canada	62	Director	2013	President of GL Capital Inc. (a private investment company)
ESTELLE MÉTAYER[2][4] Québec, Canada	52	Director	2014	President of EM Strategy Inc. (a strategy consulting firm) and adjunct professor at McGill University
NICHOLAS NOMICOS[4] Massachusetts, U.S.	60	Director	2016	Senior Advisor of Nonantum Capital Partners, LLC (a middle market private equity firm)
EDWARD PHILIP[5][6] Florida, U.S.	57	Director	2005	Corporate Director
MICHAEL ROSS[4] Québec, Canada	63	Director	2022	Corporate Director
BARBARA J. SAMARDZICH[1][7][8] Michigan, U.S.	64	Director	2017	Corporate Director

(1) Member of the Human Resources & Compensation Committee.
(2) Member of the Nominating Governance and Social Responsibility Committee.
(3) Member of the Investment and Risk Committee.
(4) Member of the Audit Committee.
(5) Chair of the Human Resources & Compensation Committee.
(6) Chair of the Nominating, Governance and Social Responsibility Committee.
(7) Chair of the Investment and Risk Committee.
(8) Lead Director.

5 As announced by the Company on November 21, 2022, Louis Laporte will retire from the Company's board of directors effective as of the next shareholders meeting of the Company scheduled on June 1, 2023. Élaine Beaudoin will be proposed as nominee to replace Louis Laporte on the Company's board of directors at the Company's next shareholders meeting.

Executive Officers

Name and Province or State and Country of Residence	Age	Position(s)/Title
STÉPHANE BILODEAU Québec, Canada	56	Chief Information Officer
JOSÉ BOISJOLI Québec, Canada	65	Chief Executive Officer and President
KARIM DONNEZ Illinois, U.S.	46	President, Marine Group
BERNARD GUY Québec, Canada	58	Executive Vice-President, Global Product Strategy
ANNE-MARIE LABERGE Québec, Canada	57	Chief Marketing Officer
MARTIN LANGELIER Québec, Canada	52	Chief Legal Officer
DENYS LAPOINTE Québec, Canada	61	Chief Design Officer
ANNE LE BRETON Québec, Canada	51	Executive Vice-President, People and Culture
SÉBASTIEN MARTEL Québec, Canada	51	Chief Financial Officer
JOSÉE PERREAULT Québec, Canada	60	Executive Vice-President, Omnichannel
SANDY SCULLION Québec, Canada	55	President, Powersports Group
MINH THANH TRAN Québec, Canada	39	Executive Vice-President, Corporate Strategy & LVHA Group
THOMAS UHR Québec, Canada	58	Chief Technology Officer

Biographies

The following are brief profiles of the directors and executive officers of the Company, including a description of each individual's principal occupation within the past five years.

Non-Executive Directors

Pierre Beaudoin, Director

Mr. Beaudoin is a corporate director. Mr. Beaudoin joined the Marine Products division of Bombardier Inc. in 1985. In October 1990, he was appointed Vice-President, Product Development of the Sea-Doo/Ski-Doo division. In 1992, he was appointed Executive Vice-President of the Sea-Doo/Ski-Doo division and became President of Bombardier Inc. in January 1994. In April 1996, he was promoted to President and Chief Operating Officer of Bombardier Recreational Products. In February 2001, he was appointed President of Bombardier Aerospace Services Limited, Business Aircraft and he became President and Chief Operating Officer of Bombardier Aerospace Services Limited in October of the same year. On December 13, 2004, in addition to his duties as President and Chief Operating Officer of Bombardier Aerospace Services Limited, he was appointed Executive Vice-President of Bombardier Inc. and became a member of the board of directors of Bombardier Inc. On June 4, 2008, he was appointed President and Chief Executive Officer of Bombardier Inc. and served until 2015. He became Executive Chairman of the board of directors of Bombardier Inc. in February 2015 and Chairman of the board of directors in July 2017. He has also been a member of the board of directors of Power Corporation of Canada since 2005.

Joshua Bekenstein, Director

Mr. Bekenstein is a Senior Advisor at Bain Capital Investors, LLC. Prior to joining Bain Capital in 1984, Mr. Bekenstein spent several years at Bain & Company, Inc., where he was involved with companies in a variety of industries. Mr. Bekenstein is a member of the board of directors and the Nominating and Governance Committee of Canada Goose Holdings Inc. He is also a member of the board of directors and the Human Resources and Compensation Committee of Dollarama Inc. He also serves as a director of Bright Horizons Family Solutions Inc., for which he is a member of the Compensation Committee. Mr. Bekenstein received a Bachelor of Arts from Yale University and a Master of Business Administration (MBA) from Harvard Business School.

Charles Bombardier, Director

Mr. Bombardier is a corporate director. He was hired by BRP in 1989, and he later joined the R&D team to develop advanced vehicle concepts (Can-Am, Ski-Doo & Spyder). In 2006, he left the family business and created Jophem Holdings to finance startups, design new vehicle concepts and build prototypes in collaboration with universities. For 10 years, Mr. Bombardier also operated two BRP dealerships in Quebec. Between 2017 and 2019, he was hired as a senior consultant for the International Civil Aviation Organization (ICAO). He is also a member of the board of directors of Bombardier Inc. since 2019. Mr. Bombardier is a Canadian engineer and holds a Bachelor's and a Master's of science degrees from the *École de Technologie Supérieure* and a certificate in board governance from *Université Laval*.

Ernesto M. Hernández, Director

Mr. Hernández is a corporate director who has over 40 years of engineering sales, marketing and operations experience in the automotive industry. After starting his career at General Motors (Mexico) in 1980 as a Development Engineer, he worked in several positions including Engineering Manager, Executive Engineer, and Marketing Director. In 2003, he was appointed Vice-President of General Motors de México and Executive Director of Sales, Service and Marketing, where he successfully led the commercial operations of various brands including Chevrolet, Buick, GMC and Cadillac. In 2011, he took the helm as the first Mexican national to be appointed President and Managing Director. He held this role until September 2019 and retired in January 2020. During his tenure, Ernesto M. Hernández managed both the commercial and manufacturing sides of General Motors' operations in Mexico, Central America and the Caribbean. He sits on the board of directors of Constellation Brands, Inc. and is a member of its Human Resources Committee. He also sits on the board of directors of Dana Incorporated and is a member of its Compensation Committee as well as its Technology and Sustainability Committee. He currently serves in various Chambers of Commerce and Business Councils. Mr. Hernández was an independent director on the board of directors of Grupo KUO, S.A.B. de C.V., DINE, S.A.B. de C.V., and Corporación Zapata, S.A. de C.V. He obtained a Bachelor of Science from *Instituto Politécnico Nacional* and he has also completed a Master of Science in Administration and a Master of Science in Management from the *Instituto Tecnológico Autónomo de México* and the Massachusetts Institute of Technology, respectively.

Katherine Kountze, Director

Ms. Kountze is the Chief Information Officer (CIO) for Bose Corporation, a consumer retail company that develops sound solutions for entertainment, home audio, aviation, and automotive industries. She has held other various senior IT leadership positions across her 25+ years working in the technology field. Before joining Bose Corporation, Ms. Kountze was the Chief Information Officer for DentaQuest, a company that provides oral health care benefits and delivers oral care, from 2021 to 2022. Between 2012 and 2021, Ms. Kountze was also Senior Vice-President and Chief Information Officer (CIO) for Eversource Energy, the largest provider of electric, gas and water services in the New England area of the United States, where she held that position for 11 years and prior to that Ms. Kountze spent 2 years as the Vice-President and CIO for United Illuminating Company, an electric utility company in Connecticut. She is the Chair for the Boston CIO Leadership Council and a member of the Massachusetts Cybersecurity Council, a cybersecurity advisory group for the Governor of Massachusetts. Ms. Kountze serves on the board of The Children's Place Inc. and is a member of its Audit Committee since November 2021. She has won several awards including: 2021 Top Women in Energy, 2021 Diversity Women Elite 100, Most Impactful Black Women in Boston 2021, 2017 CIO of the Year, and 2015 Women Leading Stem Award. Ms. Kountze holds a bachelor's degree in actuarial Math and Science and a master's degree in Computer Science. She also received a certification in Risk and Information Security Controls (CRISC) in 2023.

Louis Laporte, Director

Mr. Laporte is President of GL Capital Inc. since 2019. Mr. Laporte was the Executive Vice-President of Beaudier Inc., a private holding company and a holder of Multiple Voting Shares, from 2004 to 2019. In 2003, Mr. Laporte managed the acquisition of the recreational products business of Bombardier Inc. for Beaudier Group. Prior to 2003, Mr. Laporte was the owner and operator of a number of privately held companies, such as Dudley Inc., one of Canada's leading lock manufacturers and distributors, and AMT Marine Inc., a manufacturer, subcontractor and supplier of *Sea-Doo* jet boats, where he contributed to the production and participated in the initial design and engineering of the *Sea-Doo* jet boat for BRP. Mr. Laporte is and has been a director of several privately-owned companies. Mr. Laporte holds a Bachelor of Accounting Sciences from the *Université du Québec à Montréal* (UQAM) and a Bachelor of Commerce from McGill University. Mr. Laporte is a chartered professional accountant.

Estelle Métayer, Director

Ms. Métayer is the president of EM Strategy Inc. and an adjunct professor at McGill University. She worked at the ING Bank (Netherlands, Poland), Bouygues Group (France, UK), and in Canada at McKinsey & Company, CAE Inc., and Competia Inc. which she founded and sold in 2004. She currently serves on the board of directors, sits on the Human Resources and Compensation Committee, the Strategy Committee and chairs the Investment Committee of Audemars Piguet Holding S.A. (Switzerland). She also serves on the board of Ivanhoe Cambridge inc. (Canada) for which she is a member of the Human Resources and Compensation Committee and chairs the Governance and Ethics Committee and the board of Martur Fompak International (Republic of Türkiye) for which she is a member of the Audit Committee. Ms. Métayer joined the board of directors of Nortera Foods Inc. (Canada, USA) and chairs its Human Resources and Governance Committee as well as being Chair of the Board. In the last few years, she served on various advisory boards and boards of directors, including Cookit inc. (Canada) where she chaired the Compensation, Human Resources and Governance Committee, Agropur (Canada) and Blockstream Corporation (Montreal, Silicon Valley). Ms. Métayer is a certified director of the *Institut Français des Administrateurs* and attended the High Performing Boards Program at Harvard Business School. She was trained in the Netherlands, where she obtained her MBA and Drs. from the University of Nijenrode.

Nicholas Nomicos, Director

Mr. Nomicos is a Senior Advisor of Nonantum Capital Partners, LLC, a middle market private equity firm that he founded with other executives in 2018. Prior to that, Mr. Nomicos was at Bain Capital Investors, LLC where he worked from 1999 to 2016 as an Operating Partner focused on investments in the manufacturing and consumer product sectors and as a Managing Director of Bain Capital Credit, LP, the credit arm of Bain Capital Investors, LLC. Previously, Mr. Nomicos was a senior corporate development and manufacturing executive at Oak Industries Inc., and he spent several years at Bain & Company, Inc. where he was an engagement manager. Mr. Nomicos serves on the board of directors and is a member of the Audit Committee of Dollarama Inc. He received a Master of Business Administration (MBA) from Harvard Business School and a Bachelor of Science in Engineering from Princeton University.

Edward Philip, Director

Mr. Philip is a corporate director. He served as the Chief Operating Officer of Partners in Health (a non-profit health care organization) from 2013 until 2017. In addition, Mr. Philip was a Special Partner at Highland Consumer Fund (consumer-oriented private equity fund), serving in this role from 2013 until 2017. He served as Managing General Partner at Highland Consumer Fund from 2006 to 2013. Prior thereto, Mr. Philip served as President and Chief Executive Officer of Decision Matrix Group, Inc. (research and consulting firm) from 2004 to 2005. Prior to joining Decision Matrix Group, Inc., he was Senior Vice-President of Terra Networks, S.A. (global Internet company) from 2000 to 2004. In 1995, Mr. Philip joined Lycos, Inc. (an Internet service provider and search company) as one of its founding members. At Lycos, Inc., Mr. Philip held the positions of President, Chief Operating Officer and Chief Financial Officer at different times. Prior to joining Lycos, Inc., Mr. Philip was the Vice-President of Finance for The Walt Disney Company, and prior thereto Mr. Philip spent a number of years in investment banking. He sits on the board of directors of Hasbro, Inc. and on its Compensation Committee and is the Chairman of its Nominating, Governance and Social Responsibility Committee. Mr. Philip is also the Non-Executive Chairman of United Airlines Holdings, Inc. and sits on its Audit Committee, and is also Chairman of its Executive Committee and of its Nominating and Governance Committee. In addition, he is on the board of directors, a member of the Compensation Committee and Chairman of the Audit Committee of Blade Air Mobility, Inc., a technology-powered, global air mobility platform. Mr. Philip received a B.S. in Economics and Mathematics from Vanderbilt University and holds a Master of Business Administration from Harvard Business School.

Michael Ross, Director

Mr. Ross is a corporate director. He was Chief Financial Officer of Sesami Cash Management Technologies Corporation (“Sesami”) from 2022 to 2023. In this role, he was responsible for all financial activities, corporate development, and strategic planning. Prior to joining Sesami, Mr. Ross was Chief Financial Officer of Dollarama Inc. for over a decade. Prior to that, Mr. Ross was CFO of Sanimax Industries, a rendering services company, and spent over 20 years in senior financial roles in the television and broadcasting industry. He began his career as an auditor with Ernst & Young. Mr. Ross is a member of the board of directors of Pixcom Inc., the Fondation CHU Saint Justine and FEI – Quebec Chapter. He was previously a member of the board of directors of Investissement Québec, la Fondation Marie-Vincent, Fondation Dr Clown and Muscular Dystrophy Canada. Mr. Ross holds a Bachelor’s Degree in commerce and a graduate diploma in accounting from Concordia University. He received the Fellow of the Order distinction (FCPA) in 2012.

Barbara J. Samardzich, Director

Ms. Samardzich is a corporate director. Ms. Samardzich previously held various senior leadership positions across her 26-year career with Ford Motor Company. Before retiring in 2016, she was the Vice-President and Chief Operating Officer of Ford Europe leading a team of over 30,000 employees. In previous years, she served as Vice-President, Product Development; Vice-President, Global Powertrain Engineering and held various roles in powertrain and vehicle engineering within Ford. She has also worked in various engineering roles at Westinghouse Electric Corporation. Ms. Samardzich sits on the board of directors of several companies including Adient plc (Ireland) and chairs its Human Capital and Compensation Committee and is a member of its Audit and Executive

Committees. She served as a director of Velodyne LiDAR and as a member of its Audit Committee and chair of its Compensation Committee until 2021 and as a director of AB SKF until 2022. She has won many awards including CBTNews “Leading Women in Automotive in 2019” and 2016 Automotive News Europe “25 Leading Women in the European Auto Industry”. Ms. Samardzich holds a Bachelor of Science in Mechanical Engineering from the University of Florida, a Master of Science in Mechanical Engineering from Carnegie Mellon University, and a Master of Science in Engineering Management from Wayne State University.

Executive Officer Who Also Serves as Director

José Boisjoli, Chair of the Board of Directors, President and Chief Executive Officer

Mr. Boisjoli is Chair of the Board of Directors of BRP since 2019 and President and Chief Executive Officer of BRP since December 2003, when BRP became a standalone company. In October 1998, Mr. Boisjoli was named President of the Snowmobile and Watercraft division, the largest division of Bombardier Recreational Products Inc. In April 2001, he was given the added responsibility of managing the ATV division. Mr. Boisjoli joined Bombardier Recreational Products Inc. in 1989, after eight years in the pharmaceutical and road safety equipment industries. Mr. Boisjoli served on the board of directors of McCain Foods Group Inc. from January 2018 to February 2022. In April 2005, Mr. Boisjoli received the prestigious titles of Executive of the Year by Powersports Magazine, the most important powersports magazine in the United States, as Entrepreneur of the Year, Québec, by EY in 2014 and was also named CEO of the year 2017 by the Canadian business newspaper *Les Affaires*. Mr. Boisjoli received a Bachelor of Engineering from the *Université de Sherbrooke*.

Executive Officers Who Do Not Serve as Directors

Stéphane Bilodeau, Chief Information Officer

Stéphane Bilodeau joined BRP in October of 2022 as Chief Information Officer (CIO) to head its information technologies and evolve its systems to support the Company’s transformation and vision. He is responsible for Information Systems & Technology (IS&T) including cybersecurity, programs and data.

Stéphane came to BRP from the Business Development Bank of Canada (BDC) where he held the role of CIO for 5 years. A seasoned executive with extensive experience in information technology and operations in the financial services industry, Stéphane also led the development of the 2015 and 2016 editions of the FinTech Canada Forum, presented by Finance Montreal.

Prior to that, he managed the overall operations of the National Bank of Canada as Executive Vice-President, Operations and held various senior management positions in major organizations, notably serving as Executive Vice-President and Chief Operating Officer (COO) at the Montreal Exchange and Executive Vice-President of DMR Consulting, a subsidiary of Fujitsu.

A born leader and champion of teamwork, Stéphane is known for his business acumen, tact, dedication, and respect for commitments. He holds an Executive Management degree from Harvard Business School, an MBA from HEC Montréal, and a Bachelor’s Degree in IT Management from UQAM.

Karim Donnez, President, Marine Group

In May 2022, Karim Donnez was appointed President, Marine Group. An impressive breadth of personal and professional experience brought Karim Donnez to BRP as Senior Vice-President, Strategy, Business Development & Transformation in 2015.

Born in Paris, France, Karim has lived and worked around the world. He's passionate about family and adventure, and he loves getting out on Lake Michigan for watersports of all kinds. Karim is always ready to take on new challenges and learn from each lived experience. He's a strong believer in the journey of life, not the destination.

A die-hard rugby fan, Karim was involved with the Canada Rugby League for years, both as a player and later as a certified coach. His team spirit and determination are evident in his professional life, as he brings his all to his work, driving himself—and those around him—to excel.

He came to BRP from Rio Tinto, where he held several leadership positions including General Manager, Refinery & Energy for Rio Tinto Kennecott. In those roles, he oversaw business transformation initiatives as part of corporate global functions.

Karim's determination and relatability helped forge BRP's business strategy, which was instrumental in BRP's acquisitions of Alta Motors assets, leading to the creation of BRP EV, and subsequently Alumacraft, Manitou and Telwater. After the creation of the Marine Group in 2018, Karim took on its leadership in 2020.

Bernard Guy, Executive Vice-President, Global Product Strategy

Bernard Guy has enjoyed more than 35 years of experience with BRP. He has served in several management positions before he was named Executive Vice-President, Global Product Strategy in 2022. Bernard is responsible for BRP's global product strategy for both Powersports and Marine and is the Chairman of the Product Steering Committees in addition to being responsible for the strategic planning of BRP's accessories portfolio.

Bernard was born in Sept-Îles, Quebec, and has been a die-hard fan of motorized sports for as long as he can remember. An adrenaline-loving rider to the core, he believes that there's nothing like being out in the open air.

Bernard joined BRP in 1987 as a Project Engineer for Ski-Doo R&D and has moved up within the Company ever since, contributing his knowledge and expertise to engineering, procurement, strategy and product planning. He is driven by product innovation and improvement, and shares BRP's passion and determination to create the ultimate experience for the Company's customers.

Bernard's global vision truly came into play with the launch of the Can-Am brand. His focus and commitment to the brand propelled BRP from seventh to third place in the North American market. He also played a major role in developing BRP's value proposition strategy – and the results for both the Company and the Company's dealers speak for themselves.

Anne-Marie LaBerge, Chief Marketing Officer

From the moment Anne-Marie LaBerge joined BRP in October 2016 as Senior Vice-President, Global Brands & Communication, she's made her mark on the Company's DNA, winning the Company's customers' hearts and minds with a renewed focus on rider experience. Since May 2022, Anne-Marie has served as Chief Marketing Officer.

Born in Rochester, Minnesota, Anne-Marie discovered Quebec as a five-year-old on a sled behind her parents' Ski-Doo. Her passions – family and adventure – took root at her family's hunting and fishing camp, which she still loves to explore via snowmobile and ATV.

From her start at TELUS in 1996 to her appointment as Vice-President, Brand and Marketing Communications in 2009, Anne-Marie played a key role in growing the company to one of the best-known brands in Canada. Her visionary approach is what then led her to BRP, and her love of the outdoors was a natural fit with the Company's adventurous spirit.

Anne-Marie's client-centered approach and exceptional ability to think outside the box earned her several accolades, starting in 2011 with a Marketer of the Year award from Strategy magazine and the Québec Women in Business – Large Corporations award. She also received the prestigious CMO Club Marketing Innovation Award in 2017 and was recognized in 2018 as a marketing visionary of the year by Infopresse. In 2019, Anne-Marie was again nominated for the Marketer of the Year award from Strategy magazine.

Martin Langelier, Chief Legal Officer

Martin Langelier knows BRP inside and out, having been with the Company since 2000, and has held the position of Senior Vice-President, General Counsel & Public Affairs since 2008. In May 2022, Martin has been appointed Chief Legal Officer.

Born in Hull, Quebec, Martin grew up on Montreal's South Shore. He's passionate about living an active lifestyle and spending time with his family – and not surprisingly, he often combines the two.

After practicing as a lawyer at a reputable firm in Montreal, Martin decided to enroll in an international business MBA program at the Birmingham Business School in the UK. He was then drawn to BRP's global reach and human values, and joined the Company in 2000. Martin's dedication to helping communities led him to play a key role in the establishment of the Company's original Corporate Social Responsibility program in 2015.

Thanks to his extensive experience, Martin contributed in no small part to the Company's success, from weathering the economic crisis of 2008 – and emerging stronger than ever – to playing a key role when it became a publicly traded company.

Martin's resourcefulness and determination to make this world a better place for future generations earned him a Lexpert Zenith award in 2018 as a change agent in the field of law.

Denys Lapointe, Chief Design Officer

Denys Lapointe has been revolutionizing the world of powersports since joining BRP in 1985. He has held the position of Senior Vice-President, Design, Innovation & Creative Services since 2019. In May 2022, Denys has been appointed Chief Design Officer.

Denys shares a long history with the Company. Born in Quebec City, he spent part of his childhood in Valcourt, home of BRP's global centre of expertise. He was quickly immersed in the world of powersports, going on to become an excellent rider.

A passionate and truly creative force, Denys carved out a prominent position for himself within the Company, quickly assuming the role of vice-president. He's the mastermind behind the design and innovation philosophy at BRP – a philosophy that sets the Company's products apart in the market.

Now at the head of a multidisciplinary design and innovation team whose members hail from the four corners of the globe, Denys continues to push the boundaries and imagine the future. He's received scores of international design awards and lives by the mantra that races are won by looking forward.

Denys holds a Bachelor of Arts in Design from the Université du Québec à Montréal. He is a board member of the Centre de technologies avancées (CTA) BRP – Université de Sherbrooke and part of the following design associations: World Design Organization (WDO), Industrial Designers Society of America, Association of Canadian Industrial Designers, and Association des designers industriels du Québec. In 2017, Denys was inducted into the National Marine Manufacturers Association (NMMA) Canada Hall of Fame for his impressive contribution to the marine industry.

Anne Le Breton, Executive Vice-President, People and Culture

Anne Le Breton has held the position of Senior Vice-President, Human Resources since 2016. In May 2022, Anne was appointed Executive Vice-President, People & Culture. Originally from Moncton, New Brunswick, Anne has studied and worked in both the U.S. and Europe during many years. The wealth of experience acquired during her assignment in Switzerland, when BRP entrusted her with the global human resources management for its international division, helped form her global worldview and her willingness to work with diverse teams.

From her beginnings in human resources up to her current role as Executive Vice-President, Anne has been motivated by bringing people and diverse visions together. Her strong knowledge and expertise in management and interdisciplinary collaboration has been key in the success of several growth and transformation projects where she has contributed over the past few years. Member of the Management Committee and of one of the sub-committees of the BRP Board of Directors, Anne is responsible for all aspects of human resources for close to 23,000 employees worldwide. Since January 2023, she is on the board of directors of Savaria Corporation, a global leader in the accessibility industry. Anne was on the Board of Directors of Barrette Outdoor Living, North American leader in the outdoor product industry until 2022.

Before joining BRP, Anne worked for Bombardier Aerospace, as human resources manager in Canada and the United States. She holds a bachelor's degree in industrial relations from the University of Montreal.

Sébastien Martel, Chief Financial Officer

BRP's Chief Financial Officer, Sébastien Martel has been with the Company since 2004.

Sébastien was born in La Tuque, or as he calls it, the "ATV capital of Quebec". He is passionate about his work and credits his affinity for finance and business to his grandfathers, one of whom was an accountant and the other an entrepreneur.

Sébastien has stood out in his various roles with BRP over the years, from Director, Financial Information to Vice-President, Strategic Planning Business Development and others along the way. He and his team are on a permanent quest for constant improvement and they found their niche within BRP's ever-evolving, innovative environment.

In 2013, Sébastien took on a project that would ultimately transform BRP when he piloted the Company's first public offering. This process was met with overwhelmingly positive results, earning BRP the title of IPO of the year. In 2018, he successfully introduced BRP to a second stock exchange when the Company was listed on Nasdaq in the U.S.

Josée Perreault, Executive Vice-President, Omnichannel

Josée Perreault has held the position of Senior Vice-President, Omnichannel Experience & Apparel since 2021. In May 2022, Josée was appointed Executive Vice-President, Omnichannel taking on the responsibility of go-to-market planning for the PA&A business. She joined BRP in October 2016 as Senior Vice-President, *Can-Am* On-Road and immediately dove in by revolutionizing the On-Road vehicle industry with the launch of the *Can-Am Ryker*. A real game-changer, this three-wheel motorcycle is the best in class for personalization and riding experiences. Now in her role as Executive Vice-President, Omnichannel, she's streamlining BRP's online and offline sales and take BRP's fans on a truly exhilarating ride.

Born in Montreal, Quebec, Josée has worked on just about every continent, giving her a unique leadership vision and skills. A passionate global executive, she is always seeking adrenaline-laden adventures and challenges at the office and beyond.

Prior to BRP, Josée held various senior leadership positions at Oakley, moving up to Senior Vice-President, World Business. She contributed to the Company's success in many ways as a real driving force in the international growth, competitiveness and profitability of its retail, wholesale, web and franchise business. Among other achievements, she restructured the European sales and operations, established and developed the Canadian division, introduced Oakley owned retail and led all aspects of Oakley's commercial activities across the globe.

Bringing together the best talent to promote, distribute and sell a brand and its products is what has motivated Josée throughout her career, and has earned her several awards. It's also what inspires her to share her expertise as a board member of several companies. There is no challenge that Josée isn't up for.

Sandy Scullion, President, Powersports Group

In May 2022, Sandy Scullion was appointed President, Powersports Group. In addition to keeping his current retail, sales and consumer experience responsibilities, Mr. Scullion will now oversee all manufacturing operations for Powersports in Canada, Mexico and Finland. He joined BRP in 1994 and has held various leadership positions before becoming Senior Vice-President, Global Retail & Services, Powersports Group in 2016.

Sandy hails from Alma, Quebec, and basically grew up on a Ski-Doo snowmobile. He's an avid rider and loves nothing more than getting out on his machines alongside his family. To Sandy, nothing beats outdoor adventures to escape the everyday and reconnect with nature.

BRP's constant innovation has been a major motivating factor in Sandy's professional growth. He's filled several management roles within the Company both in Europe and North America, including sales and network management, marketing, product development, and distribution and operations. Prior to his present role at the Company, Sandy was BRP's General Manager for Western Europe, Middle East and Africa.

Sandy's visionary leadership has had a huge impact on customer experience, as he was behind the Company's powersports accessories and lifestyle transformation, which is recognized today as a key brand differentiator.

Minh Thanh Tran, Executive Vice-President, Corporate Strategy & LVHA Group

In September 2022, Minh Thanh Tran was promoted to lead the newly created LVHA Group. As part of his new role, Minh Thanh will continue to oversee the BRP global corporate strategy, which also includes Mergers & Acquisitions activities and business development. The LVHA Group is a new business unit focused on exploring new addressable markets collectively evaluated at over $70 billion.

Minh Thanh Tran joined BRP in 2017 as Director, Strategy Mergers & Acquisitions, and he's been a driving force ever since. After holding increasingly important roles in strategic planning and development, in August 2020, he was appointed Vice-President, Corporate Strategy & Development and Global Transformation. In this capacity, he has held responsibility for IS&T (Information Systems and Technology), Data, as well as the F.I.T. (Fix - Improve - Transform) program.

Minh Thanh began his career in the world of investment and corporate banking at Lazard Frères & LLC and BMO Capital Markets in New York and Montreal.

Through his role in BRP's initial public offering in 2013, Minh Thanh observed both BRP's growth potential and its expertise in the industry, which led him to join the Company a few years later. He sees his experience with BRP as a true adventure; for Minh Thanh, it's all about the journey, the thrill of the ride.

At BRP, Minh Thanh built the Mergers and Acquisitions group. Four game-changing acquisitions swiftly followed: Alta Motors assets, Manitou, Alumacraft and Telwater. These acquisitions cemented BRP's leading role in the recreational market and are sure to propel the Company to further success for years to come.

Thomas Uhr, Chief Technology Officer

In May 2022, Thomas Uhr was appointed to the newly created role of Chief Technology Officer (CTO) taking on the responsibility of spearheading all new product and manufacturing technologies used across the Powersports and Marine businesses, including the EV program. A global citizen, Thomas was born in Hachenburg, Germany, and has lived and worked in various countries, including Austria, Canada, Germany, Spain and Japan, leading technological innovation and engineering teams for major companies. He holds a degree in Mechanical Engineering from RWTH Aachen University. Since 2018, he has been leading BRP's global R&D and manufacturing operations as Senior Vice-President, Product Engineering & Manufacturing Operations for Powersports.

Thomas has over 25 years' experience in the automotive industry. His expertise, along with his hard work and dedication, has earned him several recognitions. He joined Mercedes-Benz AG in 1992 and subsequently held various positions with increasing responsibilities (amongst others, heading a team to work on the first fuel cell for mass production at Ballard Power Systems, leading the Mercedes Berlin plant, serving as founding General Manager of MDC Power – then a joint venture between Mercedes and Mitsubishi, and heading the R&D prototyping and testing activities for Mercedes Cars).

From his start at BRP's European operations in 2014, Thomas went above and beyond, even occupying the positions of Vice-President, Powertrain at BRP-Rotax in Austria and Vice-President R&D/Operations in Austria and Finland at the same time.

Thomas's passion for product and technology led his teams to develop and launch several ground-breaking Rotax powertrains, such as the 849 E-TEC for snowmobiles, the 1603 PWC engine, and the 915iS – he was one of the first to fly with this new game-changing aircraft engine. He credits BRP's focus on ingenuity as the key to his success and motivation.

His innovative and enterprising spirit will no doubt improve the experience of generations of thrill-seekers to come.

Corporate Cease Trade Orders

None of the Company's directors or executive officers is, as at the date of this Annual Information Form, or has been, within the 10 years prior to the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company (including the Company) that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity), was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation, in each case, for a period of more than 30 consecutive days.

Bankruptcies

None of the Company's directors or executive officers is, as at the date of this Annual Information Form, or has been, within the 10 years prior to the date of this Annual Information Form, a director or executive officer of any company (including the Company), that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or comprise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except for (i) Louis Laporte who was a board member up until July 2018 of Canest Transit Inc., which had a receiver manager appointed to hold its assets in June 2019 and (ii) Joshua Bekenstein who was a director of Toys "R" Us, Inc. from 2005 to 2019, which filed for bankruptcy in September 2017, and who was from 2010 to 2017 a director of The Gymboree Corporation, which filed for bankruptcy in June 2017.

None of the Company's directors or executive officers has, within the 10 years prior to the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or comprise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

Shareholder Bankruptcies

No shareholder holding a sufficient number of securities to affect materially the control of the Company is, as at the date of this Annual Information Form, or has been within 10 years before the date of this Annual Information Form, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No shareholder holding a sufficient number of securities to affect materially the control of the Company, nor any personal holding company of any such person, has, within the 10 years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the shareholder.

Securities Penalties or Sanctions

No director or executive officer of the Company or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person, has:

- been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its directors, officers or other members of management as a result of their outside business interests except that certain of the Company's directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies. See "Directors and Officers" and "Interest of Management and Others in Material Transactions".

Indemnification and Insurance

The Company has implemented a director and officer insurance program and has entered into indemnification agreements with each of its directors and executive officers. The indemnification agreements generally require that the Company indemnify and hold the indemnitees harmless to the greatest extent permitted by law for liabilities arising out of the indemnitees' service to the Company as directors and executive officers, provided that the indemnitees acted honestly and in good faith and in a manner the indemnitees reasonably believed to be in or not opposed to the Company's best interests and, with respect to criminal and administrative actions or proceedings that are enforced by monetary penalty, the indemnitees had no reasonable grounds to believe that his or her conduct was unlawful. The indemnification agreements also provide for the advancement of defense expenses to the indemnitees by the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is involved from time to time in legal proceedings and regulatory actions in the normal course of business and operations. As at January 31, 2023, the Company had approximately 193 pending litigation cases. See "Risk Factors — The Company may be unable to protect its intellectual property or it may incur substantial costs as a result of litigation or other proceedings relating to protection of its intellectual property".

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set out below or as described elsewhere in this Annual Information Form, none of (i) the directors or executive officers of the Company, (ii) the shareholders who beneficially own or control or direct, directly or indirectly, more than 10% of the voting shares of the Company, or (iii) any associate or affiliate of the persons referred to in (i) and (ii), has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company.

Reimbursement to Bombardier Inc., a company related to Beaudier Group

Pursuant to the purchase agreement entered into in 2003 in connection with the acquisition of the recreational products business of Bombardier Inc., the Company is required to reimburse to Bombardier Inc. income taxes that amounted to $22.7 million as of January 31, 2023. The reimbursement will begin when Bombardier Inc. starts making any income tax payments in Canada and/or the United States.

In addition, in connection with the above-mentioned transaction, the Company entered into a trademark license agreement whereby it has the right to continue to use certain trademarks of Bombardier Inc. that were not otherwise assigned to the Company in connection with such transaction, subject to certain conditions. The license allows the Company to use "Bombardier" in the corporate name of certain subsidiaries of the Company as long as, among other things, Beaudier Group maintains at least a 10% voting or equity interest in the Company.

INDEPENDENT AUDITOR, TRANSFER AGENT AND REGISTRAR

The independent auditor of the Company is Deloitte LLP, 1190 avenue des Canadiens-de-Montréal, Suite 500, Montreal, Québec, H3B 0M7.

The transfer agent and registrar for the Subordinate Voting Shares and Multiple Voting Shares is Computershare Investor Services Inc. at their offices in Montreal and Toronto.

MATERIAL CONTRACTS

The following are the only material contracts, other than those contracts entered into in the ordinary course of business, which the Company has entered into since the beginning of the last financial year ended January 31, 2023, or entered into prior to such date, but which are still in effect and that are required to be filed with Canadian securities regulatory authorization in accordance with Section 12.2 of *National Instrument – 51-102 Continuous Disclosure Obligations*. Each of the summaries below describes certain material provisions of the relevant material contract and is subject to, and qualified in its entirety by reference to, the relevant material contract, a copy of which is available on the SEDAR website at www.sedar.com.

Underwriting Agreements

On September 13, 2018, Beaudier Inc., 4338618 Canada Inc., Bain Capital and other selling shareholders entered into an underwriting agreement with a syndicate of underwriters and the Company pursuant to which they sold 8,700,000 Subordinate Voting Shares of the Company at a price of $47.00 per Subordinate Voting Share for aggregate gross proceeds of $408,900,000. The Company did not receive any of the proceeds from the bought deal secondary offering.

On December 16, 2019, Beaudier Group, Bain Capital and other selling shareholders entered into an underwriting agreement with a syndicate of underwriters and the Company pursuant to which they sold 5,000,000 Subordinate Voting Shares of the Company at a price of $61.17 per Subordinate Voting Share for aggregate gross proceeds of $305,850,000. The Company did not receive any of the proceeds from the bought deal secondary offering.

On October 21, 2020, Bain Capital and other selling shareholders entered into an underwriting agreement with a syndicate of underwriters and the Company pursuant to which they sold 2,000,000 Subordinate Voting Shares of the Company at a price of $75.45 per Subordinate Voting Share for aggregate gross proceeds of $150,900,000. The Company did not receive any of the proceeds from the 2020 Secondary Offering.

Term Facility

Pursuant to a fourth amended and restated credit agreement entered into between a syndicate of lenders and subsidiaries of the Company on May 23, 2018, term facilities in the aggregate principal amount of US$900.0 million maturing on May 23, 2025 were made available to Bombardier Recreational Products Inc. in U.S. dollars (as amended from time to time, the “Term Facility”).

On July 23, 2019, the Company amended the Term Facility to add a new US$335.0 million tranche for a total principal amount of US$1,235.0 million.

On February 4, 2020, the Company amended the Term Facility whereby the Term Facility was consolidated into a single tranche, the cost of borrowing was reduced by 0.50% for the previous US$335.0 million tranche and the maturity was extended from May 2025 to May 2027 (then referred to as the "Term Loan B-1").

On May 8, 2020, the Company entered into an amendment to the Term Facility which provided for an incremental US$600.0 million tranche under its Term Facility (then referred to as the "Term Loan B-2"). This new tranche had a May 2027 maturity and, consistent with the existing tranche of the Term Facility, was not subject to any financial covenants.

On February 16, 2021, the Company amended the Term Facility by increasing the amount outstanding under its Term Loan B-1 by US$300 million (the current "Term Loan B-1"); the proceeds therefrom, along with cash from its balance sheet, were used to repay, in full, the then outstanding Term Loan B-2, which had less favourable terms.

On June 10, 2022, the Company entered into an amendment to the Term Facility which provided for an incremental US$100.0 million tranche under its Term Facility (then referred to as the "Term Loan B-2"). This new tranche had a June 2024 maturity and, consistent with the existing tranche of the Term Facility, was not subject to any financial covenants.

On December 13, 2022, the Company entered into an amendment to the Term Facility which provided for an incremental US$500.0 million tranche under its Term Facility (the current "Term Loan B-2"). This new tranche had a December 2029 maturity and, consistent with the existing tranche of the Term Facility, was not subject to any financial covenants. The proceeds therefrom, along with cash from its balance sheet, were used to repay, in full, the then outstanding US$100.0 million Term Loan B-2 as well as outstanding borrowings under the Revolving Credit Facilities.

Security holders Agreements

In connection with the IPO on May 29, 2013, the Beaudier Group, Bain Capital, CDPQ and the Company entered into a nomination rights agreement (the "Nomination Rights Agreement"), an amended and restated registration rights agreement (the "Registration Rights Agreement") and the Coattail Agreement.

Nomination Rights Agreement

The Nomination Rights Agreement provides that Beaudier Group, Bain Capital and CDPQ shall cast all votes to which they are entitled to fix the size of the Board of Directors at 13 members and to elect members of the Board in accordance with the provisions thereof. The Beaudier Group, Bain Capital and CDPQ have certain rights to designate members of the Board of Directors. As of the date of this Annual Information Form, Bain Capital, Beaudier Group and CDPQ are entitled to designate three, three and one member(s) of the Board of Directors, respectively, under the terms of the Nomination Rights Agreement.

Registration Rights Agreement

The Registration Rights Agreement provides for demand registration rights in favour of the parties to the Registration Rights Agreement that enable them to require the Company to qualify by prospectus in Canada or, following the one-year anniversary of the closing of the IPO and subject to certain conditions, the United States, all or any portion of the Shares held by them for a distribution to the public, provided such demand will result in a minimum offering size of $50 million.

The Registration Rights Agreement also provides for incidental registration rights allowing the parties to the Registration Rights Agreement to include their Subordinate Voting Shares in certain public offerings of Subordinate Voting Shares, subject to certain underwriters' cutback rights.

Coattail Agreement

See "Description of the Capital Structure — Shares — Take-Over Bid Protection" for a description of the Coattail Agreement.

INTEREST OF EXPERTS

The current independent auditor of the Company, Deloitte LLP, who has issued an auditor's report dated March 22, 2023 in respect of the Company's consolidated financial statements, which comprise the consolidated statements of financial position as at January 31, 2023 and January 31, 2022 and the consolidated statements of net income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, has informed the Company that it is independent with respect to the Company within the meaning of the Code of Ethics of the *Ordre des comptables professionnels agréés du Québec*.

AUDIT COMMITTEE

Charter of the Audit Committee

The Board has adopted a written charter (the "Charter of the Audit Committee") describing the mandate of the audit committee of the Company (the "Audit Committee"). The Charter of the Audit Committee reflects the purpose of the Audit Committee, which is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to ensuring that adequate procedures are in place for the review of the Company's public disclosure documents that contain financial information, ensuring that an effective internal audit process has been implemented, ensuring that an effective risk management and financial control framework has been implemented and tested by the Company's management, providing better communication between directors, management, internal auditors and external auditors, overseeing the work and reviewing the independence of the external auditors and reporting to the Board of Directors on any outstanding issue. The text of the Charter of the Audit Committee is attached to this Annual Information Form as Appendix A.

Composition of the Audit Committee

As set forth in the Charter of the Audit Committee, the Audit Committee must be composed of a minimum of three directors, each of whom needs to be independent and to meet the criteria for financial literacy established by applicable laws, including National Instrument 52-110 – *Audit Committees*. As of the date hereof, the Audit Committee is composed of Mses. Métayer and Kountze and Messrs. Hernández, Ross and Nomicos, all of whom are independent and meet the criteria for financial literacy established by applicable laws, including National Instrument 52-110 – *Audit Committees*. Mr. Nomicos is the Chair of the Audit Committee.

Relevant Education and Experience of the Audit Committee Members

Each of the Audit Committee members has an understanding of the accounting principles used by the Company to prepare its financial statements and varied experience as to the general application of such accounting principles, as well as an understanding of the internal controls and procedures necessary for financial reporting.

The education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is as follows:

Mr. Nicholas Nomicos (Chair) is a Senior Advisor of Nonantum Capital Partners, LLC, a middle market private equity firm that he founded with other executives in 2018. Prior to that, Mr. Nomicos was at Bain Capital Investors, LLC where he worked from 1999 to 2016 as an Operating Partner focused on investments in the manufacturing and consumer product sectors and as a Managing Director of Bain Capital Credit, LP, the credit arm of Bain Capital Investors, LLC. Previously, Mr. Nomicos was a senior corporate development and manufacturing executive at Oak Industries Inc., and he spent several years at Bain & Company, Inc. where he was an engagement manager. Mr. Nomicos serves on the board of directors and is a member of the Audit Committee of Dollarama Inc. He received a Master of Business Administration (MBA) from Harvard Business School and a Bachelor of Science in Engineering from Princeton University.

Ernesto M. Hernández is a corporate director who has over 40 years of engineering sales, marketing and operations experience in the automotive industry. After starting his career at General Motors (Mexico) in 1980 as a Development Engineer, he worked in several positions including Engineering Manager, Executive Engineer, and Marketing Director. In 2003, he was appointed Vice-President of General Motors de México and Executive Director of Sales, Service and Marketing, where he successfully led the commercial operations of various brands including Chevrolet, Buick, GMC and Cadillac. In 2011, he took the helm as the first Mexican national to be appointed President and Managing Director. He held this role until September 2019 and retired in January 2020. During his tenure, Ernesto M. Hernández managed both the commercial and manufacturing sides of General Motors' operations in Mexico, Central America and the Caribbean. He sits on the board of directors of Constellation Brands, Inc. and is a member of its Human Resources Committee. He also sits on the board of directors of Dana Incorporated and is a member of its Compensation Committee as well as its Technology and Sustainability Committee. He currently serves in various Chambers of Commerce and Business Councils. Mr. Hernández was an independent director on the board of directors of Grupo KUO, S.A.B. de C.V., DINE, S.A.B. de C.V., and Corporación Zapata, S.A. de C.V. He obtained a Bachelor of Science from Instituto Politécnico Nacional and he has also completed a Master of Science in Administration and a Master of Science in Management from the Instituto Tecnológico Autónomo de México and the Massachusetts Institute of Technology, respectively.

Ms. Katherine Kountze is the Chief Information Officer (CIO) for Bose Corporation, a consumer retail company that develops sound solutions for entertainment, home audio, aviation, and automotive industries. She has held other various senior IT leadership positions across her 25+ years working in the technology field. Before joining Bose Corporation, Ms. Kountze was the Chief Information Officer for DentaQuest, an oral health care company that provides oral health care benefits and delivers oral care from 2021 to 2022. Between 2012 and 2021, Ms. Kountze was also Senior Vice-President and Chief Information Officer (CIO) for Eversource Energy, the largest provider of electric, gas and water services in the New England area of the United States, where she held that position for 11 years and prior to that Ms. Kountze spent 2 years as the Vice-President and CIO for United Illuminating Company, an electric utility company in Connecticut. She is the Chair for the Boston CIO Leadership Council and a member of the Massachusetts Cybersecurity Council, a cybersecurity advisory group for the Governor of Massachusetts. Ms. Kountze serves on the board of The Children's Place Inc. and is a member of its Audit Committee since November 2021. She has won several awards including: 2021 Top Women in Energy, 2021 Diversity Women Elite 100, Most Impactful Black Women in Boston 2021, 2017 CIO of the Year, and 2015 Women Leading Stem Award. Ms. Kountze holds a bachelor's degree in actuarial Math and Science and a master's degree in Computer Science. She also received a certification in Risk and Information Security Controls (CRISC) in 2023.

Ms. Estelle Métayer is the president of EM Strategy Inc. and an adjunct professor at McGill University. She worked at the ING Bank (Netherlands, Poland), Bouygues Group (France, UK), and in Canada at McKinsey & Company, CAE Inc., and Competia Inc. which she founded and sold in 2004. She currently serves on the board of directors, sits on the Human Resources and Compensation Committee, the Strategy Committee and chairs the Investment Committee of Audemars Piguet Holding S.A. (Switzerland). She also serves on the board of Ivanhoe Cambridge inc. (Canada) for which she is a member of the Human Resources and Compensation Committee and chairs the Governance and Ethics Committee and the board of Martur Fompak International (Republic of Türkiye) for which she is a member of the Audit Committee. Ms. Métayer joined the board of directors of Nortera Foods Inc. (Canada, USA) and chairs its Human Resources and Governance Committee as well as being Chair of the Board. In the last few years, she served on various advisory boards and boards of directors, including Cookit inc. (Canada) where she chaired the Compensation, Human Resources and Governance Committee, Agropur (Canada) and Blockstream Corporation (Montreal, Silicon Valley). Ms. Métayer is a certified director of the *Institut Français des Administrateurs* and attended the High Performing Boards Program at Harvard Business School. She was trained in the Netherlands, where she obtained her MBA and Drs. from the University of Nijenrode.

Mr. Michael Ross is a corporate director. He was Chief Financial Officer of Sesami Cash Management Technologies Corporation (Sesami) from 2022 to 2023. In this role, he was responsible for all financial activities, corporate development, and strategic planning. Prior to joining Sesami, Mr. Ross was Chief Financial Officer of Dollarama Inc. for over a decade. Prior to that, Mr. Ross was CFO of Sanimax Industries, a rendering services company, and spent over 20 years in senior financial

roles in the television and broadcasting industry. He began his career as an auditor with Ernst & Young. Mr. Ross is a member of the board of directors of Pixcom Inc., the *Fondation CHU Saint Justine* and FEI - Quebec Chapter. He was previously a member of the board of directors of *Investissement Québec*, *la Fondation Marie-Vincent*, *Fondation Dr Clown* and Muscular Dystrophy Canada. Mr. Ross holds a bachelor's degree in commerce and a graduate diploma in accounting from Concordia University. He received the Fellow of the Order distinction (FCPA) in 2012.

Independent Auditor Fees

In Fiscal 2023 and Fiscal 2022, the Company was invoiced the following fees by its independent auditor, Deloitte LLP:

	Fiscal 2023	Fiscal 2022
Audit Fees(1)	$4,541,500	$4,521,837
Audit Related Fees(2)	772,597	$ 603,274
Tax Fees(3)	126,429	$ 122,774
All Other Fees(4)	—	—
Total Fees Paid	**5,440,526**	**$5,247,885**

(1) "Audit Fees" include fees necessary to perform the annual audit or reviews of the consolidated financial statements.
(2) "Audit Related Fees" include fees for assurance and related services by the independent auditor that are reasonably related to the performance of statutory audit or review of the Company's financial statements other than those included in "Audit Fees," such as consultation on accounting and reporting matters.
(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax advice and tax planning.
(4) "Other Fees" include fees for products and services provided by the independent auditor other than those included above.

The Audit Committee is responsible for the pre-approval of all and any non-audit services to be provided to the Company or its subsidiary entities by the independent auditor. At least annually, the Audit Committee shall review and confirm the independence of the independent auditor.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on the Company's website at www.brp.com, on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

Additional information, including, without limitation, directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, will be contained in the Company's information circular for its annual meeting of shareholders.

Additional information is provided in the audited consolidated financial statements and management's discussion and analysis of the Company for the Fiscal 2023.

GLOSSARY OF TERMS

"**2020 Secondary Offering**" has the meaning set out under the heading "General Development of the Business".

"**2021 SIB**" has the meaning set out under the heading "Public Offerings and Other Transactions".

"**2022 SIB**" has the meaning set out under the heading "Public Offerings and Other Transactions".

"**2023 MD&A**" has the meaning set out under the heading "Explanatory Notes – IFRS and Non-IFRS Measures".

"**3WV**" means three-wheeled vehicle.

"**Aftermarket Companies**" has the meaning set out under the heading "Business of the Company and its Industry – BRP Brands and Products – Powersports – PA&A and Rotax engines".

"**Alumacraft**" has the meaning set out under the heading "General Development of the Business".

"**Annual Information Form**" means this annual information form of the Company dated March 22, 2023.

"**ATV**" means all-terrain vehicle.

"**Audit Committee**" means the audit committee of the Company.

"**August 2022 Breach**" has the meaning set out under the heading "Risk Factors – The failure of the Company's information technology systems, difficulties in in implementing its new ERP system or a security breach or cyber-attack could materially adversely affect the Company's business, results of operations or financial condition".

"**Bain Capital**" means Bain Capital Luxembourg Investments S.à r.l.

"**Beaudier Group**" means, collectively, Beaudier Inc. and 4338618 Canada Inc.

"**Board**" or "**Board of Directors**" means the board of directors of the Company.

"**CDPQ**" means the Caisse de dépôt et placement du Québec, and includes any of its affiliates.

"**Charter of the Audit Committee**" means the written charter describing the mandate of the Audit Committee, as adopted and amended by the Board of Directors upon the recommendation of the Audit Committee.

"**Coattail Agreement**" means the coattail agreement entered into by the Beaudier Group, Bain Capital and CDPQ, as the owners of all the outstanding Multiple Voting Shares, the Company and a trustee on May 29, 2013.

"**Code**" has the meaning set out under the heading "Corporate Social Responsibility".

"**Company**" means BRP Inc. and its direct and indirect subsidiaries and predecessors or other entities controlled by them, unless otherwise noted or the context otherwise requires.

"**Convertible Securities**" has the meaning set out under the heading "Description of the Capital Structure — Shares — Subscription Rights".

"**CUSMA**" has the meaning set forth under the heading "Risk Factors - The Company's international sales and operations subject it to additional risks, which risks may differ in each country in which the Company operates".

"**DE&I**" has the meaning set out under the heading "Explanatory Notes — Corporate Social Responsibility".

"**Distributed Securities**" has the meaning set out under the heading "Description of the Capital Structure — Shares — Subscription Rights".

"**Distribution**" has the meaning set out under the heading "Description of the Capital Structure — Shares — Subscription Rights".

"**ESG**" has the meaning set out under the heading "Explanatory Notes — Corporate Social Responsibility".

"**EV**" has the meaning set out under the heading "General Development of the Business".

"**Fiscal 2021**" means the Company's fiscal year ending January 31, 2021.

"**Fiscal 2022**" means the Company's fiscal year ending January 31, 2022.

"**Fiscal 2023**" means the Company's fiscal year ending January 31, 2023.

"**hp**" means horsepower.

"**IFRS**" means the International Financing Reporting Standards.

"**international**" means all jurisdictions other than Canada and the United States.

"**Investment and Risk Committee**" means the investment and risk committee of the Company.

"**IPO**" means the initial public offering of the Company which closed on May 29, 2013.

"**IT**" has the meaning set out under the heading "Business of the Company and its industry — Marketing".

"**Juárez 1**" has the meaning set out under the heading "Business of the Company and its industry — Manufacturing Facilities and Operations".

"**Juárez 2**" has the meaning set out under the heading "Business of the Company and its industry — Manufacturing Facilities and Operations".

"**Juárez 3**" has the meaning set out under the heading "Business of the Company and its industry — Manufacturing Facilities and Operations".

"**LVHA Group**" has the meaning set out under the heading "General Development of the Business".

"**Marine Products**" means *Alumacraft, Manitou, Quintrex, Stacer* and *Yellowfin* boats, *Rotax* engines for jet boats and the new and *Rotax* outboard engine with Stealth Technology.

"**Multiple Voting Shares**" means multiple voting shares in the capital of the Company.

"**MSRP**" means manufacturer suggested retail price as set out under the heading "Business of the Company and its industry – BRP Brands and Products – Powersport - Year-Round Products".

"**Nasdaq**" has the meaning set out under the heading "Public Offerings and Other Transactions"

"**Nomination Rights Agreement**" means the nomination rights agreement entered into by the Company and the Beaudier Group, Bain Capital and CDPQ on May 29, 2013.

"**North America**" means Canada and the United States, and excludes Mexico.

"**OEM**" means original equipment manufacturer.

"**PA&A**" means parts, accessories and apparel and other services sold to third parties.

"**Person**" means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company.

"**Pinion**" has the meaning set out under the heading "General Development of the Business".

"**Powersports Products**" means Year-Round Products, Seasonal Products and Powersports PA&A and OEM engines.

"**Preferred Shares**" means preferred shares in the capital of the Company.

"**PWC**" means personal watercraft.

"**Registration Rights Agreement**" means the amended and restated registration rights agreement entered into by the Company and the Beaudier Group, Bain Capital and CDPQ on May 29, 2013.

"**Revolving Credit Facilities**" means the third amended and restated credit agreement entered into by subsidiaries of the Company on May 23, 2018 (as amended on March 14, 2019, May 4, 2021, February 16, 2022 and June 14, 2022) pursuant to which credit facilities in the aggregate principal amount of $1.5 billion have been made available to Bombardier Recreational Products Inc. and BRP Inc.

"**Rights to Subscribe**" has the meaning set out under the heading "Description of the Capital Structure — Shares — Subscription Rights".

"**Seasonal Products**" means *Ski-Doo* and *Lynx* snowmobiles, *Sea-Doo* PWCs and *Sea-Doo Switch* pontoons.

"**Shares**" means, collectively, the Subordinate Voting Shares and the Multiple Voting Shares.

"**SSV**" means side-by-side vehicle.

"**Subordinate Voting Shares**" means subordinate voting shares in the capital of the Company.

"**Subscription Securities**" has the meaning set out under the heading "Description of the Capital Structure — Shares — Subscription Rights".

"**Tax Act**" means the *Income Tax Act* (Canada) and the regulations thereunder, as amended.

"**Telwater**" has the meaning set out under the heading "General Development of the Business".

"**Term Facility**" has the meaning set out under the heading "Material contracts — Term Facility".

"**Term Loan B-1**" has the applicable meaning set out under the heading "Material Contracts – Term Facility", as amended from time to time.

"**Term Loan B-2**" has the applicable meaning set out under the heading "Material Contracts – Term Facility", as amended from time to time.

"**Triton**" has the meaning set out under the heading "General Development of the Business".

"**TSX**" means the Toronto Stock Exchange.

"**Voting Shares**" has the meaning set out under the heading "Description of the Capital Structure — Shares — Subscription Rights".

"**VSS**" has the meaning set out under the heading "Business of the Company and its Industry — BRP Brands and Products — Powersports - Year-Round Products".

"**Year-Round Products**" means *Can-Am* ATVs, SSVs and 3WVs.

APPENDIX A

CHARTER OF THE AUDIT COMMITTEE

1.0 Introduction

This charter (the "Charter") sets forth the purpose, composition, responsibilities and authority of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of BRP Inc. (the "Company").

2.0 Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- Financial reporting and disclosure requirements;
- Ensuring that an effective risk management and financial control framework has been implemented and tested by management of the Company;
- External and internal audit processes;
- Helping directors meet their responsibilities;
- Providing better communication between directors and the external auditor as well as between directors and the internal audit function;
- Ensuring the independence of the external auditor and the internal audit function;
- Increasing the credibility and objectivity of financial reports; and
- Strengthening the role of directors by facilitating in-depth discussions among directors, management, the external auditor and the internal audit function regarding significant issues involving judgment and impacting quality controls and reporting.

3.0 Composition and Membership

(a) The Board will appoint the members ("Members") of the Committee. The Members will be appointed at the first meeting of the Board following the election of directors by the shareholders of the Company to hold office until the next annual meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.

(b) The Committee will consist of at least three directors. Each Member will meet the criteria for independence established by applicable laws, including sections 1.4 and 1.5 of National Instrument 52-110 – Audit Committees. All members shall be financially literate or shall become financially literate within a reasonable period of time after their appointment to the Committee; a member of the Committee is financially literate if he or she has the ability to read and understand a set of financial statements 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.

(c) The Board will appoint one of the Members to act as the chair of the Committee (the "Chair"). The secretary of the Company (the "Secretary") will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.

4.0 Meetings

(a) Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than four (4) times per year. The Committee should meet within the 45 days following the end of the first three fiscal quarters of the Company and within 90 days following the end of the fiscal year of the Company. Members may attend all meetings either in person, by videoconference or by telephone. The Committee shall keep minutes of each meeting.

(b) At the request of the external auditor of the Company, the Chief Executive Officer, the Chief Financial Officer, the Chief Audit Executive, the General Counsel, the Chair of the Investment and Risk Committee or any Member, the Chair will convene a meeting of the Committee. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested.

(c) The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of their members to act as chair of the meeting.

(d) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.

(e) The Chief Financial Officer and the Chief Audit Executive shall have direct access to the Committee and shall attend all meetings of the Committee, and the Chief Executive Officer and the Chair of the Board shall receive notice of and have the right to attend all meetings of the Committee, except in each case such part of the meeting, if any, which is a private session not involving all or some of these officers as determined by the Committee. The external auditor shall receive notice of and have the right to attend any meetings of the Committee, at the Company's expense, except such part of the meeting, if any, which is a private session not involving the external auditor.

(f) The Committee shall maintain a free and open line of communication with management, the Chief Financial Officer, the Chief Audit Executive and the external auditor. The Committee may invite directors, officers, consultants and employees of the Company or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee. The Committee shall meet in camera without members of management in attendance or with the Chief Financial Officer or the Chief Audit Executive on a regular basis and as appropriate or required.

(g) In advance of every meeting of the Committee, the Chair, with the assistance of the Secretary, the Chief Financial Officer and the Chief Audit Executive, should prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials.

5.0 Duties and Responsibilities

The Committee will carry out, among other things, the following responsibilities:

5.1 Financial Statements and Reporting

- Assist the Board in the discharge of its oversight responsibilities to the shareholders, potential shareholders, the investment community, and others relating to the Company's financial statements and its financial reporting practices and system of internal accounting and financial controls, the corporate audit and risk assessment function, the management information systems, the annual external audit of the Company's financial statements and the compliance by the Company with laws and regulations and its own Code.

- Review significant accounting and reporting issues, including complex or unusual material transactions and highly judgmental areas, unusual or sensitive matters such as disclosure of related party transactions, significant non-recurring events, significant risks and changes in provisions, estimates or provisions included in any financial statements, and recent professional and regulatory pronouncements, and understand their impact on and presentation in the financial statements.
- Review and discuss with management and the external auditor the results of the audit, including any difficulties encountered and follow-up in that context and ensure that the external auditor is satisfied that the accounting estimates and judgments made by management's selection of accounting principles reflect an appropriate application of generally accepted accounting principles.
- Review the financial statements, and consider whether they are complete, adequate, consistent with information known to the Members, and reflect appropriate accounting principles and, if appropriate, recommend to the Board their approval and disclosure.
- Review the Company's management discussion and analysis, and other financial information provided by the Company to any governmental body or the public and, if appropriate, recommend to the Board their approval and disclosure.
- Review the Company's annual information form and related regulatory filings before release to the extent that same include financial information, and consider the accuracy and completeness of the financial information contained therein and, if appropriate, recommend to the Board their approval and disclosure.
- Review the Company's press releases containing financial information before the Company publicly discloses this information and, if appropriate, recommend to the Board their approval and disclosure.
- Review and discuss with management any litigation matters which could significantly affect the financial statements, and review the manner in which these matters are disclosed in the financial statements.
- Review and discuss any regulatory compliance issues which could significantly affect the financial statements.
- Review and discuss any corporate governance issues which could significantly affect the financial statements.
- Review with management and the external auditor all matters required to be communicated to the Committee under generally accepted auditing standards.
- Understand how management develops interim financial information, and the nature and extent of internal and external auditor involvement.
- Review interim financial reports with management and the external auditor before disclosure and filing with regulators, and consider whether they are complete and consistent with the information known to the Members and reflect appropriate accounting principles and, if appropriate, recommend to the Board their approval and disclosure.
- To the extent not previously reviewed by the Committee, review and, if appropriate, recommend to the Board the approval of all financial statements included in any prospectus or other offering memoranda and all other financial reports required by regulatory authorities and requiring approval by the Board.

- Review the statement of management's responsibility for the financial statements as signed by the management of the Company and included in any published document.
- Obtain explanations for communication to the Board for all significant variances between comparable reporting periods.
- Ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures.
- Monitor the application and update, as necessary, of the Company's Disclosure Policy.

5.2 Internal Control

- With the assistance of the external auditor, the Chief Financial Officer and the Chief Audit Executive, consider the effectiveness and the adequacy of the Company's internal control systems.
- Take all reasonable measures to ensure that the Board and management comply with all of the Company's policies or practices relating to business ethics and integrity (including the Authorities and Limits Policy and the Segregation of Duties Policy).
- Understand the scope of internal and external auditor's review of internal control over financial reporting, and obtain reports on any identified weaknesses, deficiencies or significant findings and recommendations, together with management's responses and actions taken to remedy the issues identified.
- Review and discuss with the Chief Executive Officer and Chief Financial Officer the process for the certifications to be provided in the Company's public disclosure documents.
- Review, monitor, report, and, where appropriate, provide recommendations to the Board of Directors on the Company's disclosure controls and procedures.

5.3 External Audit

- Manage the relationship between the Company and the external auditor.
- Recommend to the Board the appointment or discharge and compensation of the Company's external auditor.
- Fill the role as the direct contact for the external auditor.
- Oversee the work of the external auditor, including the resolution of disagreements between the external auditor and management.
- Review any suggestions made by the external auditor for improvement of the Company's operations or internal control.
- Pre-approve all non-audit services (or delegating such pre-approval if and to the extent permitted by law) to be provided to the Company or its subsidiary entities by the Company's external auditor, which services shall not be covered by the prohibited non-audit services listed in Annex 1 hereto.

- At least annually, review and approve the terms of the external auditor's (i) annual audit services engagement letter and (ii) the quarterly review services engagement letter; each of these letters shall be signed by the Chair of the Committee.
- At least annually, review the external auditor's proposed audit scope and approach, including coordination of audit effort with internal audit function, and pre-approve all related audit fees.
- To the extent practicable, at least annually, review the performance of the external auditor.
- At least annually, review and confirm the independence of the external auditor by obtaining statements from the auditor on relationships between the auditor and the Company, including non-audit services, discussing the relationships with the auditor and discussing any restrictions placed on them or other difficulties encountered in the course of the audit.
- At least annually, meet separately with the external auditor to discuss the access to requested information and level of cooperation from management during the performance of their work.
- On a regular basis, the Chief Executive Officer, the Chief Financial Officer, the Chief Audit Executive, the Chair of the Investment and Risk Committee or any other representative of management whose presence is requested by the Chair of the Committee or any of the Members, and the external auditor shall meet separately with the Committee, in a private session held during the course of a meeting.
- On a regular basis, review and approve the Company's hiring policies regarding partners, employees and former employees of the present and former external auditor of the Company.
- Periodically rotate the lead partner for the external auditor.

5.4 Internal Audit Function

- Review and approve the charter, nature, scope of work and organizational structure of the internal audit function as well as the annual audit plan and any major changes thereon.
- Ensure that the internal audit function has the necessary resources to fulfill its mandate and responsibilities.
- Approve the appointment and dismissal of the Chief Audit Executive, as well as approve his/her performance evaluation and compensation. The Chief Audit Executive shall report directly to the Committee.
- Periodically review the audit plan status, including a progress report on the internal audit mandates and a follow-up on past due recommendations.
- Review internal audit reports, including management responses, and ensure that the necessary steps are taken to follow up on important report recommendations.
- Review with the assistance of the Chief Audit Executive the internal audit budget, resource plan, activities, and organizational structure of the internal audit function.
- Ensure the independence and effectiveness of the internal audit function, including by requiring that the function be free of any influence that could adversely affect its ability to objectively assume its responsibilities, by ensuring that it reports to the Committee, and by meeting regularly with the Chief Audit Executive without management being present in order to discuss, among others, the questions he/she raises regarding the relationship between the internal audit function and management and access to the information required.

5.5 Compliance

- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters, and for the confidential, anonymous submission by employees of the Company or its subsidiaries of concerns regarding questionable accounting or auditing matters (the "Complaints of Illegal or Unethical Conduct Policy ").
- Review the effectiveness of the Complaints of Illegal or Unethical Conduct Policy and follow-up (including disciplinary action) of any instances of non-compliance.
- Review the findings of any examinations by regulatory agencies, and any auditor observations.
- Obtain regular updates from management and the Company's legal counsel regarding compliance matters in respect of the Complaints of Illegal or Unethical Conduct Policy.

5.6 Information technology and information security

- On a regular basis, review with the assistance of the Chief Information Officer or his delegate, the information technology and information security strategies and related matters, including the effectiveness and adequacy of computerized accounting systems, the protections against damage and disruption, and security of confidential information through information systems reporting as well as the Corporation's information security and cybersecurity policies, guidelines, controls, initiatives and incident response plans and procedures.

5.7 Other Responsibilities

- Perform other activities related to this Charter as requested by the Board.
- Investigate and assess any issue that raises significant concern to the Committee, with the assistance, if so required by the Committee, of the Chief Financial Officer, the Chief Audit Executive and/or the external auditor.
- Evaluate the Committee's and individual members' performance on a regular basis.
- Communicate and collaborate with other committees of the Board of Directors to ensure coordination in the fulfillment of any responsibilities of the Committee which may overlap with the responsibilities of other committees.

6.0 Oversight Function

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate or comply with applicable accounting standards, as applicable, and other applicable requirements. These are the responsibilities of management and the external auditor.

7.0 Limitation on Committee's Duties

Notwithstanding the foregoing and subject to applicable law, nothing contained in this Charter is intended to require the Committee to ensure the Company's compliance with applicable laws or regulations.

In contributing to the Committee's discharge of its duties under this Charter, each Member shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any Member a standard of care or diligence that is in any way more onerous or extensive than the standard to which the member of the Board are subject.

The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Company's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. The terms contained herein are not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

8.0 Reporting

The Chair should report to the Board at each Board meeting on the Committee's activities since the last Board meeting. As required by applicable rules and regulations, the Committee should report annually to shareholders, describing the Committee's composition, responsibilities and how they were discharged, and any other information required by law. The Committee should also review any other report the Company issues that relates to the Committee's responsibilities. The Secretary should circulate the minutes of each meeting of the Committee to the members of the Board.

9.0 Access to Information and Authority

The Committee will be granted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members. The Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve and pay any such firm's fees and other retention terms without prior approval of the Board. The Committee also has the authority to communicate directly with the external auditor, the Chief Financial Officer, the Chief Audit Executive as well as any other employee of the Company as it deems necessary.

10.0 Review of Charter

The Committee will, from time to time, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration. The Board may, amend this Charter (as required).

Annex 1
Prohibited Non-Audit Services

- Bookkeeping or other services related to the accounting records or financial statement
- Expert services unrelated to the audit
- Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Tax services to officers and directors of BRP
- Financial statements, note disclosures and MD&A compilation
- Regulatory filing preparation
- Design and implementation of internal controls, policies and procedures
- Services performed on a success or contingent fee basis
- Temporary personnel assignments
- Certain tax services such as tax provision assistance
- Project management services
- Vendor procurement and selection services
- Incident response services
- Data management or hosting services
- Translation services of the Company’s disclosures
- Personnel immigration services
- Serving as a member of a supervisory body
- Marketplace business relationships
- Cash and investment management
- Forecasting, projections, analytics
- Policy and standards development and selection
- Setting strategic direction
- Hiring or dismissing employees
- Authorizing transactions
- Employee oversight

- Ongoing monitoring services
- Current and future state business decisions and deciding on/implementing third-party recommendations
- Acting as Director or Officer
- Representation with tax authorities and at courts or public tribunals


BRP
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Exhibit 99.2



Consolidated Financial Statements

BRP Inc.

For the years ended January 31, 2023 and 2022

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of BRP Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of BRP Inc. and subsidiaries (the "Company") as of January 31, 2023, and 2022, the related consolidated statements of net income, comprehensive income, changes in equity, and cash flows, for each of the two years in the period ended January 31, 2023, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of January 31, 2023, and 2022, and its financial performance and its cash flows for each of the two years in the period ended January 31, 2023, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of January 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 22, 2023, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Revenue — Refer to Note 2n and 23 to the financial statements

Critical Audit Matter Description

The Company's revenue consists of transactions sourced from multiple order entry systems and databases. The Company's information technology (IT) environment is complex and includes multiple IT systems that are used to process revenue-related data and the Company relies on the output of these systems to process and record its revenue transactions.

Given the Company's systems to process and record revenue are highly automated, there are potential risks arising from the capture, processing and transfer of data accurately and completely between the various IT systems. As such, auditing revenue resulted in an increased extent of audit effort and the nature of audit procedures were designed to include information outside of the IT systems.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the Company's IT systems, software applications and automated controls used to process revenue transactions included the following, among others:

- With the assistance of IT specialists,
  - Assessed the general computer and automated controls for relevant IT systems used to process revenue transactions;
  - Assessed the interface configuration between certain relevant IT systems to determine that information transferred is accurate and complete; and
  - Evaluated the service auditor reports on which the Company relies.
- Selected a sample of revenue transactions and performed the following:
  - Compared revenue from the IT system to the customer confirmation and cash receipts;
  - Matched revenues from the IT system to the approved pricing outside of the IT system;
  - Compared revenue selections to the third-party bill of lading; and
  - Evaluated the reasonableness of manual journal entries posted to revenues in the general ledger.

/s/ Deloitte LLP

Chartered Professional Accountants
Montréal, Canada
March 22, 2023

We have served as the Company's auditor since 2006.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of BRP Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of BRP Inc. and subsidiaries (the "Company") as of January 31, 2023, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 31, 2023, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended January 31, 2023, of the Company and our report dated March 22, 2023, expressed an unqualified opinion on those financial statements.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

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

or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ Deloitte LLP

Chartered Professional Accountants
Montréal, Canada
March 22, 2023

BRP Inc.

CONSOLIDATED STATEMENTS OF NET INCOME

[in millions of Canadian dollars, except per share data]

	Notes	Years ended January 31, 2023	Years ended January 31, 2022
Revenues	23	**$10,033.4**	$7,647.9
Cost of sales		**7,534.0**	5,515.7
Gross profit		**2,499.4**	2,132.2
Operating expenses			
Selling and marketing		**433.8**	393.9
Research and development		**367.7**	289.8
General and administrative		**341.1**	271.0
Other operating income	26	**(10.3)**	(9.5)
Total operating expenses		**1,132.3**	945.2
Operating income		**1,367.1**	1,187.0
Financing costs	27	**114.8**	128.9
Financing income	27	**(6.0)**	(3.8)
Foreign exchange (gain) loss on long-term debt		**92.4**	(14.8)
Income before income taxes		**1,165.9**	1,076.7
Income tax expense	28	**300.5**	282.1
Net income		**$865.4**	$794.6
Attributable to shareholders		$863.9	$793.9
Attributable to non-controlling interest		**$1.5**	$0.7
Basic earnings per share	22	**$10.88**	$9.57
Diluted earnings per share	22	**$10.67**	$9.31

The accompanying notes are an integral part of these consolidated financial statements.

BRP Inc.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

[in millions of Canadian dollars]

	Notes	Years ended January 31, 2023	January 31, 2022
Net income		**$865.4**	$794.6
Other comprehensive income			
Items that will be reclassified subsequently to net income			
Net changes in fair value of derivatives designated as cash flow hedges		**31.6**	11.5
Net changes in unrealized gain (loss) on translation of foreign operations		**11.5**	(38.7)
Income tax expense		**(8.4)**	(2.6)
		34.7	(29.8)
Items that will not be reclassified subsequently to net income			
Actuarial gains on defined benefit pension plans	18	**63.8**	63.8
Loss on fair value of restricted investments		**(1.6)**	(0.2)
Income tax expense		**(15.7)**	(18.1)
		46.5	45.5
Total other comprehensive income		**81.2**	15.7
Total comprehensive income		**$946.6**	$810.3
Attributable to shareholders		**$944.2**	$809.9
Attributable to non-controlling interest		**$2.4**	$0.4

The accompanying notes are an integral part of these consolidated financial statements.

BRP Inc.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

[in millions of Canadian dollars]
As at

	Notes	January 31, 2023	January 31, 2022
Cash and cash equivalents		**$202.3**	$265.8
Trade and other receivables	6	**655.0**	465.7
Income taxes and investment tax credits receivable		**43.9**	31.6
Other financial assets	7	**122.6**	73.6
Inventories	8	**2,290.1**	1,691.3
Other current assets	9	**66.7**	140.1
Total current assets		**3,380.6**	2,668.1
Investment tax credits receivable		**21.5**	24.4
Other financial assets	7	**69.3**	53.2
Property, plant and equipment	10	**1,810.4**	1,441.9
Intangible assets	11	**741.3**	494.9
Right-of-use assets	12	**180.3**	132.7
Deferred income taxes	28	**257.9**	212.8
Other non-current assets	9	**3.3**	2.9
Total non-current assets		**3,084.0**	2,362.8
Total assets		**$6,464.6**	$5,030.9
Bank overdraft		**$29.0**	$—
Trade payables and accruals	14	**1,548.2**	1,622.9
Provisions	15	**544.7**	328.1
Other financial liabilities	16	**90.7**	152.3
Income tax payable		**81.3**	135.7
Deferred revenues		**85.3**	247.9
Current portion of long-term debt	17	**59.4**	103.1
Current portion of lease liabilities	12	**44.7**	29.4
Total current liabilities		**2,483.3**	2,619.4
Long-term debt	17	**2,730.8**	1,937.4
Lease liabilities	12	**152.2**	117.5
Provisions	15	**120.5**	86.2
Other financial liabilities	16	**59.8**	34.0
Deferred revenues		**141.5**	107.3
Employee future benefit liabilities	18	**158.0**	220.2
Deferred income taxes	28	**58.9**	22.4
Other non-current liabilities		**19.5**	19.3
Total non-current liabilities		**3,441.2**	2,544.3
Total liabilities		**5,924.5**	5,163.7
Equity (deficit)		**540.1**	(132.8)
Total liabilities and equity (deficit)		**$6,464.6**	$5,030.9

The accompanying notes are an integral part of these consolidated financial statements.

BRP Inc.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

[in millions of Canadian dollars]

For the year ended January 31, 2023

	Attributed to shareholders							
	Capital Stock (Note 19)	Contributed surplus	Retained earnings (losses)	Translation of foreign operations	Cash-flow hedges	Total	Non-controlling interests	Total equity (deficit)
Balance as at January 31, 2022	**$260.6**	**$(3.2)**	**$(404.3)**	**$(2.9)**	**$14.2**	**$(135.6)**	**$2.8**	**$(132.8)**
Net income	**—**	**—**	**863.9**	**—**	**—**	**863.9**	**1.5**	**865.4**
Other comprehensive income	**—**	**—**	**46.5**	**10.6**	**23.2**	**80.3**	**0.9**	**81.2**
Total comprehensive income	**—**	**—**	**910.4**	**10.6**	**23.2**	**944.2**	**2.4**	**946.6**
Dividends (Note 19)	**—**	**—**	**(50.8)**	**—**	**—**	**(50.8)**	**—**	**(50.8)**
Issuance of subordinate shares	**15.4**	**(4.6)**	**—**	**—**	**—**	**10.8**	**—**	**10.8**
Repurchase of subordinate shares (Note 19)	**(20.2)**	**47.2**	**(279.8)**	**—**	**—**	**(252.8)**	**—**	**(252.8)**
Stock-based compensation	**—**	**19.4** [a]	**—**	**—**	**—**	**19.4**	**—**	**19.4**
Non-controlling interest arising on business combination (Note 5)	**—**	**—**	**—**	**—**	**—**	**—**	**20.4**	**20.4**
Obligation to repurchase a non-controlling interest (Note 5)	**—**	**—**	**—**	**—**	**—**	**—**	**(20.4)**	**(20.4)**
Other	**—**	**—**	**—**	**(0.3)**	**—**	**(0.3)**	**—**	**(0.3)**
Balance as at January 31, 2023	**$255.8**	**$58.8**	**$175.5**	**$7.4**	**$37.4**	**$534.9**	**$5.2**	**$540.1**

[a] Includes $0.1 million of income tax expense.

For the year ended January 31, 2022

	Attributed to shareholders							
	Capital Stock (Note 19)	Contributed surplus	Retained losses	Translation of foreign operations	Cash-flow hedges	Total	Non-controlling interests	Total deficit
Balance as at January 31, 2021	$210.4	$(154.0)	$(575.9)	$35.5	$5.3	$(478.7)	$3.8	$(474.9)
Net income	—	—	793.9	—	—	793.9	0.7	794.6
Other comprehensive income (loss)	—	—	45.5	(38.4)	8.9	16.0	(0.3)	15.7
Total comprehensive income (loss)	—	—	839.4	(38.4)	8.9	809.9	0.4	810.3
Dividends (Note 19)	—	—	(43.1)	—	—	(43.1)	—	(43.1)
Issuance of subordinate shares	86.1	(21.1)	—	—	—	65.0	—	65.0
Repurchase of subordinate shares (Note 19)	(35.9)	152.8	(624.7)	—	—	(507.8)	—	(507.8)
Stock-based compensation	—	19.1[a]	—	—	—	19.1	—	19.1
Other	—	—	—	—	—	—	(1.4)	(1.4)
Balance as at January 31, 2022	$260.6	$(3.2)	$(404.3)	$(2.9)	$14.2	$(135.6)	$2.8	$(132.8)

[a] Includes $1.4 million of income tax recovery.

The accompanying notes are an integral part of these consolidated financial statements.

BRP Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS

[in millions of Canadian dollars]

	Notes	Years ended January 31, 2023	Years ended January 31, 2022
OPERATING ACTIVITIES			
Net income		**$865.4**	$794.6
Non-cash and non-operating items:			
Depreciation expense		**310.4**	273.6
Income tax expense	28	**300.5**	282.1
Foreign exchange (gain) loss on long-term debt		**92.4**	(14.8)
Interest expense and transaction costs	27	**110.7**	101.0
Other		**8.0**	31.0
Cash flows generated from operations before changes in working capital		**1,687.4**	1,467.5
Changes in working capital:			
Increase in trade and other receivables		**(166.3)**	(168.9)
Increase in inventories		**(513.9)**	(647.8)
Decrease (increase) in other assets		**43.2**	(157.5)
(Decrease) increase in trade payables and accruals		**(108.2)**	355.9
Decrease in other financial liabilities		**(35.7)**	(47.1)
Increase (decrease) in provisions		**239.5**	(4.4)
(Decrease) increase in other liabilities		**(147.9)**	151.5
Cash flows generated from operations		**998.1**	949.2
Income taxes paid, net of refunds		**(348.6)**	(179.2)
Net cash flows generated from operating activities		**649.5**	770.0
INVESTING ACTIVITIES			
Additions to property, plant and equipment	10	**(601.0)**	(628.9)
Additions to intangible assets	11	**(58.4)**	(68.8)
Business combinations, net of acquired cash	5	**(208.2)**	—
Other		**14.2**	10.0
Net cash flows used in investing activities		**(853.4)**	(687.7)
FINANCING ACTIVITIES			
Increase in bank overdraft		**29.0**	—
Issuance of long-term debt	17	**920.9**	409.9
Long-term debt amendment fees	17	**(22.0)**	(19.8)
Repayment of long-term debt	17	**(251.9)**	(779.4)
Repayment of lease liabilities	12	**(35.4)**	(35.3)
Interest paid		**(100.7)**	(53.2)
Issuance of subordinate voting shares		**10.8**	65.0
Repurchase of subordinate voting shares	19	**(305.5)**	(682.7)
Dividends paid	19	**(50.8)**	(43.1)
Other		**(4.1)**	(4.1)
Net cash flows generated from (used in) financing activities		**190.3**	(1,142.7)
Effect of exchange rate changes on cash and cash equivalents		**(49.9)**	0.5
Net decrease in cash and cash equivalents		**(63.5)**	(1,059.9)
Cash and cash equivalents at the beginning of year		**265.8**	1,325.7
Cash and cash equivalents at the end of year		**$202.3**	$265.8

The accompanying notes are an integral part of these consolidated financial statements.

BRP Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the years ended January 31, 2023 and 2022
[Tabular figures are in millions of Canadian dollars, unless otherwise indicated]

1. NATURE OF OPERATIONS

BRP Inc. ("BRP") is incorporated under the laws of Canada. BRP's multiple voting shares are owned by Beaudier Inc. and 4338618 Canada Inc. (collectively, "Beaudier Group"), Bain Capital Integral Investors II, L.P. ("Bain Capital") and La Caisse de dépôt et placement du Québec ("CDPQ"), (collectively, the "Principal Shareholders"). BRP's subordinate voting shares are listed in Canada on the Toronto Stock Exchange under the symbol DOO and in the United States on the Nasdaq Global Select Market under the symbol DOOO.

BRP and its subsidiaries (the "Company") design, develop, manufacture and sell powersports vehicles and marine products. The Company's Powersports segment comprises "Year-Round Products" which consists of all-terrain vehicles, side-by-side vehicles and three-wheeled vehicles; "Seasonal Products" which consists of snowmobiles, personal watercraft and pontoons; and "Powersports PA&A and OEM Engines" which consists of parts, accessories and apparel ("PA&A"), engines for karts and recreational aircraft and other services. Additionally, the Company's "Marine" segment consists of boats, pontoons, jet boat and outboard engines and related PA&A and other services.

Following the acquisitions of Pinion GmbH ("Pinion") and substantially all the assets related to the powersports business of Kongsberg Automotive ASA and its subsidiary Kongsberg Inc. located in Shawinigan, Quebec ("KA Shawinigan"), the Company created a new Low Voltage & Human Assisted Group ("LVHA"). The creation of LVHA is intended to allow the Company to pursue its growth strategy with low voltage and human assisted product categories at the intersection of mobility, recreation and utility.

The Company's products are sold mainly through a network of independent dealers, independent distributors and to original equipment manufacturers (the "Customers"). The Company distributes its products worldwide and manufactures them in Mexico, Canada, Austria, the United States, Finland, Australia and Germany.

The Company's headquarters is located at 726 Saint-Joseph Street, Valcourt, Québec, J0E 2L0.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of presentation

These consolidated financial statements for the years ended January 31, 2023 and 2022 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").

These consolidated financial statements have been prepared on a historical cost basis except for certain transactions that are measured using a different basis as explained below in the significant accounting policies section.

On March 22, 2023, the Board of Directors of the Company approved these consolidated financial statements for the years ended January 31, 2023 and 2022.

b) Basis of consolidation

These consolidated financial statements include the financial statements of BRP and its subsidiaries. BRP controls all of its subsidiaries that are wholly owned through voting equity interests, except for Regionales Innovations Centrum GmbH in Austria for which a non-controlling interest of 25% is recorded upon consolidation, BRP Commerce & Trade Shanghai Co. Ltd in China for which a non-controlling interest of 20% is recorded upon consolidation and Pinion GmbH in Germany for which there is a non-controlling interest of 20%. BRP is also part of a joint venture located in Austria.

2. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

b) Basis of consolidation [continued]

The most significant subsidiaries of BRP included in these consolidated financial statements are as follows:

- Bombardier Recreational Products Inc., located in Canada;
- BRP US Inc., located in the United States;
- BRP-Rotax GmbH & Co. KG, located in Austria;
- BRP European Distribution SA, located in Switzerland, and
- BRP Finland Oy, located in Finland

All inter-company transactions and balances have been eliminated upon consolidation.

c) Foreign currencies

The consolidated financial statements of the Company are presented in Canadian dollars, the currency of the primary economic environment ("functional currency") in which it operates. The functional currency of foreign operations is their local currency, corresponding to the currency in which the majority of their third-party transactions are denominated.

Transactions in foreign currency

For the purpose of preparing consolidated financial statements, the Company applies the following procedures on transactions and balances in currencies other than their functional currency. Monetary items are translated using exchange rates in effect at the consolidated statement of financial position date and non-monetary items are translated using exchange rates prevailing at the transaction date. Revenues and expenses (other than depreciation, which is translated at the same exchange rates as the related assets) are translated using exchange rates in effect on the transaction dates or at the average exchange rates of the period. Translation gains or losses are recorded in the consolidated statement of net income.

Consolidation of foreign operations

All assets and liabilities of foreign operations are translated into Canadian dollars at exchange rates in effect at the consolidated statement of financial position date. Revenues and expenses are translated at the average exchange rates for the period. The Company's gains and losses on translation of foreign operations are recognized in other comprehensive income and accumulated in equity until the Company no longer controls the foreign operation. At that time, gains or losses on translation accumulated in equity are entirely reclassified to net income.

d) Inventory valuation

Materials and work in progress, finished products and parts, accessories and apparel are valued at the lower of weighted average cost or net realizable value. The cost of work in progress and finished products manufactured by the Company includes the cost of materials, direct labour and directly attributable manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to complete the sale.

Inventories are written down to net realizable value when the cost of inventories is determined to be not fully recoverable. When the circumstances that previously caused inventories to be written down no longer exist or when there is clear evidence of an increase in net realizable value because of changed economic circumstances, the amount of write-down is reversed.

2. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

e) Property, plant and equipment

Property, plant and equipment includes land, building, equipment and tooling held for use in the development, production and distribution activities or for administrative purposes. They are stated at cost less accumulated depreciation and accumulated impairment charges.

The cost of an item of property, plant and equipment includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating, which also includes the borrowing costs incurred during the construction.

Property, plant and equipment is depreciated, with the exception of land, using the straight-line method over their estimated useful lives. If an item of property, plant and equipment is composed of significant components having different estimated useful lives, depreciation is calculated on a component basis using the straight-line method over their respective useful lives. The Company's estimated useful lives per category are the following:

Tooling	3 to 7 years
Equipment	3 to 20 years
Building	10 to 60 years

Depreciation of assets under development begins when they are ready for their intended use.

The estimated useful lives, residual values and depreciation methods are reviewed at each year-end, with the effect of any changes in estimates accounted for on a prospective basis.

Fully depreciated building, equipment and tooling are retained in the cost and accumulated depreciation accounts until such assets are removed from service. In the case of disposals, cost and related accumulated depreciation amounts are removed from the consolidated statement of financial position, and the net amounts, less proceeds from disposal, is recorded in the consolidated statement of net income.

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment in order to determine if there is any indication that those assets may be impaired. If any such indication exists, an impairment test is performed as described below in paragraph h).

2. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

f) Intangible assets

Goodwill represents the excess of the purchase price of businesses acquired over the fair value of the net assets acquired. Goodwill is systematically tested for impairment as at January 31 or more frequently if events or circumstances indicate that it might be impaired. Goodwill is tested for impairment at the cash generating unit ("CGU") level representing the lowest level at which management monitors it.

Trademarks are carried at cost and are not depreciated due to their indefinite expected useful lives for the Company. The assessment of indefinite expected useful lives is reviewed at each year-end. Trademarks are systematically tested for impairment as at January 31 or more frequently if events or circumstances indicate that they might be impaired. Trademarks are tested for impairment with the CGU to which they relate.

Software and licences, patents, dealer networks and customer relationships are carried at cost and are depreciated on a straight-line basis over their estimated useful lives, which are as follows:

Software and licences	3 to 5 years
Patents	10 years
Dealer networks	5 to 20 years
Customer relationships	10 to 15 years

At the end of each reporting period, the Company reviews the carrying amounts of its software and licences, dealer networks and customer relationships in order to determine if there is any indication that those assets may be impaired. If any such indication exists, an impairment test is performed as described below in paragraph h).

Expenditures related to research and development activities are recognized as expense in the period in which they are incurred, except for development activities if specific criteria for capitalization as intangible assets are met.

2. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

g) Leases

At inception, the Company assesses whether the contract is or contains a lease. Leases are recognized as right-of-use assets and lease liabilities at the lease commencement date. Payments associated with short-term leases and leases of low-value assets are recognized as an expense.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the Company's incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. Lease liabilities include the net present value of the following lease payments (when applicable):

- Fixed payments (including in-substance fixed payments), less any lease incentives;
- Variable lease payments that are based on an index or a rate;
- Amounts expected to be payable under residual value guarantees;
- Exercise price of purchase options if the Company is reasonably certain to exercise that option; and
- Penalties for early termination of a lease, except if the Company is reasonably certain not to terminate early.

The lease liability is subsequently measured at amortized cost using the effective interest rate method. The lease liability is remeasured, and a corresponding adjustment is made to the carrying amount of the right-of-use assets, when there is a change in future lease payments arising from a change in an index or rate, from a change in the estimation of a residual value guarantee or from a change in the assumption of purchase, extension or termination option. The lease liability is also remeasured when the underlying lease contract is amended.

The Company accounts for each lease component and any associated non-lease components as a single lease component.

The right-of-use asset is initially measured at cost, which includes the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less any incentives received. The right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease. In addition, the right-of-use asset is reduced by impairment losses resulting from impairment tests as described below in paragraph h), if any, and adjusted for certain remeasurements of the lease liability.

2. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

h) Impairment of property, plant and equipment, intangible assets and right-of-use assets

An asset is impaired when its carrying amount is above its recoverable amount. The recoverable amount is determined for each individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. In that case, the asset is assessed for impairment within a CGU, representing the lowest level of assets for which there are separately identifiable cash inflows. The recoverable amount of an asset or a CGU is the higher of its fair value less costs to sell and its value in use. Value in use is determined using a discounted future net cash flows approach. Fair value less costs to sell reflects the amount the Company could obtain from the asset's disposal in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal. If there is no active market for the asset, the fair value is assessed by using appropriate valuations models dependent on the nature of the asset or CGU, such as discounted cash flow models. The impairment charge recorded in the consolidated statement of net income is the difference between the carrying amount and the recoverable amount.

At the end of each reporting period, the Company reviews the carrying amount of assets (excluding goodwill) or CGUs impaired in previous periods in order to determine if there is any indication that its recoverable amount has increased. If any such indication exists, an impairment test is performed and the impairment recovery is recorded in the consolidated statement of net income up to the carrying amount that would have existed had the impairment charge never been recorded in prior years.

i) Financial instruments

A financial instrument is any contract that gives rise to a financial asset for one party and a financial liability or equity for another party. Financial instruments are initially recorded at fair value when the Company becomes a party to the transaction and are subsequently revalued at fair value or amortized cost at the end of each reporting period depending on their classification.

When the Company acquires or issues a financial instrument that is not recorded at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issuance are incorporated in the carrying amount and amortized in the consolidated statement of net income using the effective interest rate method. When the Company acquires or issues a financial instrument measured at fair value through profit or loss, all transaction costs are expensed as incurred.

A modification of financial liabilities that includes a prepayment option at par with no break costs is equivalent to an extinguishment. When a modification is accounted for as an extinguishment, the original financial instrument is derecognized, including any unamortized transaction costs and any costs or fees incurred related to the modification, and the new instrument arising from the modification is recognized at fair value.

2. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

i) Financial instruments [continued]

Financial assets and financial liabilities other than derivatives

At the end of each reporting period, financial assets and financial liabilities that are not derivatives are measured at fair value or amortized cost using the effective interest method depending on the following classification:

- Restricted investments are measured at fair value through other comprehensive income at the end of each reporting period.
- Cash and cash equivalents and trade and other receivables are measured at amortized cost at the end of each reporting period.
- Non-controlling interest liability is measured at fair value through profit and loss at the end of each reporting period.
- Revolving credit facilities, trade payables and accruals, other financial liabilities, long-term debt and lease liabilities are measured at amortized cost at the end of each reporting period.

Derivative financial instruments

Derivative financial instruments are financial assets or financial liabilities recorded at fair value through profit or loss. They are measured at fair value at the end of each reporting period including those derivatives that are embedded in financial and non-financial contracts that are not closely related to the host contract.

In the consolidated statement of net income, changes in fair value of derivatives used to manage foreign exchange exposure on working capital elements are recorded in Other operating income.

Derivative financial instruments under cash flow hedge accounting

The Company applies cash flow hedge accounting when forecasted cash flows are highly probable to occur and all other cash flow hedge criteria are met. The effective portion of the change of fair value of derivative financial instruments designated as hedging items under the cash flow hedge model is recorded in other comprehensive income and accumulated in equity until the hedged transaction is recognized in the consolidated statement of net income. The ineffective portion is recognized in the consolidated statement of net income at each period end. The Company makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, whether the hedging instruments are expected to be effective in offsetting the cash flows of the respective hedged items during the period for which the hedge is designated.

If a derivative financial instrument accounted for using the cash flow hedge model has been settled prior to maturity or the hedge relationship is no longer meeting cash flow hedge criteria, accumulated gains or losses associated with the derivative financial instrument remain in equity as long as the underlying hedged transaction is expected to occur and are recognized in the consolidated statement of net income in the period in which the underlying hedged transaction is recognized in the consolidated statement of net income. In the event that the underlying hedged transaction is settled prior to maturity or is not expected to occur anymore, gains or losses accumulated in equity at this date are immediately reclassified in the consolidated statement of net income. Gains or losses related to derivative financial instruments accounted for using the cash flow hedge model are recorded in the same category as the hedged item in the consolidated statement of net income.

2. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

j) Derecognition of receivables

Receivables are derecognized from the consolidated statement of financial position only when the Company's contractual rights to the cash flows expire or when the Company has transferred to a third party substantially all the risks and rewards on receivables sold.

k) Dealer holdback programs

The Company provides dealer incentive programs whereby at the time of shipment, the Company invoices an amount to the dealer that is reimbursable upon ultimate sale and warranty registration of the product. The Company presents the amounts due to dealers in other current financial liabilities in the consolidated statement of financial position.

l) Provisions

Provisions represent liabilities for which the amount or timing of payment is uncertain. Provisions are recorded in the consolidated statement of financial position when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation. Additionally, provisions are recorded for contracts under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received.

Provisions are measured at each period end at the best estimate of the expenditure required to settle the obligation. To account for the effect of the time value of money, provisions are measured at the present value of the outflows required to settle the obligation using a risk free rate adjusted to the specific risk of the obligation. They are re-measured at each consolidated statement of financial position date using interest rates prevailing at this date and an interest expense is recorded to reflect the passage of time.

The main provisions of the Company are described in more detail below:

Products related provisions

When the products are sold, the Company records a provision related to limited product warranties generally covering periods from six months to five years.

The Company records a provision for product liability claims or possible claims incurred but not reported at the end of each reporting period.

The Company provides for estimated sales promotions at time of revenue recognition. Examples of these costs include product rebates given to clients, volume discounts and retail financing programs. In the consolidated statement of net income, cash sales promotions are recorded as a reduction of revenues whereas non-cash sales promotions, such as delivery of free products, are included in cost of sales.

2. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

m) Employee benefits

Current benefits

The Company records an expense in the consolidated statement of net income for wages, salaries, bonuses, share based compensations and social security contributions of employees in the period the services are rendered. Current benefit associated with manufacturing employees is included in the cost of inventory produced as described above in paragraph d).

Future benefits

The Company sponsors several Canadian and foreign funded and unfunded defined benefit and defined contribution pension plans covering most of its employees. The Company also provides other post-retirement benefit plans to certain employees.

Defined benefit plans and other post-retirement benefit plans

Annual costs of defined benefit pension plans and other post-retirement benefit plans, which include current service costs, net interest costs and past service costs, is actuarially determined using the projected unit credit method based on management's best estimate of discount rates, salary escalation, retirement ages of employees, life expectancy, inflation and health care costs.

Current service costs are recorded in the consolidated statement of net income when employees are rendering the services to the Company. For manufacturing employees, current service costs are included in the cost of inventory produced as described above in paragraph d).

Net interest costs are recorded in the consolidated statement of net income at each period following the passage of time.

Past service costs (gains) arising from the change in the present value of the defined benefit obligation resulting from a plan amendment or a curtailment are recorded in the consolidated statement of net income when the plan amendment or the curtailment occurs. A curtailment arises from a transaction that significantly reduces the number of employees covered by a plan.

In the consolidated statement of net income, costs related to defined benefit pension plans and other post-retirement benefit plans are classified separately depending on their nature. Current service costs and past service costs (gains) are presented within operating income whereas the net interest expense on the employee future benefit liability is presented in financing costs.

The liability recognized in the consolidated statement of financial position is the present value of the plan obligations less the fair value of the plan assets at that date. Plan obligations are determined based on expected future benefit payments discounted using market interest rates prevailing as at January 31 and plan assets are stated at their fair value at that date. Actuarial gains and losses that arise in calculating the present value of plan obligations and the fair value of plan assets are recorded in other comprehensive income and accumulated directly in retained earnings (losses).

Defined contribution plans

Defined contribution plan expenses are recorded in the consolidated statement of net income when employees are rendering the services to the Company. Expenses associated with manufacturing employees are included in the cost of inventory produced as described above in paragraph d). Defined contribution plan expenses are entirely presented within operating income.

2. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

n) Revenue recognition

The Company's revenues are derived primarily from the sale of products and related parts and accessories. Each sale is considered as a single performance obligation and revenues are recognized when products are shipped, which corresponds to the point in time when the Customers have obtained control of the asset and the Company has satisfied its performance obligation. Revenues are measured at an amount equal to the consideration to which the Company expects to be entitled, which takes into account sales promotions and expected returns to occur after the shipment date. A deferred revenue is recognized if the Company receives consideration, or has an unconditional right to receive consideration, prior to the completion of its performance obligation.

When, in addition to the regular warranty coverage, an extended warranty coverage is given with the purchase of the product, a portion of the revenue representing the value of the extended warranty is deferred. The value deferred is based on the stand-alone selling price of both the unit sold and the extended warranty given. The deferred revenue is then recognized over the extended warranty coverage period.

o) Government assistance

Government assistance, including research and development tax credits, is recorded when the Company is complying with the assistance program requirements and the recovery is reasonably assured. Government assistance received but contingently repayable is recorded in the consolidated statement of net income as long as it is probable that the conditions for repayment will not be met. Government assistance granted to compensate expenses are presented in the consolidated statement of net income as a reduction of the expense they relate to, whereas assistance granted for the acquisition of property, plant and equipment and intangibles is deducted from the cost of the related asset.

p) Stock-based compensation

The Company grants stock options to officers and employees that are settled by the issuance of common shares. The Company establishes compensation expense for those grants based on the fair value of each tranche of option at the grant date. The compensation expense is recognized in the consolidated statement of net income over the vesting period of each tranche based on the number of options that are ultimately expected to vest. The Company estimates stock option forfeitures at time of grant and revises those estimates in subsequent periods if actual forfeitures differ from those estimates. The corresponding amount is recorded in contributed surplus within equity.

q) Income taxes

The Company's income tax expense represents the sum of the taxes currently payable based on taxable income of the year and deferred taxes. Deferred income tax assets and liabilities are determined based on the differences between the carrying amounts and tax bases of assets and liabilities using enacted or substantively enacted tax rates and laws expected to be in effect when the differences reverse. Current and deferred income taxes are recognized in the consolidated statement of net income except to the extent it relates to items recognized in other comprehensive income or directly in equity, in which case the related tax is recognized in other comprehensive income or in equity.

2. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

r) Earnings per share

Basic earnings per share is calculated by dividing the net income attributable to equity holders of the Company by the weighted average number of common shares outstanding during the year.

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares from stock option plans. For the stock options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding stock options.

s) Business combinations

Business combinations are recorded by using the acquisition method. Under this method, the purchase consideration is allocated to identifiable assets acquired, liabilities assumed and contingent liabilities ("Net assets") based on the fair value at the acquisition date, with the excess of the purchase consideration amount allocated to goodwill. Provisional fair values allocated at a reporting date are finalized as soon as the relevant information is available, which period shall not exceed twelve months from the acquisition date and are adjusted to reflect the transaction as of the acquisition date.

The results of the acquired businesses are included in the consolidated financial statements from the date of the acquisition. Acquisition costs are expensed as incurred.

Intangible assets and goodwill arising from business combinations are accounted for by applying the acquisition method of accounting to these transactions. In measuring the fair value of the assets acquired and the liabilities assumed and estimating their useful lives, the Company uses significant estimates and assumptions regarding cash flow projections, economic risk, and weighted average cost of capital. These estimates and assumptions determine the amount allocated to intangible assets and goodwill, as well as the amortization period for intangible assets with finite lives.

t) Segmented information

Operating segments are components of an entity that engage in business activities from which they earn revenues and incur expenses (including revenues and expenses related to transactions with the other components of the entity). The related operations can be clearly distinguished and the revenues and gross profit are regularly reviewed by a chief operating decision-maker to make resource allocation decisions and to assess performance.

The Company has two operating and reportable segments: Powersports and Marine. The Powersports segment includes Year-Round Products, Seasonal Products and Powersports PA&A and OEM Engines. The Marine segment includes boats, jet boat and outboard engines and related PA&A and other services.

3. SIGNIFICANT ESTIMATES AND JUDGMENTS

The preparation of these consolidated financial statements in accordance with the Company's accounting policies requires management to make estimates and judgments that can affect the reported amounts of assets and liabilities, related amounts of revenues and expenses, other comprehensive income and disclosures made.

a) Significant estimates in applying the Company's accounting policies

The Company's best estimates are based on the information, facts and circumstances available at the time estimates are made. Management uses historical experience and information, general economic conditions and trends, as well as assumptions regarding probable future outcomes as the basis for determining estimates. Estimates and their underlying assumptions are reviewed periodically and the effects of any changes are recognized immediately. Actual results could differ from the estimates used and such differences could be significant.

The Company's annual operating budget and operating budget revisions performed during the year (collectively "Budget") and the Company's strategic plan comprise fundamental information used as a basis for some significant estimates necessary to prepare these consolidated financial statements. Management prepares the annual operating budget and strategic plan each year using a process whereby a detailed one-year budget and three-year strategic plan are prepared by each entity and then consolidated.

Cash flows and profitability included in the Budget are based on the existing and future expected sales orders, general market conditions, current cost structures, anticipated cost variations and current agreements with third parties. Management uses the annual operating budget information as well as additional projections or assumptions to derive the expected results for the strategic plan and periods thereafter.

The Budget and the strategic plan are approved by management and the Board of Directors. Management then tracks performance as compared to the Budget. Significant variances in actual performance are a key trigger to assess whether certain estimates used in the preparation of financial information must be revised.

Management needs to rely on estimates in order to apply the Company's accounting policies and considers that the most critical ones are the following:

Estimating the net realizable value of inventory

The net realizable value of materials and work in progress is determined by comparing inventory components and value with production needs, current and future product features, expected production costs to be incurred and the expected profitability of finished products. The net realizable value of finished products and parts, accessories and apparel is determined by comparing inventory components and value with expected sales prices, sales programs and new product features.

3. SIGNIFICANT ESTIMATES AND JUDGMENTS [CONTINUED]

a) Significant estimates in applying Company's accounting policies [continued]

Estimating impairment on property, plant and equipment, intangible assets and right-of-use assets

Management assesses the value in use of property, plant and equipment, intangible assets and right-of-use assets mainly based on a group of CGUs level using a discounted cash flow approach by product line based on annual budget and strategic plan process. When the Company acquired the recreational products business from Bombardier Inc. in 2003, trademarks and goodwill were recorded as part of the business acquisition. Trademarks of $122.6 million and goodwill of $114.7 million were related to this transaction as at January 31, 2023 ($122.6 million and $114.7 million respectively as at January 31, 2022). In addition, trademarks of $ 93.7 million and goodwill of $137.6 million were recorded as at January 31, 2023 following various business combinations that occurred after 2003 ($74.6 million and $1.2 million respectively as at January 31, 2022).

Trademarks and goodwill impairment test

For the purpose of impairment testing, trademarks are allocated to their respective CGU. As at January 31, 2023, the carrying amount of trademarks amounting to $216.3 million is related to *Ski-Doo, Sea-Doo, Alumacraft, Manitou, Quintrex, Stacer* and *Pinion* for $63.5 million, $59.1 million, $20.1 million, $38.8 million, $14.8 million, $4.6 million and $15.4 million respectively. As at January 31, 2022, the carrying amount of trademarks amounting to $197.2 million was related to *Ski-Doo*, *Sea-Doo*, *Alumacraft*, *Manitou, Quintrex and Stacer* for $63.5 million, $59.1 million, $19.2 million, $36.9 million, $14.1 million and $4.4 million respectively.

Following the creation of the Powersports and Marine segments during the year ended January 31, 2019, the Company has fully allocated the goodwill of $114.7 million created in 2003 to the Powersports segment. Goodwill of $ 63.7 million related to the KA Shawinigan acquisition and $72.7 million related to the Pinion acquisition were allocated to their respective CGUs as at January 31, 2023.

Recoverable amount

The recoverable amount for the group of CGUs is based on a value in use calculation using cash flow projections, which takes into account the Company's one-year budget and three-year strategic plan, with a terminal value calculated by discounting the final year in perpetuity. The figures used as the basis for the key assumptions in the value in use calculation includes sales volume, sales price, production costs, distribution costs and operating expenses as well as discount rates. This information represents the best available information as at the date of impairment testing. The estimated future cash flows are discounted to their present value using a pre-tax discount rate of 11% to 16%. These discount rates were calculated by adding to the Company's weighted average cost of capital the risk factor associated with the product line tested. In assessing value in use, growth rates between -0.7% and 2% were used to calculate the terminal value. In addition, a market approach was performed to assess the reasonability of the conclusions reached.

3. SIGNIFICANT ESTIMATES AND JUDGMENTS [CONTINUED]

a) Significant estimates in applying Company's accounting policies [continued]

Estimating impairment on property, plant and equipment, intangible assets [continued]

Sensitivity analysis

The Company performs sensitivity analysis on the cash flows and discount rates in order to confirm that the trademarks and goodwill are not impaired. Holding all other variables constant, a 5% decrease in the estimated cash flows or an increase of 100 basis points in the discount rates used would not have resulted in an impairment charge as at January 31, 2023.

Estimating recoverability of deferred tax assets

Deferred tax assets are recognized only if management believes it is probable that they will be realized based on the annual budget, strategic plan and additional projections to derive the expected results for the periods thereafter.

Estimating provisions for product regular warranty, product liability and sales program

The regular warranty cost is established by product line and recorded at the time of sale based on management's best estimate, using historical cost rates and trends. Adjustments to the regular warranty provision are made when the Company identifies a significant and recurring issue on products sold or when costs and trend differences are identified in the analysis of warranty claims.

The product liability provision at period end is based on management's best estimate of the amounts necessary to resolve existing claims. In addition, the product liability provision at the end of the reporting period includes incurred, but not reported claims based on average historical cost information.

Sales program provision is estimated based on current program features, historical data and expected retail sales for each product line.

Estimating the discount rates used in assessing defined benefit plan expenses and liability

In order to select the discount rates used to determine defined benefit plan expenses and liabilities, management consults with external actuarial firms to provide commonly used and applicable discount rates that are based on the yield of high quality corporate fixed income investments with cash flows that match expected benefit payments for each defined benefit plan. Management uses its knowledge and comprehension of general economic factors in order to conclude on the accuracy of the discount rates used.

3. SIGNIFICANT ESTIMATES AND JUDGMENTS [CONTINUED]

a) Significant estimates in applying Company's accounting policies [continued]

Estimating the lease term

On commencement date, when determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option or not exercise a termination option. Extension options or periods subject to termination options are only included in the lease term if the lease is reasonably certain to be extended or not terminated. This assessment is reviewed if a significant change in circumstances occurs within the Company's control.

b) Significant judgments in applying the Company's accounting policies

Management needs to make certain judgments in order to apply the Company's accounting policies and the most significant ones are the following:

Impairment of property, plant and equipment, intangible assets and right-of-use assets

The Company operates using a high level of integration and interdependency between design, development, manufacturing and distribution operations. The cash inflows generated by each product line require the use of various assets of the Company, limiting the impairment testing to be done for a single asset. Therefore, management performs impairment testing by grouping assets into CGUs.

Functional currency

The Company operates worldwide, but its design, development, manufacturing and distribution operations are highly integrated, which require significant judgements from management in order to determine the functional currency of each entity using factors provided by *IAS 21 The Effects of Changes in Foreign Exchange Rates* ("IAS 21"). Management established the functional currency of each entity as its local currency unless the assessment of the criteria established by IAS 21 to assess the functional currency leads to the determination of another currency. IAS 21 criteria are reviewed annually for each entity.

4. FUTURE ACCOUNTING CHANGES

Deferred Tax related to assets and liabilities arising from a single transaction (Amendments to IAS 12)

In May 2021, the International Accounting Standards Board ("IASB") issued targeted amendments to *IAS 12 – Income Taxes* to specify how companies account for deferred tax on transactions such as leases and decommissioning obligations. In specific circumstances, companies were dispensed from recognizing deferred tax upon the initial recognition of assets or liabilities. Prior to the amendments, uncertainties persisted about applying the exemption to transactions such as leases, which entails both an asset and a liability. Under the amendments, an entity does not apply the initial recognition exemption for transactions that give rise to equal taxable and deductible temporary differences.

The amendments will become effective for the Company's fiscal year beginning on February 1, 2023. The Company is assessing the potential impact of these amendments.

Improving accounting policy disclosures and clarifying distinction between accounting policies and accounting estimates (Amendments to IAS 1 and IAS 8)

In February 2021, the IASB issued amendments to *IAS 1 – Presentation of Financial Statements* ("IAS 1"), *IFRS Practice Statement 2 – Making Materiality* Judgments ("IFRS Practice Statement 2") and *IAS 8 –Accounting Policies, Changes in Accounting Estimates and Errors* ("IAS 8").

The amendments to IAS 1 require companies to disclose its material accounting policy information instead of its significant accounting policies. The amendments to IFRS Practice Statement 2 provide additional guidance and examples to support the amendments to IAS 1.

The amendments to IAS 8 seek to help companies distinguish between accounting policies and accounting estimates. Clarifying this distinction is important since changes in accounting estimates are applied prospectively but changes in accounting policies are generally applied retrospectively.

The amendments will become effective for the Company's fiscal year beginning on February 1, 2023. This change is not expected to have a significant impact on the Company.

Non-current Liabilities with Covenants (Amendments to IAS 1)

In October 2022, the IASB published amendments to *IAS 1 – Presentation of Financial Statements* that clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendment requires that only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as current or non-current.

The amendments will become effective for the Company's fiscal year beginning on February 1, 2024. The Company is assessing the potential impact of these amendments.

Other standards or amendments

The IASB has issued other standards or amendments to existing standards that are not expected to have a significant impact on the Company's consolidated financial statements.

5. BUSINESS COMBINATIONS

On August 5, 2022, the Company completed the acquisition of 80% of the outstanding shares of Pinion for a consideration of $81.4 million (€61.9 million) paid in cash. Pinion is located in Denkendorf, Germany and designs, develops, assembles, and sells mechanical gearboxes for traditional and electric bicycles.

On October 3, 2022, the Company completed the acquisition of substantially all the assets related to the powersports business of KA Shawinigan for a consideration of $127.2 million paid in cash. KA Shawinigan is a leading player in electronic and mechatronic product development and manufacturing and a long-standing supplier of BRP.

The value of the assets acquired, liabilities assumed and non-controlling interest were as follows, as at the acquisition date:

	Pinion		KA Shawinigan	Total
Assets acquired				
Current assets	**$7.8**	[a]	**$25.9**	**$33.7**
Non-current assets	**5.3**		**4.5**	**9.8**
Property, plant and equipment	**1.3**		**9.5**	**10.8**
Patents	**16.2**		**28.3**	**44.5**
Trademarks	**15.4**		**—**	**15.4**
Customer relationships	**13.0**		**—**	**13.0**
Goodwill [b] [c]	**72.7**		**63.7**	**136.4**
Total assets acquired	**131.7**		**131.9**	**263.6**
Liabilities assumed				
Current liabilities	**(11.1)**		**(3.8)**	**(14.9)**
Non-current liabilities	**(18.8)**		**(0.9)**	**(19.7)**
Total liabilities assumed	**(29.9)**		**(4.7)**	**(34.6)**
Non-controlling interest [d]	**(20.4)**		**—**	**(20.4)**
Total consideration paid in cash	**$81.4**		**$127.2**	**$208.6**

[a] Including $0.4 million (€0.3 million) of cash
[b] Goodwill arises principally from expected synergies and future growth.
[c] Goodwill is deductible for tax purposes only for KA Shawinigan.
[d] Non-controlling interest is measured at fair value as at the acquisition date.

5. BUSINESS COMBINATIONS [CONTINUED]

Pinion

The Company's consolidated statement of net income included the operating results of Pinion since the acquisition date. Had the Company acquired Pinion at the beginning of the year ended January 31, 2023, its revenues and net income increase would not have been significant.

The Company incurred acquisition-related costs of $ 0.9 million for Pinion, which have been recorded in general and administrative expenses.

As part of the acquisition, the Company and the non-controlling interest shareholders in Pinion (the "Parties") entered into put and call options, exercisable by the Parties after January 2026 and before June 2028, allowing or requiring the Company to acquire all the remaining shares for a cash consideration set according to a predetermined purchase price formula that is based on Pinion's performance. At the acquisition date, the Company recorded a financial liability and reduced the non-controlling interests by $20.4 million, representing the estimated present value of the redemption amount. As a result, no profit is attributed to the non-controlling interest. Subsequent remeasurement adjustments of the financial liability will be recorded in the consolidated statements of net income.

KA Shawinigan

The Company's consolidated statement of net income included the operating results of KA Shawinigan since the acquisition date. Had the Company acquired KA Shawinigan at the beginning of the year ended January 31, 2023, the increase in revenues and net income would not have been significant as the assets acquired of KA Shawinigan were used mainly to supply the Company.

The Company incurred acquisition-related costs of $ 0.8 million for KA Shawinigan, which have been recorded in general and administrative expenses.

6. TRADE AND OTHER RECEIVABLES

The Company's trade and other receivables were as follows, as at:

	January 31, 2023	January 31, 2022
Trade receivables	**$493.7**	$340.5
Allowance for doubtful accounts	**(3.6)**	(4.4)
	490.1	336.1
Sales tax and other government receivables	**140.8**	118.0
Other	**24.1**	11.6
Total trade and other receivables	**$655.0**	$465.7

7. OTHER FINANCIAL ASSETS

The Company's other financial assets were as follows, as at:

	January 31, 2023	January 31, 2022
Restricted investments [a]	**$12.9**	$14.3
Derivative financial instruments	**106.5**	38.0
Advances to suppliers related to property, plant and equipment	**36.2**	50.4
Other	**36.3**	24.1
Total other financial assets	**$191.9**	$126.8
Current	**122.6**	73.6
Non-current	**69.3**	53.2
Total other financial assets	**$191.9**	$126.8

[a] The restricted investments are publicly traded bonds that can only be used for severance payments and pension costs associated with Austrian pension plans, and are not available for general corporate use.

The non-current portion is mainly attributable to derivative financial instruments and restricted investments.

8. INVENTORIES

The Company's inventories were as follows, as at:

	January 31, 2023	January 31, 2022
Materials and work in progress	**$1,175.5**	$1,193.6
Finished products	**746.1**	176.9
Parts, accessories and apparel	**368.5**	320.8
Total inventories	**$2,290.1**	$1,691.3

The Company recognized in the consolidated statements of net income during the year ended January 31, 2023, a write-down on inventories of $43.3 million ($20.6 million for the year ended January 31, 2022) and reversed previously recorded write-downs of $ 11.8 million ($11.2 million for the year ended January 31, 2022).

9. OTHER ASSETS

The Company's other assets were as follows, as at:

	January 31, 2023	January 31, 2022
Prepaids	**$45.3**	$36.1
Deferred financing cost	**4.9**	4.1
Other [a]	**19.8**	102.8
Total other assets	**$70.0**	$143.0
Current	**66.7**	140.1
Non-current	**3.3**	2.9
Total other assets	**$70.0**	$143.0

[a] The balance is mainly attributable to the substantially completed units awaiting installation of missing components at dealers for which the legal property title has been transferred while not qualifying for revenue recognition as at January 31, 2023 (refer to note 2n)). The Company was either compensated for those units through its amended financing agreement with its third-party financing provider (refer to note 32) or has an unconditional right to be compensated, which ultimately resulted in the deferral of revenue recognition. The revenue will be recognized upon completion of its performance obligation, concurrently with the aforementioned other asset that will be recognized as cost of sales.

10. PROPERTY, PLANT AND EQUIPMENT

The Company's property, plant and equipment were as follows, as at:

	January 31, 2023			January 31, 2022		
	Cost	Accumulated depreciation	Carrying amount	Cost	Accumulated depreciation	Carrying amount
Tooling	**$1,127.4**	**$700.4**	**$427.0**	$1,023.6	$663.6	$360.0
Equipment	**1,278.3**	**606.3**	**672.0**	1,029.8	516.5	513.3
Building	**755.5**	**210.8**	**544.7**	604.6	185.9	418.7
Land	**166.7**	**—**	**166.7**	149.9	—	149.9
Total	**$3,327.9**	**$1,517.5**	**$1,810.4**	$2,807.9	$1,366.0	$1,441.9

As at January 31, 2023 and 2022, assets under development amounted to $ 199.7 million and $140.9 million respectively and were included in the cost of property, plant and equipment.

The following table explains the changes in property, plant and equipment during the year ended January 31, 2023:

	Carrying amount as at January 31, 2022	Additions [a]	Business combinations (Note 5)	Disposals	Depreciation	Effect of foreign currency exchange rate changes	Carrying amount as at January 31, 2023
Tooling	**$360.0**	**$165.6**	**$—**	**$(0.1)**	**$(101.9)**	**$3.4**	**$427.0**
Equipment	**513.3**	**260.0**	**10.8**	**(0.6)**	**(115.1)**	**3.6**	**672.0**
Building	**418.7**	**152.5**	**—**	**(0.1)**	**(29.7)**	**3.3**	**544.7**
Land	**149.9**	**8.8**	**—**	**(0.1)**	**—**	**8.1**	**166.7**
Total	**$1,441.9**	**$586.9**	**$10.8**	**$(0.9)**	**$(246.7)**	**$18.4**	**$1,810.4**

[a] Government assistance of $14.1 million has been recorded against the additions.

The following table explains the changes in property, plant and equipment during the year ended January 31, 2022:

	Carrying amount as at January 31, 2021	Additions [a]	Disposals	Depreciation	Effect of foreign currency exchange rate changes	Carrying amount as at January 31, 2022
Tooling	$292.5	$172.5	$(0.1)	$(95.8)	$(9.1)	$360.0
Equipment	425.0	195.7	(1.1)	(92.8)	(13.5)	513.3
Building	254.6	197.3	(0.3)	(22.0)	(10.9)	418.7
Land	92.2	60.4	—	—	(2.7)	149.9
Total	$1,064.3	$625.9	$(1.5)	$(210.6)	$(36.2)	$1,441.9

[a] Government assistance of $3.0 million has been recorded against the additions.

BRP Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the years ended January 31, 2023 and 2022
[Tabular figures are in millions of Canadian dollars, unless otherwise indicated]

11. INTANGIBLE ASSETS

The Company's intangible assets were as follows, as at:

	January 31, 2023			January 31, 2022		
	Cost	Accumulated depreciation	Carrying amount	Cost	Accumulated depreciation	Carrying amount
Goodwill	**$252.3**	**$—**	**$252.3**	$115.9	$—	115.9
Trademarks	**216.3**	**—**	**216.3**	197.2	—	197.2
Software and licenses	**308.4**	**143.5**	**164.9**	249.2	125.4	123.8
Patents	**48.8**	**3.8**	**45.0**	5.1	1.9	3.2
Dealer networks	**136.5**	**86.3**	**50.2**	131.0	76.5	54.5
Customer relationships	**36.3**	**23.7**	**12.6**	22.9	22.6	0.3
Total	**$998.6**	**$257.3**	**$741.3**	$721.3	$226.4	$494.9

The Company completed the required annual impairment test of goodwill and indefinite useful life trademarks as at the consolidated statement of financial position dates and concluded that no impairment had occurred during the years ended January 31, 2023 and 2022.

The following table explains the changes in Company's intangible assets during the year ended January 31, 2023:

	Carrying amount as at January 31, 2022	Additions [a]	Business combinations (Note 5)	Depreciation	Effect of foreign currency exchange rate changes	Carrying amount as at January 31, 2023
Goodwill	**$115.9**	**$—**	**$136.4**	**$—**	**$—**	**$252.3**
Trademarks	**197.2**	**—**	**15.4**	**—**	**3.7**	**216.3**
Software and licenses	**123.8**	**57.4**	**0.8**	**(17.0)**	**(0.1)**	**164.9**
Patents	**3.2**	**0.5**	**44.5**	**(2.0)**	**(1.2)**	**45.0**
Dealer networks	**54.5**	**—**	**—**	**(6.7)**	**2.4**	**50.2**
Customer relationships	**0.3**	**—**	**13.0**	**(0.8)**	**0.1**	**12.6**
Total	**$494.9**	**$57.9**	**$210.1**	**$(26.5)**	**$4.9**	**$741.3**

[a] Government assistance of $0.5 million has been recorded against the additions.

The following table explains the changes in Company's intangible assets during the year ended January 31, 2022:

	Carrying amount as at January 31, 2021	Additions	Depreciation	Effect of foreign currency exchange rate changes	Carrying amount as at January 31, 2022
Goodwill	$116.0	$—	$—	$(0.1)	$115.9
Trademarks	199.3	—	—	(2.1)	197.2
Software and licenses	78.5	62.3	(16.4)	(0.6)	123.8
Patents	3.9	—	(0.5)	(0.2)	3.2
Dealer networks	65.5	—	(8.5)	(2.5)	54.5
Customer relationships	1.9	—	(1.4)	(0.2)	0.3
Total	$465.1	$62.3	$(26.8)	$(5.7)	$494.9

[a] Government assistance of $6.5 million has been recorded against the additions.

BRP Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the years ended January 31, 2023 and 2022
[Tabular figures are in millions of Canadian dollars, unless otherwise indicated]

12. LEASES

The main leasing activities of the Company are attributable to the Company's manufacturing facility located in Finland, to offices located in Canada and to warehouses used for the distribution of parts, accessories and apparel.

The following table explains the changes in right-of-use assets during the year ended January 31, 2023:

	Carrying amount as at January 31, 2022	Additions	Depreciation	Effect of foreign currency exchange rate changes	Termination, remeasurement and other [a]	Carrying amount as at January 31, 2023
Building & land	$117.7	$59.2	$(30.7)	$2.0	$15.0	$163.2
Equipment	14.9	7.0	(6.5)	0.7	1.0	17.1
Other	0.1	—	—	(0.1)	—	—
Total	$132.7	$66.2	$(37.2)	$2.6	$16.0	$180.3

[a] Includes $3.4 million related to business combinations

The following table explains the changes in right-of-use assets during the year ended January 31, 2022:

	Carrying amount as at January 31, 2021	Additions	Depreciation	Effect of foreign currency exchange rate changes	Termination, remeasurement and other [a]	Carrying amount as at January 31, 2022
Building & land	$198.0	$17.1	$(29.9)	$(3.1)	$(64.4)	$117.7
Equipment	16.1	5.8	(6.3)	(0.3)	(0.4)	14.9
Other	0.1	0.1	—	(0.1)	—	0.1
Total	$214.2	$23.0	$(36.2)	$(3.5)	$(64.8)	$132.7

[a] During the year ended January 31, 2022, the Company acquired two of its leased production facilities in Mexico. Consequently, the leases related to this transaction were terminated and reclassified as property, plant and equipment.

The following table explains the changes in lease liabilities during the year ended January 31, 2023:

	Carrying amount as at January 31, 2022	Issuance	Interest	Repayment [a]	Effect of foreign currency exchange rate changes	Termination, remeasurement and other [b]	Carrying amount as at January 31, 2023
Lease liabilities	$146.9	$60.4	$5.4	$(40.8)	$3.1	$21.9	$196.9

[a] Includes $5.4 million of interest paid.

[b] Includes $3.4 million related to business combinations

The following table explains the changes in lease liabilities during the year ended January 31, 2022:

	Carrying amount as at January 31, 2021	Issuance	Interest	Repayment [a]	Effect of foreign currency exchange rate changes	Termination, remeasurement and other	Carrying amount as at January 31, 2022
Lease liabilities	$239.8	$23.4	$7.2	$(42.5)	$(2.1)	$(78.9)	$146.9

[a] Includes $7.2 million of interest paid.

13. REVOLVING CREDIT FACILITIES

On February 16, 2022, the Company amended its $ 800.0 million revolving credit facilities to increase the availability to $ 1,100.0 million and replace LIBOR with the Secured Overnight Financing Rate (''SOFR'') as the benchmark interest rate. Subsequently, on June 14, 2022, the Company further added to its available commitment under its revolving credit facilities by $400 million the availability increasing to $1,500.0 million (the "Revolving Credit Facilities"). The pricing grid and other conditions remained unchanged for both increases.

On May 4, 2021, the Company amended its $ 700.0 million revolving credit facilities to increase the availability to $ 800.0 million and extend the maturity from May 2024 to May 2026. The pricing grid and other conditions remained unchanged.

The applicable interest rates vary depending on a leverage ratio. The leverage ratio is defined in the Revolving Credit Facilities agreement by the ratio of net debt to consolidated cash flows of the Company (the "Leverage ratio"). As at January 31, 2023, the applicable interest rates are as follows:

(i) U.S. dollars at either
  (a) Term SOFR (defined as the forward-looking term rate based on SOFR plus a customary credit spread adjustment) plus 1.45% to 3.00% per annum; or
  (b) U.S. Base Rate plus 0.45% to 2.00% per annum; or
  (c) U.S. Prime Rate plus 0.45% to 2.00% per annum;

(ii) Canadian dollars at either
  (a) Bankers' Acceptance plus 1.45% to 3.00% per annum; or
  (b) Canadian Prime Rate plus 0.45% to 2.00% per annum

(iii) Euros at EURIBOR plus 1.45% to 3.00% per annum.

In addition, the Company incurs commitment fees of 0.25% to 0.40% per annum on the undrawn amount of the Revolving Credit Facilities.

As at January 31, 2023, the cost of borrowing under the Revolving Credit Facilities was as follows:

(i) U.S. dollars at either
  (a) Term SOFR plus 1.45% per annum; or
  (b) U.S. Base Rate plus 0.45% per annum; or
  (c) U.S. Prime Rate plus 0.45% per annum;

(ii) Canadian dollars at either
  (a) Bankers' Acceptance plus 1.45% per annum; or
  (b) Canadian Prime Rate plus 0.45% per annum

(iii) Euros at Euro LIBOR plus 1.45% per annum.

As at January 31, 2023, the commitment fees on the undrawn amount of the Revolving Credit Facilities were 0.25% per annum.

The Company is required to maintain, under certain conditions, a minimum fixed charge coverage ratio. Additionally, the total available borrowing under the Revolving Credit Facilities is subject to a borrowing base calculation representing 75% of the carrying amount of trade and other receivables plus 50% of the carrying amount of inventories.

As at January 31, 2023, the Company had no outstanding indebtedness under the Revolving Credit Facilities (nil as at January 31, 2022). The Company had issued letters of credit for an amount of $33.5 million as at January 31, 2023 ($ 20.6 million as at January 31, 2022) and, in addition, $6.0 million of letters of credit were outstanding under other bank agreements as at January 31, 2023 ($ 4.5 million as at January 31, 2022).

14. TRADE PAYABLES AND ACCRUALS

The Company's trade payables and accruals were as follows, as at:

	January 31, 2023	January 31, 2022
Trade payables	**$943.7**	$965.3
Wages and related employee accruals	**203.5**	207.1
Other accruals	**401.0**	450.5
Total trade payables and accruals	**$1,548.2**	$1,622.9

15. PROVISIONS

The Company's provisions were as follows, as at:

	January 31, 2023	January 31, 2022
Product-related	**$620.9**	$372.8
Other	**44.3**	41.5
Total provisions	**$665.2**	$414.3
Current	**544.7**	328.1
Non-current	**120.5**	86.2
Total provisions	**$665.2**	$414.3

Product-related provisions include provisions for regular warranty coverage on products sold, product liability provisions and provisions related to sales programs offered by the Company to its Customers in order to support the retail activity.

The non-current portion of provisions is mainly attributable to product-related provisions. As at January 31, 2023, the Company estimates that cash outflows related to those non-current provisions could occur from February 1, 2024 to January 31, 2028.

The changes in provisions were as follows:

	Product-related	Other	Total
Balance as at January 31, 2022	**$372.8**	**$41.5**	**$414.3**
Expensed during the period	**941.2**	**31.5**	**972.7**
Paid during the period	**(705.2)**	**(22.3)**	**(727.5)**
Reversed during the period	**(2.2)**	**(6.9)**	**(9.1)**
Effect of foreign currency exchange rate changes	**21.2**	**0.5**	**21.7**
Unwinding of discount and effect of changes in discounting estimates	**(6.9)**	**—**	**(6.9)**
Balance as at January 31, 2023	**$620.9**	**$44.3**	**$665.2**

16. OTHER FINANCIAL LIABILITIES

The Company's other financial liabilities were as follows, as at:

	January 31, 2023	January 31, 2022
Dealer holdback programs and customer deposits	**$48.0**	$83.4
Due to Bombardier Inc. (Note 29)	**22.7**	22.1
Derivative financial instruments	**41.2**	10.3
Non-controlling interest liability (Note 5)	**20.8**	—
Financial liability related to NCIB (Note 19)	**—**	47.2
Other	**17.8**	23.3
Total other financial liabilities	**$150.5**	$186.3
Current	**90.7**	152.3
Non-current [a]	**59.8**	34.0
Total other financial liabilities	**$150.5**	$186.3

[a] The non-current portion is mainly comprised of the amount due to Bombardier Inc. in connection with indemnification related to income taxes and the amount of the non-controlling interest liability.

17. LONG-TERM DEBT

As at January 31, 2023 and 2022, the maturity dates, interest rates, outstanding nominal amounts and carrying amounts of long-term debt were as follows:

				January 31, 2023	
	Maturity date	Contractual interest rate	Effective interest rate	Outstanding nominal amount	Carrying amount
Term Facility					
Term Loan B-1	May 2027	6.57%	6.61%	U.S. $1,477.2	**$1,966.4** [a]
Term Loan B-2	December 2029	8.06%	8.66%	U.S. $498.8	**645.0** [a]
Term Loans	Mar. 2023 to Dec. 2030	0.87% to 3.41%	1.90% to 3.81%	€128.6	**178.8**
Total long-term debt					**$2,790.2**
Current					**59.4**
Non-current					**2,730.8**
Total long-term debt					**$2,790.2**

[a] Net of unamortized transaction costs of $3.1 million for Term Loan B-1 and $20.1 million for Term Loan B-2.

				January 31, 2022	
	Maturity date	Contractual interest rate	Effective interest rate	Outstanding nominal amount	Carrying amount
Term Facility					
Term Loan B-1	May 2027	2.11%	2.14%	U.S. $1,492.4	**$1,891.1** [a]
Term Loans	Mar. 2022 to Dec. 2030	0.75% to 1.90%	0.88% to 4.67%	€110.5	**149.4**
Total long-term debt					**$2,040.5**
Current					**103.1**
Non-current					**1,937.4**
Total long-term debt					**$2,040.5**

[a] Net of unamortized transaction costs of $ 3.6 million.

17. LONG-TERM DEBT [CONTINUED]

The following table explains the changes in long-term debt during the year ended January 31, 2023:

		Statements of cash flows		Non-cash changes		
	Carrying amount as at January 31, 2022	Issuance	Repayment	Effect of foreign currency exchange rate changes	Other	Carrying amount as at January 31, 2023
Term Facility	$1,891.1	$804.4	$(157.0)	$92.4	$(19.5)	$2,611.4
Term Loans	149.4	116.5	(94.9)	6.1	1.7	178.8
Total	$2,040.5	$920.9	$(251.9)	$98.5	$(17.8)	$2,790.2

The following table explains the changes in long-term debt during the year ended January 31, 2022:

		Statements of cash flows		Non-cash changes		
	Carrying amount as at January 31, 2021	Issuance	Repayment	Effect of foreign currency exchange rate changes	Other	Carrying amount as at January 31, 2022
Term Facility	$2,276.3	$380.8	$(776.8)	$(14.8)	$25.6	$1,891.1
Term Loans	133.4	29.1	(2.6)	(12.0)	1.5	149.4
Total	$2,409.7	$409.9	$(779.4)	$(26.8)	$27.1	$2,040.5

Under security arrangements, amounts borrowed under the Revolving Credit Facilities and the term facility (the “Credit Facilities”) are secured by substantially all the assets of the Company.

a) Term Facility

On June 10, 2022, the Company entered into an incremental U.S. $ 100.0 million tranche under its Term Facility with a maturity in June 2024 and, was exempt of financial covenants, then referred to as the Term Loan B-2. The Company incurred transaction costs of $ 1.1 million, which have been incorporated in the carrying amount of this new tranche of the Term Facility and are amortized over its expected life using the effective interest rate method.

On December 13, 2022, the Company entered into an incremental U.S. $ 500.0 million tranche under its Term Facility. This new tranche matures on December 13, 2029, and, consistent with the existing tranche of the Term Facility, is exempt of financial covenants (the current “Term Loan B-2”). The Company incurred transaction costs of $20.9 million, which have been incorporated in the carrying amount of this new tranche of the Term Facility and are amortized over its expected life using the effective interest rate method. On the same date, the Company fully repaid the then outstanding U.S. $100 million Term Loan B-2 for repayment of $ 135.0 million. In addition, unamortized transaction costs of $0.9 million were derecognized and recorded in financing costs. The Company is using the SOFR as the benchmark interest rate for the Term B-2, as part of the transition plan that was announced by the Alternative Reference Rates Committee (“ARRC”).

On March 10, 2023, the Company amended its Term Loan B-1 by replacing the LIBOR references with SOFR references, with all other conditions remaining the same.

17. LONG-TERM DEBT [CONTINUED]

a) Term Facility [continued]

On February 16, 2021, the Company fully repaid an outstanding U.S. $ 597.0 million Term Loan. The Company incurred a prepayment premium of $15.1 million, which has been recorded in financing costs. In addition, the unamortized transaction costs of $ 29.2 million were derecognized and recorded in financing costs. On the same date, the Company increased the amount outstanding under its Term Loan B-1 by U.S. $300.0 million to U.S. $1,507.6 million. This incremental of U.S. $ 300.0 million had the same terms and conditions and maturity date as the original Term Loan B-1. The Company incurred transaction costs of $ 4.0 million, which have been incorporated in the carrying amount of the Term Loan B-1 and are amortized over its expected life using the effective interest rate method.

As at January 31, 2023, the cost of borrowing under the Term Loan B-1 was as follows:

(i) LIBOR plus 2.00% per annum, with a LIBOR floor of 0.00%; or
(ii) U.S. Base Rate plus 1.00%; or
(iii) U.S. Prime Rate plus 1.00%

As at January 31, 2023, the cost of borrowing under the Term Loan B-2 was as follows:

(i) Term SOFR, plus 3.50% per annum, with a Term SOFR floor of 0.5%

Under the Term Facility, the cost of borrowing in U.S. Base Rate or U.S. Prime Rate cannot be lower than the cost of borrowing in LIBOR.

The Company is required to repay a minimum of 0.25% of the nominal amount each quarter. Consequently, the Company repaid an amount of U.S. $16.5 million ($22.0 million) during the year ended January 31, 2023. Also, the Company may be required to repay a portion of the Term Facility in the event that it has an excess cash position at the end of the fiscal year and its leverage ratio is above a certain threshold level. As at January 31, 2023 and 2022, the Company was not required to repay any portion of the Term Facility under this requirement.

17. LONG-TERM DEBT [CONTINUED]

b) Term Loans

On May 5, 2022, the Company fully repaid the balance of its €55.0 million ($74.2 million) unsecured loan contracted under an Austrian government COVID-19 program in Fiscal 2021.

During the year ended January 31, 2023, the Company entered into term loan agreements at favorable interest rates under an Austrian government program. This program supports research and development projects based on the Company's incurred expenses in Austria. The term loans have a nominal amount of €86.8 million ($116.5 million) with an interest rate varying between 0.70% and 1.21% with maturity dates varying from June 2025 to June 2029. The Company recognized a grant of €4.6 million ($6.2 million) as a reduction of research and development expenses representing the difference between the fair value of the term loan at inception and the cash received.

During the year ended January 31, 2022, these term loans had a nominal amount of €19.7 million ($29.1 million) with an interest rate varying between 0.88% and 0.93% with a maturity date in December 2029. The Company recognized a grant of €2.0 million ($2.9 million) as a reduction of research and development expenses representing the difference between the fair value of the term loan at inception and the cash received.

18. EMPLOYEE BENEFITS

Employee benefits expenses, which represent the expenses related to all forms of consideration provided by the Company in exchange for services rendered by its employees, were as follows:

	Years ended	
	January 31, 2023	**January 31, 2022**
Current remuneration	**$1,261.9**	$1,021.8
Post-employment defined benefit plans	**14.4**	10.1
Post-employment defined contribution plans	**48.2**	39.4
Termination benefits	**1.0**	1.2
Stock-based compensation (Note 20)	**19.5**	17.7
Other long-term benefits	**0.4**	1.7
Total	**$1,345.4**	$1,091.9

a) Post-employment benefits

The Company sponsors defined contribution retirement plans and non-contributory defined benefit plans that provide for pensions and other post-retirement benefits to a majority of its employees.

Canadian employees

The Company sponsors defined benefit pension plans and other post-retirement benefit plans for its Canadian executive employees and defined contribution plans for executive and non-executive employees. Additionally, the Company retained defined benefit obligations with certain active and former employees for services rendered prior to 2005.

The Company's other post-retirement benefit plans provide during retirement non-contributory life insurance benefits and healthcare benefits to eligible employees that are funded on a pay-as-you-go basis. The healthcare benefits are payable from retireme nt to age 65.

18. EMPLOYEE BENEFITS [CONTINUED]

a) Post employment benefits [continued]

Canadian employees [continued]

The defined benefit plans are registered with the governments and follow their applicable laws. The plans are governed by a retirement committee composed of representatives from the employer and the employees. The retirement committee delegated its responsibilities to the investment committee, which is responsible for the investment policy with regard to the assets of the fund. This committee is composed of representatives from the employer. The plans have a strategy to decrease the risk level by increasing progressively, when the solvency of the plans will improve, the part of the plan assets in long-term fixed income securities. The Company contributes to the plans the minimum funding obligations required under the current regulations. The weighted average duration of the defined benefit obligations is approximately 14 years. As at January 31, 2023, the Company expects that 50% of the future payments associated with its Canadian defined benefit obligations will be paid in the next 16 years.

In addition, the Company sponsors a defined benefit retirement plan to provide supplemental pension benefits to its executives ("SERP").

United States employees

In the United States, the Company offers a defined contribution plan to its employees as well as a defined benefit final average earnings non-registered supplementary executive retirement plan for its executive employees ("SERP").

European employees

The Company's sponsors defined contribution plans to its employees in most of its European entities. In addition, the Company maintains an unfunded defined benefit plan and sponsors a lump sum retirement indemnity plan in Austria. Under the defined benefit plan, the benefits are based on such employees' length of service, applicable pension accrual rates and compensation at retirement. Under the lump sum retirement indemnity plan, the benefits are based on the length of service and compensation at retirement. These plans are regulated by the applicable Austrian laws. The weighted average duration of the defined benefit obligation is approximately 11 years. As at January 31, 2023, the Company expects that 50% of the future payments associated with its Austrian defined benefit obligations will be paid in the next 13 years.

18. EMPLOYEE BENEFITS [CONTINUED]

b) Defined benefit plans

Actuarial risks

The significant actuarial risks to which the plans expose the Company are as follows:

Market related risks

Investment risk

The present value of the defined benefit obligation is calculated using a discount rate determined by reference to high quality corporate fixed income investments. If the return on plan assets is below this rate, it will increase the plan liability. Currently, the funded plans have investments in equity securities and fixed income securities. Due to the long-term nature of the plan liabilities, the Company considers it appropriate that a reasonable portion of the plan assets should be invested in equity securities and income securities to leverage the return generated by the fund.

Interest risk

A decrease in the fixed income investments interest rate will increase the plans' liabilities. However, for funded plans, this will be partially offset by an increase in the fair value of the plans' fixed income securities.

Employee related risks

Longevity risk

The present value of the defined benefit obligation is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plans' liabilities.

Salary risk

The present value of the defined benefit obligation is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plans' liabilities.

18. EMPLOYEE BENEFITS [CONTINUED]

b) Defined benefit plans [continued]

Actuarial assumptions

The weighted average of the significant actuarial assumptions adopted to determine the defined benefit cost and the defined benefit obligation were as follows:

	Years ended			
	January 31, 2023		January 31, 2022	
	Canada	Foreign	Canada	Foreign
Benefit cost actuarial assumptions [a]				
Discount rates used to determine:				
Current service cost	**3.60%**	**1.29%**	2.95%	0.71%
Net interest cost	**3.50%**	**1.21%**	2.80%	0.64%
Expected rate of compensation increase	**3.00%**	**3.00%**	3.00%	3.00%
Mortality table	**CPM 2014 Private**	**AVOE 2018**	CPM 2014 Private	AVOE 2018
Defined benefit obligation actuarial assumptions [b]				
Discount rate	**4.95%**	**3.56%**	3.50%	1.21%
Rate of compensation increase	**3.00%**	**3.00%**	3.00%	3.00%
Mortality table	**CPM 2014 Private**	**AVOE 2018**	CPM 2014 Private	AVOE 2018

[a] Determined as at beginning of the reporting periods
[b] Determined as at end of the reporting periods

The discount rate represents the market rate for high quality corporate fixed income investments consistent with the currency and the estimated term of the defined benefit plan obligation. The expected rate of compensation increase is determined considering the current salary structure, historical and anticipated wage increases.

Health care cost trend

The health care cost is assumed to increase to a rate of 4.93% in fiscal year 2024 and to a rate that will gradually decline over the next 11 years to reach 3.33% in fiscal year 2034. After this date, the rate is assumed to remain at 3.33%. An increase of 1% of the health care cost trend rate would not have a significant impact on the defined benefit cost and on the defined benefit obligations for the years ended January 31, 2023 and 2022.

18. EMPLOYEE BENEFITS [CONTINUED]

b) Defined benefit plans [continued]

Employee future benefit liabilities

The amounts arising from the Company's obligations under defined benefit obligations were as follows, as at:

	January 31, 2023		January 31, 2022	
	Canada	Foreign	Canada	Foreign
Defined benefit obligation of funded plans	**$(307.6)**	**$(1.4)**	$(364.2)	$(1.9)
Fair value of plans assets	**266.1**	**1.5**	291.6	1.3
	(41.5)	**0.1**	(72.6)	(0.6)
Defined benefit obligation of unfunded plans	**(13.6)**	**(103.0)**	(17.4)	(129.6)
Employee future benefit liabilities	**$(55.1)**	**$(102.9)**	$(90.0)	$(130.2)

The following table provides a reconciliation of the changes in the pension plans' defined benefit obligations (funded and unfunded) as at the consolidated statement of financial position dates:

	January 31, 2023		January 31, 2022	
	Canada	Foreign	Canada	Foreign
Defined benefit obligation at beginning of year	**$(381.6)**	**$(131.5)**	$(430.7)	$(153.1)
Current service cost	**(2.8)**	**(2.4)**	(3.0)	(2.7)
Interest cost	**(13.2)**	**(1.5)**	(11.9)	(0.9)
Past service cost (gain) [a]	**(4.3)**	**—**	0.8	—
Actuarial gains from changes in financial assumptions	**65.2**	**29.5**	41.8	11.2
Actuarial gains (losses) from experience adjustments	**—**	**(4.8)**	5.4	(2.8)
Benefits paid	**15.5**	**5.4**	16.0	5.2
Effect of foreign currency exchange rate changes	**—**	**0.9**	—	11.6
Defined benefit obligation at end of year	**$(321.2)**	**$(104.4)**	$(381.6)	$(131.5)

[a] Effective December 31, 2022, BRP approved an ad-hoc adjustment to be granted to retirees and surviving spouses of the Pension Plan for Employees of BRP (Canada) who retired prior to 2017. The impact of this ad-hoc increase is recognized as a past service cost during the year ended January 31, 2023.

The following table provides a reconciliation of the changes in the pension plans' fair value of assets as at consolidated statement of financial position dates:

	January 31, 2023		January 31, 2022	
	Canada	Foreign	Canada	Foreign
Assets fair value at beginning of year	**$291.6**	**$1.3**	$284.5	$1.5
Interest income	**10.1**	**—**	7.9	—
Administration costs	**(0.3)**	**—**	(0.3)	—
Actuarial gains (losses) from return on plan assets	**(26.1)**	**—**	8.2	—
Employer contributions	**6.3**	**5.6**	7.3	5.1
Benefit paid	**(15.5)**	**(5.4)**	(16.0)	(5.2)
Effect of foreign currency exchange rate changes	**—**	**—**	—	(0.1)
Assets fair value at end of year	**$266.1**	**$1.5**	$291.6	$1.3

In accordance with the minimum funding obligations required under the current regulations, the Company expects to contribute $ 14.0 million to all defined benefit pension plans for the year ending January 31, 2024.

18. EMPLOYEE BENEFITS [CONTINUED]

b) Defined benefit plans [continued]

Employee future benefit liabilities [continued]

The actual return (loss) on plan assets was as follows:

	Years ended			
	January 31, 2023		January 31, 2022	
	Canada	Foreign	Canada	Foreign
Actual return (loss) on plan assets	**$(16.3)**	**$—**	$15.8	$—

The fair value of the plan assets for ea ch category was as follows, as at:

	January 31, 2023	January 31, 2022
Publicly traded Canadian equity securities	**$15.9**	$58.2
Publicly traded foreign equity securities	**24.4**	94.7
Publicly traded fixed income securities	**7.5**	76.8
Insurance contracts [a]	**150.5**	1.3
Other	**69.3**	61.9
Total	**$267.6**	$292.9

[a] On December 8, 2022, the Company purchased $155.1 million of qualifying annuity buy-in insurance contracts on behalf of certain defined benefit plans as a mechanism to reduce pension plan risk. The resulting actuarial loss was recognized in other comprehensive income. The fair value of annuity buy-in insurance contracts fluctuates based on changes in the associated defined benefit obligation. These values are unquoted due to the use of the significant unobservable inputs used in deriving these assets' fair values.

The fair values of the above equity and fixed income securities were determined based on quoted market prices in active markets.

Defined benefit costs

Components of the total defined benefit costs recognized in the consolidated statement of net income were as follows:

	Years ended			
	January 31, 2023		January 31, 2022	
	Canada	Foreign	Canada	Foreign
Current service cost	**$2.8**	**$2.4**	$3.0	$2.7
Net interest on the future employee benefit liabilities	**3.1**	**1.5**	4.0	0.9
Administration costs	**0.3**	**—**	0.3	—
Past service cost (gain)	**4.3**	**—**	(0.8)	—
Defined benefit costs	**$10.5**	**$3.9**	$6.5	$3.6

18. EMPLOYEE BENEFITS [CONTINUED]

b) Defined benefit plans [continued]

Sensitivity analysis

Actuarial assumptions that influence significantly the determination of the defined benefit obligations of the Company are the discount rate, the expected rate of compensation increase and the participants' longevity. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The impact on employee future benefit liabilities would be the following as at January 31, 2023:

	Increase (Decrease) of the liabilities
Discount rate	
Impact of a 0.5% increase	**$(24.1)**
Impact of a 0.5% decrease	**26.3**
Expected rate of compensation increase	
Impact of a 0.5% increase	**5.0**
Impact of a 0.5% decrease	**(4.6)**
Participant longevity	
Impact of a 1 year increase	**7.0**
Impact of a 1 year decrease	**(7.2)**

The sensitivity analysis presented above may not be representative of the potential change in the employee future benefit liabilities as it is unlikely that the change in assumptions would occur in isolation from one another as some of the assumptions may be correlated.

19. CAPITAL STOCK

The authorized capital stock of the Company is comprised of an unlimited number of multiple voting shares carrying six votes per share with no par value, an unlimited number of subordinate voting shares carrying one vote per share with no par value, and an unlimited number of non-voting preferred shares issuable in series with no par value.

19. CAPITAL STOCK [CONTINUED]

The changes in capital stock issued and outstanding were as follows:

	Number of shares	Carrying Amount
Subordinate voting shares		
Balance as at February 1, 2021	**42,652,906**	**$206.8**
Issued upon exercise of stock options	1,668,032	86.1
Issued in exchange of multiple voting shares	936,692	0.1
Repurchased under the SIB	(3,381,641)	(18.7)
Repurchased under the NCIB	(3,332,228)	(17.2)
Balance as at January 31, 2022	**38,543,761**	**257.1**
Issued upon exercise of stock options	299,102	15.4
Issued in exchange of multiple voting shares	570,779	0.1
Repurchased under the SIB	(2,427,184)	(17.1)
Repurchased under the NCIB	(463,950)	(3.1)
Balance as at January 31, 2023	**36,522,508**	**$252.4**
Multiple voting shares		
Balance as at February 1, 2021	**43,891,671**	**$3.6**
Exchanged for subordinate voting shares	(936,692)	(0.1)
Balance as at January 31, 2022	**42,954,979**	**$3.5**
Exchanged for subordinate voting shares	(570,779)	(0.1)
Balance as at January 31, 2023	**42,384,200**	**$3.4**
Total outstanding as at January 31, 2023	**78,906,708**	**$255.8**

a) Normal course issuer bid program ("NCIB")

On November 30, 2022, the Company announced the renewal of its NCIB to repurchase for cancellation up to 3,519,398 of its outstanding subordinate voting shares over a twelve-month period commencing on December 5, 2022 and ending no later than December 4, 2023 (the "Current NCIB"). As at January 31, 2023, no shares were repurchased under the Current NCIB.

During the twelve-month period ended January 31, 2023, the Company continued its share repurchases under the NCIB that was announced and started during the fiscal year ended January 31, 2022 ("Previous NCIB", as defined hereafter). The Company repurchased 463,950 subordinate voting shares for a total consideration of $ 47.2 million, of which $3.1 million represents the carrying amount of the shares repurchased, $45.9 million represents the amount charged to retained losses and $ 1.8 million represents the gain recognized in net income.

As at January 31, 2022, a $47.2 million financial liability, with a corresponding amount in equity, was recorded in the consolidated statements of financial position in relation with the Current NCIB. This liability represented the value of subordinate voting shares expected to be repurchased by a designated broker under an automatic share purchase plan from February 1st to March 28, 2022. This automatic share purchase plan allows for the purchase of subordinate voting shares under pre-set conditions at times when the Company would ordinarily not be permitted due to regulatory restrictions or self-imposed blackout periods. These subordinate voting shares are included in the outstanding subordinate voting shares as at January 31, 2022. During the year ended January 31, 2023, the Company recognized a gain of $1.8 million in financing income (loss of $21.3 million in financing costs for the year ended January 31, 2022) related to an automatic share purchase plan. The gain and loss represent the difference between the share price used to establish the financial liability at the end of each quarter and the amount actually paid to repurchase shares during the regulatory restrictions or self-imposed blackout periods.

19. CAPITAL STOCK [CONTINUED]

a) Normal course issuer bid program ("NCIB") [continued]

On December 1, 2021, the Company announced the renewal of its NCIB to repurchase for cancellation up to 3,787,945 of its outstanding subordinate voting shares ("Previous NCIB"). During the year ended January 31, 2022, the Company repurchased for cancellation 525,200 subordinate voting shares for a total consideration of $ 52.8 million.

For the year ended January 31, 2022, of the total consideration of $ 331.0 million, $17.2 million represents the carrying amount of the shares repurchased, $292.6 million represents the amount charged to retained losses and $ 21.3 million represents the loss recognized in net income.

b) Substantial issuer bid offer ("SIB")

On May 11, 2022, the Company repurchased for cancellation 2,427,184 subordinate voting shares following the completion of a SIB for a total consideration of $250.0 million, of which $16.1 million represents the carrying amount of the shares repurchased and $ 233.9 million represents the amount charged to retained losses. Prior to the completion of the SIB, Beaudier group converted 570,779 of multiple voting shares into an equivalent number of subordinate voting shares. These converted shares were repurchased and cancelled as part of the SIB. The Company incurred $1.0 million of fees and expenses relating to the SIB, which were recorded in capital stock.

On July 27, 2021, the Company repurchased for cancellation 3,381,641 subordinate voting shares following the completion of a SIB for a total consideration of $350.0 million, of which $17.9 million represent the carrying amount of the shares repurchased and $ 332.1 million representing the amount charged to retained losses. Prior to the completion of the SIB, Beaudier group converted 936,692 of multiple voting shares into an equivalent number of subordinate voting shares. These converted shares were repurchased and cancelled in the SIB. The Company incurred $0.8 million of fees and expenses relating to the SIB, which were recorded in capital stock.

c) Dividend

During the year ended January 31, 2023, the Company declared four quarterly dividends of $ 0.16 per share for holders of its multiple voting shares and subordinate voting shares. The dividends were paid on April 18, 2022, July 14, 2022, October 14, 2022 and January 13, 2023 for a total consideration of $ 50.8 million to shareholders.

During the year ended January 31, 2022, the Company declared four quarterly dividends of $ 0.13 per share for holders of its multiple voting shares and subordinate voting shares. The dividends were paid on April 19, 2021, July 16, 2021, October 14, 2021 and January 14, 2022 for a total consideration of $ 43.1 million to shareholders.

20. STOCK OPTION PLAN

A reserve of 10,814,828 subordinate voting shares are available to be granted in stock options to officers and employees under the Company's stock option plan. Such stock options are time vesting and 25% of the options will vest on each of the first, second, third and fourth anniversary of the grant. The stock options have a ten-year term at the end of which the options expire.

Under the stock option plan existing prior to the initial public offering of the Company's subordinate voting shares, the options vested or were eligible to vest in equal annual instalments on each of the five anniversary dates of the date of grant and were exercisable for a period of up to ten years from the grant date.

The following table summarizes the weighted-average fair value of options granted and the main assumptions that were used to calculate the fair value during the years ended January 31, 2023 and 2022:

	January 31, 2023	January 31, 2022
Weighted-average fair value at grant date	**$40.67**	$43.14
Weighted average assumptions used in the fair value models		
Share price	**$101.47**	$109.67
Risk-free interest rate	**2.47%**	1.39%
Expected life	**6.33 years**	6.33 years
Expected volatility	**40.28%**	40.45%
Expected annual dividend per share	**0.63%**	0.47%

The Company uses the Black-Scholes option-pricing model to estimate the fair value of options granted. The expected volatility used in option pricing models is calculated based on historical volatility of similar listed entities.

The number of stock options varied as follows:

	Number of options	Weighted average exercise price
Balance as at February 1, 2021	**4,503,122**	**$38.28**
Granted	513,300	109.88
Forfeited/Cancelled	(38,350)	50.14
Exercised [a]	(1,668,032)	38.96
Balance as at January 31, 2022	**3,310,040**	**48.90**
Granted	589,500	103.15
Forfeited/Cancelled	(53,775)	61.53
Exercised [b]	(299,102)	38.47
Balance as at January 31, 2023	**3,546,663**	**$58.60**

[a] The weighted average stock price on these exercised stock options was $ 117.09.

[b] The weighted average stock price on these exercised stock options was $ 101.46.

20. STOCK OPTION PLAN [CONTINUED]

The following table summarizes information about stock options outstanding and exercisable, as at January 31, 2023:

	Outstanding			Exercisable	
Exercise price range	Number of options	Weighted-average exercise price	Weighted-average remaining life (years)	Number of options	Weighted-average exercise price
$20 to $24	**34,025**	**$20.38**	**3.3**	**34,025**	**$20.38**
$24 to $28	**1,249,101**	**26.67**	**7.1**	**479,201**	**26.69**
$36 to $40	**126,350**	**39.45**	**4.4**	**126,350**	**39.45**
$40 to $44	**36,650**	**40.50**	**5.4**	**36,650**	**40.50**
$44 to $48	**683,375**	**46.15**	**6.4**	**421,526**	**46.15**
$60 to $64	**308,562**	**62.69**	**5.4**	**308,562**	**62.69**
$64 to $68	**22,700**	**64.15**	**6.9**	**14,000**	**64.15**
$68 to $72	**8,700**	**69.50**	**7.6**	**4,200**	**69.50**
$88 to $92	**39,400**	**90.31**	**9.7**	**—**	**—**
$104 to $108	**542,600**	**104.07**	**9.2**	**—**	**—**
$108 to $112	**488,100**	**109.66**	**8.2**	**108,175**	**109.66**
$120 to $124	**7,100**	**123.03**	**8.6**	**1,775**	**123.03**
Balance as at January 31, 2023	**3,546,663**	**$58.60**	**7.2**	**1,534,464**	**$46.94**

The following table summarizes information about stock options outstanding and exercisable, as at January 31, 2022:

	Outstanding			Exercisable	
Exercise price range	Number of options	Weighted-average exercise price	Weighted-average remaining life (years)	Number of options	Weighted-average exercise price
$20 to $24	48,150	$20.39	4.3	48,150	$20.39
$24 to $28	1,399,426	26.67	8.0	216,226	26.74
$36 to $40	162,600	39.45	5.4	162,600	39.45
$40 to $44	49,575	40.42	6.5	38,100	40.49
$44 to $48	749,190	46.15	7.4	214,992	46.16
$60 to $64	350,374	62.69	6.4	190,986	62.69
$64 to $68	34,125	64.15	7.9	14,975	64.15
$68 to $72	9,000	69.50	8.6	2,250	69.50
$108 to $112	499,400	109.66	9.2	—	—
$120 to $124	8,200	123.03	9.6	—	—
Balance as at January 31, 2022	3,310,040	$48.90	7.7	888,279	$42.48

Share based compensation expense of $ 19.5 million for the year ended January 31, 2023 ($ 17.7 million for the year ended January 31, 2022) has been recorded in general and administrative expenses in the consolidated statements of net income.

As at January 31, 2023, the total unrecognized compensation cost related to unvested share-based payments totalled $22.0 million ($18.6 million as at January 31, 2022).

21. SEGMENTED INFORMATION

Details of segment information were as follows:

For the year ended January 31, 2023	Powersports segment	Marine segment	Inter-segment eliminations	Total
Revenues	**$9,544.8**	**$518.9**	**$(30.3)**	**$10,033.4**
Cost of sales	**7,087.7**	**476.6**	**(30.3)**	**7,534.0**
Gross profit	**2,457.1**	**42.3**	**—**	**2,499.4**
Total operating expenses				**1,132.3**
Operating income				**1,367.1**
Financing costs				**114.8**
Financing income				**(6.0)**
Foreign exchange loss on long-term debt				**92.4**
Income before income taxes				**1,165.9**
Income tax expense				**300.5**
Net income				**$865.4**

For the year ended January 31, 2022	Powersports segment	Marine segment	Inter-segment eliminations	Total
Revenues	$7,135.6	$531.5	$(19.2)	$7,647.9
Cost of sales	5,082.6	452.3	(19.2)	5,515.7
Gross profit	2,053.0	79.2	—	2,132.2
Total operating expenses				945.2
Operating income				1,187.0
Financing costs				128.9
Financing income				(3.8)
Foreign exchange gain on long-term debt				(14.8)
Income before income taxes				1,076.7
Income tax expense				282.1
Net income				$794.6

21. SEGMENTED INFORMATION [CONTINUED]

The following table provides geographic information on Company's revenues, property, plant and equipment, intangible assets and right-of-use assets. The attribution of revenues was based on customer locations.

	Revenues		Property, plant and equipment, intangible assets and right-of-use assets	
	Years ended		As at	
	January 31, 2023	**January 31, 2022**	**January 31, 2023**	**January 31, 2022**
United States	**$6,029.7**	$4,185.2	**$388.7**	$277.1
Canada	**1,556.4**	1,321.2	**912.0**	736.4
Europe	**1,238.9**	1,230.1	**223.2**	90.4
Asia Pacific	**738.1**	567.2	**122.6**	109.9
Mexico	**167.8**	120.1	**799.9**	621.8
Austria	**23.4**	16.6	**283.0**	231.3
Other	**279.1**	207.5	**2.6**	2.6
	$10,033.4	$7,647.9	**$2,732.0**	$2,069.5

22. EARNINGS PER SHARE

a) Basic earnings per share

Details of basic earnings per share were as follows:

	Years ended	
	January 31, 2023	**January 31, 2022**
Net income attributable to shareholders	**$863.9**	$793.9
Weighted average number of shares	**79,382,008**	82,973,284
Earnings per share - basic	**$10.88**	$9.57

b) Diluted earnings per share

Details of diluted earnings per share were as follows:

	Years ended	
	January 31, 2023	**January 31, 2022**
Net income attributable to shareholders	**$863.9**	$793.9
Weighted average number of shares	**79,382,008**	82,973,284
Dilutive effect of stock options	**1,564,094**	2,286,236
Weighted average number of diluted shares	**80,946,102**	85,259,520
Earnings per share - diluted	**$10.67**	$9.31

The average market value of the Company's shares for purposes of calculating the dilutive effect of stock options was based on share value on the Toronto Stock Exchange for the period during which the options were outstanding.

23. REVENUES

Details of revenues were as follows:

	Years ended	
	January 31, 2023	**January 31, 2022**
Powersports		
Year-Round Products	**$4,827.1**	$3,467.5
Seasonal Products	**3,440.3**	2,524.1
Powersports PA&A and OEM Engines	**1,276.4**	1,143.5
Marine	**489.6**	512.8
Total	**$10,033.4**	$7,647.9

24. COST OF SALES

Cost of sales comprise costs of inventories sold, production overheads unallocated to inventories, warranty and distribution costs, costs related to sales programs that involve a free product or service delivered to clients, write-down of inventories, reversal of write-down of inventories, depreciation of property, plant and equipment, intangible assets, right-of-use assets used to manufacture and net insurance gains related to inventory.

During the year ended January 31, 2023, the Company recorded $ 6,664.6 million of inventories in cost of sales ($ 4,930.5 million for the year ended January 31, 2022).

25. GOVERNMENT ASSISTANCE

The Company's government assistance, including tax credits, was as follows:

	Years ended	
	January 31, 2023	**January 31, 2022**
Recorded against research and development expense	**$40.5**	$32.7
Recorded against other elements of operating income	**4.2**	3.3
	$44.7	$36.0
Recorded against the cost of property, plant and equipment	**$14.1**	$3.0
Recorded against the cost of intangibles	**$0.5**	$6.5

26. OTHER OPERATING INCOME

Details of Other operating income were as follows:

	Years ended	
	January 31, 2023	**January 31, 2022**
Foreign exchange gain on working capital elements	**$(28.6)**	$(6.2)
Loss on forward exchange contracts	**22.7**	5.9
Gain on lease termination	**—**	(8.7)
Other	**(4.4)**	(0.5)
Total	**$(10.3)**	$(9.5)

27. FINANCING COSTS AND INCOME

Details of financing costs and financing income were as follows:

	Years ended	
	January 31, 2023	**January 31, 2022**
Interest on long-term debt	**$83.2**	$46.3
Transaction costs on long-term debt	**1.1**	44.1
Interest on lease liabilities	**5.4**	7.2
Net interest on employee future benefit liabilities	**4.6**	4.9
Interest and commitment fees on revolving credit facilities	**21.0**	3.4
Other	**(0.5)**	23.0
Financing costs	**114.8**	128.9
Financing income	**(6.0)**	(3.8)
Net financing costs	**$108.8**	$125.1

28. INCOME TAXES

a) Income tax expense

Details of income tax expense were as follows:

	Years ended	
	January 31, 2023	**January 31, 2022**
Current income tax expense		
Related to current year	**$345.0**	$284.6
Related to prior years	**(11.0)**	(2.9)
	334.0	281.7
Deferred income tax expense (recovery)		
Temporary differences	**(49.1)**	3.6
Effect of income tax rate changes on deferred income taxes	**(0.1)**	(0.7)
Increase (decrease) in valuation allowance	**15.7**	(2.5)
	(33.5)	0.4
Income tax expense	**$300.5**	$282.1

The reconciliation of income taxes computed at the Canadian statutory rates to income tax expense recorded was as follows:

	Years ended			
	January 31, 2023		**January 31, 2022**	
Income taxes calculated at statutory rates	**$309.0**	**26.5%**	$285.3	26.5%
Increase (decrease) resulting from:				
Income tax rate differential of foreign subsidiaries	**(1.8)**		(5.9)	
Effect of income tax rate changes on deferred income taxes	**(0.1)**		(0.7)	
Increase (decrease) in valuation allowance	**15.7**		(2.5)	
Recognition of income taxes on foreign currency translation	**(12.5)**		1.8	
Recognition of income taxes on inflation	**(9.4)**		(2.9)	
Permanent differences [a]	**5.0**		1.2	
Other	**(5.4)**		5.8	
Income tax expense	**$300.5**		$282.1	

[a] The permanent differences result mainly from the foreign exchange (gain) loss on long-term debt denominated in U.S. dollars.

The income tax statutory rate is 26.5% for the year ended January 31, 2023 and 2022. The income tax statutory rate is the Bombardier Recreational Products Inc. combined rate applicable in jurisdictions in which it operates.

28. INCOME TAXES [CONTINUED]

b) Deferred income taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred income tax assets (liabilities) were as follows, as at:

	January 31, 2023	January 31, 2022
Related to current assets and liabilities		
Inventories	**$75.3**	$44.9
Investment tax credits receivable	**(3.1)**	(2.5)
Other current assets	**(3.7)**	(27.9)
Trade payables and accruals	**16.3**	18.8
Provisions	**98.7**	62.6
Other financial liabilities	**13.2**	6.2
Lease liabilities	**10.8**	7.3
Deferred revenues	**18.4**	55.7
Other financial asset	**(15.8)**	(2.9)
Other	**(1.9)**	1.0
	208.2	163.2
Related to non-current assets and liabilities		
Property, plant and equipment	**(71.5)**	(62.2)
Intangible assets	**(71.3)**	(65.3)
Right-of-use assets	**(43.1)**	(33.5)
Provisions	**26.7**	19.0
Long-term debt	**8.8**	1.2
Lease liabilities	**36.6**	29.8
Deferred revenues	**32.1**	25.1
Employee future benefit liabilities	**32.1**	42.6
Other non-current liabilities	**(7.7)**	(1.7)
Other	**2.4**	(2.0)
	(54.9)	(47.0)
Related to non-capital losses carried forward	**63.3**	74.9
Related to capital losses carried forward	**25.4**	23.9
	242.0	215.0
Unrecognized tax benefits	**(43.0)**	(24.6)
Total	**$199.0**	$190.4

As at January 31, 2023, the Company had non-capital losses and capital losses available to reduce future taxable income.

As at January 31, 2023, non-capital losses amounted to $256.9 million ($296.7 million as at January 31, 2022), of which $220.3 million ($294.9 million as at January 31, 2022) is available to reduce future federal taxable income in the United States and $ 36.6 million ($1.8 million as at January 31, 2022) is available to reduce future taxable income in other tax jurisdictions.

28. INCOME TAXES [CONTINUED]

b) Deferred income taxes [continued]

As at January 31, 2023, the balance of deductible capital losses amounted to $ 95.9 million ($90.3 million as at January 31, 2022) and are available to offset future taxable capital gains in Canada for an unlimited period of time.

As at January 31, 2023, the Company has $ 61.4 million in investment tax credits receivable, of which $ 51.0 million is refundable and $10.4 million is available to reduce income taxes in future periods (respectively $ 45.4 million, $35.7 million and $9.7 million as at January 31, 2022). The $10.4 million ($9.7 million as at January 31, 2022) is available to reduce future income taxes in the United States.

As at January 31, 2023 and 2022, deferred income taxes assets have been entirely recognized except for certain elements, consisting mainly of deductible capital losses carried forward, as the Canadian and Quebec taxation laws required those losses to be offset with available capital gains in order to be deductible.

In addition, deferred income taxes have not been provided for the undistributed earnings of foreign subsidiaries since either income taxes would not be applicable upon distribution of earnings or the Company determined that such earnings will be indefinitely reinvested. However, distribution in the form of dividends or otherwise from countries where earnings are indefinitely reinvested may be subject to income taxes.

29. RELATED PARTY TRANSACTIONS

The Company had related party transactions during the years ended January 31, 2023 and 2022. The most significant transactions are described below and were made on an arm's length basis, unless otherwise indicated.

a) Transactions with key management personnel

Key management personnel of the Company, defined as employees with authority and responsibility for planning, directing and controlling the activities of the Company, are considered related parties to the Company. The key management personnel of the Company are its directors and the executive officers.

The Company incurred the following benefit expenses in relation with key management personnel:

	Years ended	
	January 31, 2023	**January 31, 2022**
Current remuneration	**$19.4**	$25.1
Post-employment benefits	**1.4**	1.5
Stock-based compensation expense	**9.7**	9.3
Total	**$30.5**	$35.9

29. RELATED PARTY TRANSACTIONS [CONTINUED]

b) Due to Bombardier Inc., a company related to Beaudier group

Pursuant to the purchase agreement entered into in 2003 in connection with the acquisition of the recreational product business of Bombardier Inc., the Company is committed to reimburse to Bombardier Inc. income taxes amounting to $22.7 million as at January 31, 2023 ($22.1 million as at January 31, 2022). The payments will begin when Bombardier Inc. starts making income tax payments in Canada and/or in the United States.

30. FINANCIAL INSTRUMENTS

a) Fair value

The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of the Company's financial instruments take into account the credit risk embedded in the instrument. For financial assets, the credit risk of the counterparty is considered whereas for financial liabilities, the Company's credit risk is considered.

In order to determine the fair value of its financial instruments, the Company uses, when active markets exist, quoted prices from these markets ("Level 1" fair value). When public quotations are not available in the market, fair values are determined using valuation techniques. When inputs used in the valuation techniques are only inputs directly and indirectly observable in the marketplace, fair value is presented as "Level 2" fair value. If fair value is assessed using inputs that require considerable judgment from the Company in interpreting market data and developing estimates, fair value is presented as "Level 3" fair value. For Level 3 fair value, the use of different assumptions and/or estimation methodologies may have a material effect on the estimated fair values.

30. FINANCIAL INSTRUMENTS [CONTINUED]

a) Fair value [continued]

The fair value, fair value level and valuation techniques and inputs were as follows:

		As at January 31, 2023		As at January 31, 2022		
	Fair value level	**Carrying amount**	**Fair value**	**Carrying amount**	**Fair value**	**Valuation techniques and inputs**
Restricted investments (Note 7)	Level 2	**$12.9**	**$12.9**	$14.3	$14.3	Discounted cash flows at a discount rate that reflects the current market rate for this type of investments at the end of the reporting perio
Non-controlling interest liability (Note 16)	Level 3	**$(20.8)**	**$(20.8)**	$—	$—	Discounted cash flows. Future cash flows are estimated based on Pinion performance and a predetermined purchase price formula, disc
Derivative financial instruments						Discounted cash flows. Future cash flows are estimated based on forward exchange rates (from observable forward e reflects the credit risk of the Company
Forward exchange contracts						
Favourable	Level 2	**$16.1**	**$16.1**	$10.0	$10.0	
(Unfavourable)	Level 2	**(41.2)**	**(41.2)**	(9.6)	(9.6)	
Interest rate cap	Level 2	**$90.4**	**$90.4**	$28.0	$28.0	Discounted cash flows. Future cash flows, which correspond to series of caplets, are estimated using the Normal valuation model and di
Total derivative financial instruments	Level 2	**$65.3**	**$65.3**	$28.4	$28.4	
Term Facility (Note 17)	Level 1	**$(2,611.4)**	**$(2,600.7)**	$(1,891.1)	$(1,875.8)	Quoted bid prices in an active market
Term Loans (Note 17)	Level 2	**$(178.8)**	**$(184.2)**	$(149.4)	$(156.1)	Discounted cash flows. Cash flows used for valuation are those contractually due and are discounted at a rate that reflects the credit risk

30. FINANCIAL INSTRUMENTS [CONTINUED]

a) Fair value [continued]

For cash and cash equivalents, trade and other receivables, Revolving Credit Facilities, trade payables and accruals, dealer holdback programs and customer deposits, the carrying amounts reported on the consolidated statements of financial position or in the notes approximate the fair values of these items due to their short-term nature. During the years ended January 31, 2023 and 2022, no changes in fair value level classifications occurred.

Cash includes $10.2 million held by BRP Saint Petersburg LLC. This cash is subject to regulatory restrictions and is therefore not available for general use by the other entities within the group.

b) Foreign exchange risk

The foreign exchange risk associated with financial instruments is defined by the risk that the future cash flows of a recorded financial instrument will fluctuate because of changes in foreign exchange rates. Foreign exchange risk associated with financial instruments arises from financial instruments denominated in a currency other than the functional currency of the Company.

The Company's significant foreign exchange risk exposure associated with financial instruments are with Credit Facilities, trade and other receivables, trade payables and accruals, lease liabilities and derivative financial instruments.

The table below presents the impact on consolidated net income and consolidated other comprehensive income of a variation of foreign exchange rates on financial instruments subject to foreign exchange risks as at January 31, 2023 and 2022:

	As at January 31, 2023			As at January 31, 2022		
Increase (Decrease)	**Percentage of Variation [a]**	**Impact on Net income**	**Impact on Other comprehensive income**	**Percentage of Variation [a]**	**Impact on Net income**	**Impact on Other comprehensive income**
USD / CAD	**5%**	**$37.8** [b]	**$79.9**	5%	$208.6[b]	$55.2
Euro / CAD	**5%**	**$32.6**	**$—**	5%	$1.7	$—
Other	**3%**	**$12.5**	**$3.3**	3%	$4.7	$(0.4)

[a] Based on variations that might exist at the closing dates.

[b] Mainly from the long-term debt denominated in U.S. dollars.

The Company uses foreign exchange contracts to manage its foreign currency risks mainly on trade payables and certain other financial liabilities denominated in U.S. dollars and the Company uses short-term foreign exchange contracts to manage its daily cash position.

For currencies over which the Company cannot achieve an offset through its recurring business transactions, mainly the U.S. dollar, the Australian dollar, the Swedish krona, the Norwegian krone and the British pound, the Company uses foreign exchange contracts according to the Company's hedging strategy. Management periodically reviews the relevant hedging position and may hedge at any level within the authorized parameters of the policy, up to the maximum percentage allowed.

As at January 31, 2023, the maximum length of time over which the Company is hedging its exposure to variability in future cash flow from anticipated sales is 24 months. All foreign exchange contracts used to hedge highly probable anticipated sales are recorded under the cash flow hedge model. The Company does not trade in derivative financial instruments for speculative purposes.

BRP Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the years ended January 31, 2023 and 2022
[Tabular figures are in millions of Canadian dollars, unless otherwise indicated]

30. FINANCIAL INSTRUMENTS [CONTINUED]

b) Foreign exchange risk [continued]

The following tables set out the notional amounts outstanding under hedging foreign exchange contracts, the carrying amount, the average contractual exchange rates and the settlement periods of these contracts:

	As at January 31, 2023							
							Carrying amount	
	Sell currency	Buy currency	Average rate	Notional amount		Canadian equivalent notional amount [a]	Other financial assets	Other financial liabilities
Less than 1 year								
	AUD	**CAD**	**0.9161**	**AUD**	**176.2**	**$165.6**	**$—**	**$4.9**
	GBP	**Euro**	**1.1401**	**GBP**	**28.0**	**46.1**	**0.5**	**—**
	NOK	**Euro**	**0.0936**	**NOK**	**469.0**	**62.5**	**1.1**	**—**
	SEK	**Euro**	**0.0897**	**SEK**	**786.2**	**100.2**	**2.0**	**—**
	USD	**CAD**	**1.3333**	**USD**	**841.6**	**1,122.1**	**2.6**	**35.9**
Between 12 and 24 months								
	USD	**CAD**	**1.3460**	**USD**	**405.0**	**540.0**	**8.1**	**—**

[a] Exchange rates as at January 31, 2023 were used to translate notional amounts denominated in foreign currencies into Canadian dollars.

	As at January 31, 2022							
							Carrying amount	
	Sell currency	Buy currency	Average rate	Notional amount		Canadian equivalent notional amount [a]	Other financial assets	Other financial liabilities
Less than 1 year								
	AUD	CAD	0.9220	AUD	104.5	$93.7	$2.4	$—
	GBP	Euro	1.1757	GBP	26.3	44.8	—	0.6
	NOK	Euro	0.0992	NOK	623.9	88.9	0.1	—
	SEK	Euro	0.0994	SEK	806.6	109.7	4.7	—
	USD	CAD	1.2696	USD	817.5	1,037.8	2.0	—
Between 12 and 24 months								
	USD	CAD	1.2812	USD	55.9	71.0	0.4	8.6

[a] Exchange rates as at January 31, 2022 were used to translate notional amounts denominated in foreign currencies into Canadian dollars.

30. FINANCIAL INSTRUMENTS [CONTINUED]

b) Foreign exchange risk [continued]

The following tables set out the notional amounts outstanding under foreign exchange contracts, the average contractual exchange rates and the settlement periods of these contracts:

	As at January 31, 2023					
	Sell currency	Buy currency	Average rate	Notional amount		Canadian equivalent notional amount [a]
Less than 12 months						
	AUD	CAD	0.9161	AUD	176.2	$165.6
	CAD	Euro	1.4554	Euro	14.4	20.8
	CAD	MXN	0.0710	MXN	111.1	7.9
	CAD	USD	1.3001	USD	143.8	191.8
	Euro	CAD	1.4572	Euro	261.9	379.1
	Euro	NOK	0.0930	NOK	99.9	13.3
	Euro	SEK	0.0893	SEK	102.0	13.0
	GBP	Euro	1.1401	GBP	28.0	46.1
	CAD	NZD	0.8606	NZD	1.2	1.0
	NOK	Euro	0.0936	NOK	606.0	80.8
	SEK	Euro	0.0895	SEK	1,057.8	134.8
	USD	CAD	1.3001	USD	1,098.0	1,464.0
Between 12 and 24 months						
	USD	CAD	1.3460	USD	405.0	540.0

[a] Exchange rates as at January 31, 2023 were used to translate notional amounts denominated in foreign currencies into Canadian dollars.

30. FINANCIAL INSTRUMENTS [CONTINUED]

b) Foreign exchange risk [continued]

	As at January 31, 2022					
	Sell currency	Buy currency	Average rate	Notional amount		Canadian equivalent notional amount [a]
Less than 12 months						
	AUD	CAD	0.9220	AUD	104.5	$93.7
	CAD	AUD	0.9031	AUD	7.2	6.5
	CAD	Euro	1.4288	Euro	101.9	145.1
	CAD	JPY	0.0110	JPY	25.0	0.3
	CAD	MXN	0.0613	MXN	72.0	4.4
	CAD	USD	1.2699	USD	163.9	208.1
	Euro	CAD	1.4284	Euro	158.1	225.1
	Euro	GBP	1.2005	Euro	0.8	1.1
	Euro	NOK	0.0992	NOK	102.1	14.6
	Euro	SEK	0.0957	SEK	98.4	13.4
	GBP	Euro	1.1757	GBP	26.3	44.8
	JPY	CAD	0.0111	JPY	55.3	0.6
	NOK	Euro	0.0992	NOK	623.9	88.9
	SEK	Euro	0.0992	SEK	883.7	120.2
	USD	CAD	1.2625	USD	835.3	1,060.5
Between 12 and 24 months						
	USD	CAD	1.2812	USD	55.9	71.0

[a] Exchange rates as at January 31, 2022 were used to translate notional amounts denominated in foreign currencies into Canadian dollars.

c) Liquidity risk

Liquidity risk is defined as the Company's e xposure to the risk of not being able to meet its financial obligations. The Company manages its liquidity risk by continuously monitoring its operating cash requirements and by the use of its funding sources to ensure its financial flexibility and mitigate its liquidity risk (see Note 31).

The following table summarizes the contractual maturities of the Company's financial liabilities as at January 31, 2023:

	Less than 1 year	1-3 years	4-5 years	More than 5 years	Total amount
Trade payables and accruals	$1,548.2	$—	$—	$—	$1,548.2
Long-term debt (including interest)	200.9	435.2	2,235.8	778.2	3,650.1
Lease liabilities (including interest)	50.3	81.9	43.3	44.2	219.7
Derivative financial instruments	41.2	—	—	—	41.2
Other financial liabilities	49.5	28.0	2.4	29.4	109.3
Total	**$1,890.1**	**$545.1**	**$2,281.5**	**$851.8**	**$5,568.5**

30. FINANCIAL INSTRUMENTS [CONTINUED]

d) Interest risk

The Company is exposed to the variation of interest rates on financial instruments mainly on its Credit Facilities. As at January 31, 2023, a 25 basis point increase would have resulted in an unfavourable impact of $ 7.6 million on consolidated net income and consolidated comprehensive income for the year ended January 31, 2023 (unfavorable $4.8 million as at January 31, 2022) while a decrease of a 0.25 percentage base point would have resulted in a favourable impact of $7.6 million (favourable $2.1 million as at January 31, 2022) on consolidated net income and consolidated comprehensive income for the year ended January 31, 2023 without considering the effects of hedging instruments. Percentage increases or decreases of interest rates above are based on changes that might exist at the consolidated statement of financial position dates and have been applied on the Company's financial instruments subject to interest rate changes. To limit its exposure to interest rate increase, the Company entered into interest rate cap contracts.

e) Credit risk

The Company could be exposed, in the normal course of business, to the potential inability of dealers, distributors and other business partners to meet their contractual obligations on financial assets and on amounts guaranteed under dealer and distributor financing agreements.

The Company considers that its credit risk associated with its trade receivables and its limited responsibilities under dealer and distributor financing agreements does not represent a significant concentration of risk and loss due to the large number of dealers, distributors and other business partners and their dispersion across many geographic areas. Moreover, the Company mitigates such risk by doing business through its own distribution channels and by monitoring independent dealers' and distributor credit.

The following table provides further details on receivables for which the Company considers to be exposed to credit risk as at January 31, 2023 and 2022:

	January 31, 2023	**January 31, 2022**
Trade and other receivables	**$655.0**	$465.7
Sales tax and other government receivables	**(140.8)**	(118.0)
Total exposed to credit risk	**$514.2**	$347.7
Not past due	**$501.3**	$339.6
Past due		
Under 60 days	**10.6**	5.0
From 60 to 90 days	**1.0**	0.7
Over 90 days	**4.9**	6.8
Allowance for doubtful accounts	**(3.6)**	(4.4)
Total exposed to credit risk	**$514.2**	$347.7

The counterparties to the derivative financial instruments and restricted investments are all investment grade financial institutions, which the Company anticipates will satisfy their obligations under these contracts. Over the past years, the Company has not incurred significant losses related to credit risk on its financial assets.

As described in Note 32 a), the Company has provided financial guarantees to third party financing companies in case of dealers' inability to meet their obligations under their financing agreements with the financing companies.

31. CAPITAL MANAGEMENT

The Company's primary uses of capital are for capital investments and working capital. Based on the current level of operations, management believes that cash on hand, cash flows from operations and available borrowings under the Credit Facilities will enable the Company to meet its working capital, capital expenditure, debt service and other funding requirements.

The Company's capital is composed of long-term debt and shareholders' equity. The Company's aim is to maintain a level of capital that is adequate to meet several objectives, including an acceptable Leverage ratio in order to provide access to adequate funding sources to support current operations, pursue its internal growth strategy and maintain capital flexibility. The Company may repurchase subordinate voting shares for cancellation pursuant to a NCIB or SIB, issue capital stock, or vary the amount of dividends paid to shareholders.

The Company's objective is to maintain a Leverage ratio of 3.5 or less, which was continuously achieved during the years ended January 31, 2023 and 2022.

32. COMMITMENTS AND CONTINGENCIES

In addition to the commitments and contingencies described elsewhere in these consolidated financial statements, the Company is subject to the following (all amounts presented are undiscounted):

a) Dealer and distributor financing arrangements

The Company, most of its independent dealers and some of its independent distributors are parties to agreements with third-party financing service providers. These agreements provide financing to facilitate the purchase of the Company's products and improve the Company's working capital by allowing an earlier collection of accounts receivable from dealers and distributors.

The outstanding financing between the Company's independent dealers and distributors and third-party finance companies amounted to $2,674.0 million and $1,319.4 million as at January 31, 2023 and 2022, respectively. The breakdown of outstanding amounts by country and local currency between the Company's independent dealers and distributors with third-party finance companies were as follows:

	Currency	January 31, 2023	January 31, 2022
Total outstanding as at	CAD	**$2,674.0**	$1,319.4
United States	USD	**$1,480.6**	$736.8
Canada	CAD	**$472.1**	$266.3
Europe	Euro	**€63.3**	€31.8
Australia and New Zealand	AUD	**$145.0**	$80.7

32. COMMITMENTS AND CONTINGENCIES [CONTINUED]

a) Dealer and distributor financing arrangements [continued]

Under the dealer and distributor financing agreements, in the event of default, the Company may be required to purchase, from the finance companies, repossessed new and unused products at the total unpaid principal balance of the dealer or distributor to the finance companies. During the three-month period ended July 31, 2021, the Company renegotiated and regrouped some of its repurchase obligations for obligations that were held with the same third-party financing providers. Henceforth, the obligations are generally within a range of U.S. $14.0 million ($18.7 million) or 15% of the calendar year twelve-month average amount of financing outstanding under the financing agreements and U.S. $25.0 million ($33.3 million) or 10% of the last twelve-month average amount of financing outstanding under the financing agreements ($167.7 million as at January 31, 2023).

The maximum amount subject to the Company's obligation to purchase repossessed new and unused products from the finance companies was $186 million as at January 31, 2023 and $ 102 million as at January 31, 2022.

For the year ended January 31, 2023, the Company did not incur losses related to new and unused products repossessed by the finance companies (recovery of $0.5 million for the year ended January 31, 2022).

Substantially completed units financing

During the year ended January 31, 2022, the Company amended one of its dealer and distributor financing agreement in order to allow for the financing of the substantially completed units shipped at the Company's dealers ("Substantially Completed Units"). The financing of those Substantially Completed Units are limited by certain financial thresholds. Under the amendment agreement, the Company's dealers are required to comply with thresholds regarding the Substantially Completed Units shipped at the Company's dealers ("Thresholds").

As at January 31, 2023, the total maximum outstanding obligations of all dealers for substantially completed units could not exceed U.S. $400.0 million ($533.3 million). This limit is set to be gradually reduced to reach U.S. $ 300.0 million ($400.0 million) as of January 31, 2024 and nil as of April 30, 2024. The maximum outstanding obligations of any individual dealer at any time for Substantially Completed Units shall not exceed U.S. $18.0 million ($24.0 million). In addition, the maximum obligations by all dealers for seasonal products are limited to U.S. $50 million ($66.7 million) for snowmobiles as at April 30, 2023 and U.S $50.0 million ($66.7 million) for PWC as January 31, 2024.

In the event one of the Thresholds is exceeded, the Company would be required to reduce the outstanding dealers' financing by assuming their financing until compliance with Thresholds. The Substantially Completed Units stop being considered within the Thresholds limits when all the missing components are installed by the dealers. The Company was in compliance with the Thresholds as at January 31, 2023.

32. COMMITMENTS AND CONTINGENCIES [CONTINUED]

b) Guarantees under various agreements

In the normal course of business, the Company has entered into agreements that include indemnities in favour of third parties and which are customary in the industry, such as purchase and sale agreements, confidentiality agreements, engagement letters with advisors and consultants, outsourcing agreements, leasing contracts, underwriting and agency agreements, information technology agreements, and service agreements. These indemnification agreements may require the Company to compensate counterparties for losses they incurred as a result of breaches in representation and regulations or as a result of litigation claims or statutory sanctions that may be suffered as a consequence of the transaction.

The nature of these indemnification agreements prevents the Company from making a reasonable estimate of the maximum exposure due to the difficulties in assessing the amount of liability that stems from the unpredictability of future events and the unlimited coverage offered to counterparties. Historically, the Company has not made any significant payments under such or similar indemnification agreements.

The Company shall indemnify directors and officers of the Company for various losses including, but not limited to, all costs to settle suits or actions due to association with the Company, subject to certain restrictions. The Company has purchased directors' and officers' liability insurance to mitigate the cost of any potential future suits or actions. The term of the indemnification is not explicitly defined, but is limited to acts taking place during the period over which the indemnified party served as a trustee, director or officer of the Company. The maximum amount of any potential future payment cannot be reasonably estimated.

c) Litigation

The Company intends to vigorously defend its position in litigation matters to which it is a party. Management believes the Company has recorded adequate provisions to cover potential losses in relation to pending legal actions. Additionally, the Company has a general liability insurance coverage for claims relating to injuries or damages incurred with the Company's products. This insurance coverage limits the potential losses associated with legal claims related to product usage.

While the final outcome with respect to actions pending as at January 31, 2023 cannot be predicted with certainty, it is the management's opinion that their resolution will not have material effects on the Company's future results of operations or cash flows.

Exhibit 99.3

BRP INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE- AND TWELVE-MONTH PERIODS ENDED JANUARY 31, 2023



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Glossary

Abbreviations	Description	Abbreviations	Description
3WV	Three-Wheeled Vehicles	**LIBOR**	London Interbank Offered Rate
ATV	All-Terrain Vehicles	**NCIB**	Normal Course Issuer Bid
BPS	Basis points	**MD&A**	Management's Discussion & Analysis
DB	Defined Benefits	**OEM**	Original Equipment Manufacturer
DC	Defined Contribution	**ORV**	Off-Road Vehicles
CAPEX	Capital Expenditure	**PA&A**	Parts, Accessories & Apparel
CGU	Cash Generating Unit	**PP&E**	Property, Plant & Equipment
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization	**PWC**	Personal Watercraft
EPS	Earnings Per Share	**R&D**	Research & development
ESG	Environmental, Social and Governance	**SIB**	Substantial Issuer Bid
EURIBOR	Euro Interbank Offered Rate	**SOFR**	Secured Overnight Financing Rate
G&A	General & Administrative	**Term SOFR**	Defined as the forward-looking term rate based on SOFR plus a customary credit spread adjustment
IAS	International Accounting Standards	**SSV**	Side-by-Side Vehicles
IFRS	International Financial Reporting Standards	**Working Capital**	Current assets less current liabilities
International	All region except United States & Canada	**LVHA**	Low Voltage & Human Assisted Group

Basis of Presentation

The following management's discussion and analysis ("MD&A") provides information concerning financial condition and results of operations of BRP Inc. (the "Company" or "BRP") for the year ended January 31, 2023. This MD&A should be read in conjunction with the audited consolidated financial statements for the year ended January 31, 2023. Some of the information included in this discussion and analysis contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from underlying forward-looking statements as a result of various factors, including those described in the "Forward-Looking Statements" section of this MD&A. This MD&A reflects information available to the Company as at March 22, 2023.

The audited consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). All amounts presented are in Canadian dollars unless otherwise indicated. All references in this MD&A to "Fiscal 2023" are to the Company's fiscal year ended January 31, 2023, and references to "Fiscal 2022" are to the Company's fiscal year ended January 31, 2022 and references to "Fiscal 2021" are to the Company's fiscal year ended January 31, 2021.

This MD&A, approved by the Board of Directors on March 22, 2023, is based on the Company's audited consolidated financial statements and accompanying notes thereto for the years ended January 31, 2023 and 2022.

Forward-Looking Statements and Non-IFRS Measures

Forward-Looking Statements

Certain statements in this MD&A about the Company's current and future plans, prospects, expectations, anticipations, estimates and intentions, results, levels of activity, performance, objectives, targets, goals or achievements, including the Company's environmental, social and governance targets, goals and initiatives set forth under its CSR25 program and announced intention to electrify its existing product lines and launch new electric product lines, priorities and strategies, financial position, market position, capabilities, competitive strengths, beliefs, the prospects and trends of the industries in which the Company operates, the expected growth in demand for products and services in the markets in which the Company competes, research and product development activities, including projected design, characteristics, capacity or performance of future products and their expected scheduled entry to market, including with respect to the Can-Am electric two-wheel motorcycles and the electric snowmobiles with Ski-Doo and Lynx, expected financial requirements and the availability of capital resources and liquidities or any other future events or developments and other statements that are not historical facts constitute forward-looking statements within the meaning of applicable securities laws. The words "may", "will", "would", "should", "could", "expects", "forecasts", "plans", "intends", "trends", "indications", "anticipates", "believes", "estimates", "outlook", "predicts", "projects", "likely" or "potential" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements.

Forward-looking statements are presented for the purpose of assisting readers in understanding certain key elements of the Company's current objectives, goals, targets, strategic priorities, expectations and plans, and in obtaining a better understanding of the Company's business and anticipated operating environment. Readers are cautioned that such information may not be appropriate for other purposes; readers should not place undue reliance on forward-looking statements contained herein. Forward-looking statements, by their very nature, involve inherent risks and uncertainties and are based on a number of assumptions, both general and specific. The Company cautions that its assumptions may not materialize and that global economic and political conditions, combined with one or more of the risks and uncertainties discussed herein, may render such assumptions, although believed reasonable at the time they were made, inaccurate. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results or performance of the Company or the industry to be materially different from the outlook or any future results or performance implied by such statements. In addition, many factors could cause the Company's actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the risk factors described in the "Risk Factors" section of this MD&A.

The forward-looking statements contained in this MD&A are made as of the date of this MD&A, and the Company has no intention and undertakes no obligation to update or revise any forward-looking statements to reflect future events, changes in circumstances, or changes in beliefs, unless required by applicable securities regulations. In the event that the Company does update any forward-looking statements contained in this MD&A, no inference should be made that the Company will make additional updates with respect to that statement, related matters or any other forward-looking statement.

The Company made a number of economic, market and operational assumptions in preparing and making certain forward-looking statements contained in this MD&A, including the following: reasonable industry growth ranging from slightly down to slightly up, that is based on the assumption that supply chain disruptions continue to improve; market share will remain constant or moderately increase; stable global and North American economic conditions, a limited impact from the military conflict between Russia and Ukraine and the COVID-19 pandemic; main currencies in which the Company operates will remain at near current levels; inflation is expected to remain elevated from strong demand, supply shortages and high energy prices, and is expected to gradually decline as central banks gradually increase interest rates; there will be no significant changes in tax laws or free trade arrangements or treaties applicable to the Company; the Company's margins, will remain at current levels; the supply base will remain able to support product development and planned production rates on commercially acceptable terms in a timely manner; no new trade barriers will be imposed amongst jurisdictions in which the Company carries operations; the absence of unusually adverse weather conditions, especially in peak seasons. BRP cautions that its assumptions may not materialize, although believed reasonable at the time they were made, subject to greater uncertainty.

Non-IFRS Measures

This MD&A makes reference to certain non-IFRS measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the Company's results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS.

The Company defines and reconciles these measures in the "Non-IFRS Measures and Reconciliation Tables" section of this MD&A.

Business Overview

BRP Inc. is a global leader in the world of powersports products, propulsion systems and boats built on 80 years of ingenuity and intensive consumer focus. Through its portfolio of industry-leading and distinctive brands featuring Ski-Doo and Lynx snowmobiles, Sea-Doo watercraft and pontoons, Can-Am on and off-road vehicles, Alumacraft and Quintrex boats, Manitou pontoons and Rotax marine propulsion systems as well as Rotax engines for karts and recreational aircraft, BRP unlocks exhilarating adventures and provides access to experiences across different playgrounds. The Company completes its lines of products with a dedicated parts, accessories and apparel portfolio to fully optimize the riding experience. Committed to grow responsibly, BRP is developing electric models for its existing product lines and exploring new low voltage and human assisted product categories.

The Company employs close to 23,000 people mainly in manufacturing and distribution sites in Mexico, Canada, Austria, the United States, Finland, Australia and Germany. The Company sells its products in over 130 countries. The products are sold directly through a network of approximately 2,600 dealers in 21 countries, as well as through approximately 150 distributors serving approximately 350 additional dealers.

Reporting Segments

BRP and its subsidiaries (the “Company”) design, develop, manufacture and sell powersports and marine products. The Company has two operating segments consisting of Powersports (Year-Round Products, Seasonal Products and PA&A and OEM engines) and Marine Products.

Following the acquisitions of Pinion GmbH (“Pinion”) and of substantially all the assets related to the powersports business of Kongsberg Automotive ASA and its subsidiary Kongsberg Inc. located in Shawinigan, Quebec (“KA Shawinigan”), the Company created a new Low Voltage & Human Assisted Group (“LVHA”). The creation of LVHA is intended to allow the Company to pursue its growth strategy with low voltage and human assisted product categories at the intersection of mobility, recreation and utility.

Powersports

Year-Round Products

Year-Round Products consist of BRP vehicles that are sold and used throughout the year in most climates and include ATVs, SSVs and 3WVs product lines. All products within the Year-Round Product category are sold under the *Can-Am* brand. *Can-Am* ATVs, SSVs and 3WVs all leverage BRP’s *Rotax* engines.

Seasonal Products

Seasonal products consist of BRP products that are mostly used in specific seasons. These products include snowmobiles, which are mainly used during the winter season with sales to dealers concentrated in the months of September to January, as well as PWC and *Sea-Doo* pontoons, which are mainly used during the summer season, with sales to dealers concentrated in the months of January to April. All these products leverage BRP’s *Rotax* engines.

Parts, Accessories & Apparel and OEM engines

PA&A and *Rotax* engines consist of parts, accessories and apparel (referred to as “PA&A”), engines for karts and recreational aircraft and other services.

Marine

Marine consists of boats, pontoons, jet boat and outboard engines and related PA&A and other services. BRP competes in the boat product category with *Alumacraft* and *Quintrex* boats, *Manitou* pontoons and in the marine engine product category with the *Rotax* engines for jet boats and outboard engine with stealth technology.

The following table shows the percentage of total revenues for each segment:

Proportion of Total Revenues *(in percentages)*	Three-month periods ended		Twelve-month periods ended		
	January 31, 2023	January 31, 2022	January 31, 2023	January 31, 2022	January 31, 2021
Year-Round Products	**40.8%**	36.3%	**48.1%**	45.3%	47.4%
Seasonal Products	**42.9%**	44.7%	**34.3%**	33.0%	30.7%
Powersports PA&A and OEM Engines	**12.3%**	13.3%	**12.7%**	15.0%	14.8%
Total Powersports	**96.0%**	94.3%	**95.1%**	93.3%	92.9%
Marine	**4.0%**	5.7%	**4.9%**	6.7%	7.1%
Total Revenues	**100.0%**	100.0%	**100.0%**	100.0%	100.0%

Factors Affecting the Company's Results of Operations

Revenues and Sales Program Costs

The Company's revenues are primarily derived from the wholesale activities to dealers and distributors of the Company's manufactured vehicles, including Year-Round Products, Seasonal Products, Powersports PA&A and OEM Engines, as well as Marine Products. Revenue recognition normally occurs when products are shipped to dealers or distributors from the Company's facilities.

In order to support the wholesale activities of the Company and the retail activities of dealers and distributors, the Company may provide support in the form of various sales programs consisting of cash and non-cash incentives. The cash incentives consist mainly of rebates given to dealers, distributors and consumers, volume discounts to dealers and distributors, free or extended coverage period under dealer and distributor inventory financing programs, and retail financing programs. The cost of these cash incentives is recorded as a reduction of revenues. The non-cash incentives mainly consist of extended warranty coverage or free PA&A. When an extended warranty coverage is given with the purchase of a product, a portion of the revenue recognized upon the sale of that product is deferred and recognized during the extended warranty coverage period. The cost of the free PA&A is recorded in cost of sales.

The support provided to dealers, distributors and consumers tends to increase when general economic conditions are difficult, when changing market conditions require the launch of new or more competitive programs, or when dealer and distributor inventory is above appropriate levels.

Under dealer and distributor inventory financing arrangements, the Company could be required to purchase repossessed new and unused products in certain cases of default by dealers or distributors. The cost of repossession tends to increase when dealers or distributors are facing challenging and prolonged difficult retail conditions and when their non-current inventory level is high. During the current fiscal year and previous fiscal year, the Company did not experience significant repossessions under its dealer and distributor inventory financing arrangements. Refer to the "Off-Balance Sheet Arrangements" section of this MD&A for more information on dealer and distributor inventory financing arrangements.

Commodity Costs

Approximately 75% of the Company's cost of sales consists of material used in the manufacturing process. Therefore, the Company is exposed to the fluctuation of prices of certain raw materials such as aluminum, steel, plastic, resins, stainless steel, copper, rubber and certain rare earth metals. Additionally, the Company is exposed to fuel price fluctuations related to its procurement and distribution activities. The Company does not hedge its long-term exposure to such price fluctuations. Therefore, an increase in commodity prices could negatively impact the Company's operating results if it is not able to transfer these cost increases to dealers, distributors or consumers.

Warranty Costs

The Company's regular warranty generally covers periods ranging from six months to five years for most products. In certain circumstances, the Company provides extended warranty coverage as a result of sales programs, under certain commercial accounts, or as required by local regulations. During the warranty period, the Company reimburses dealers and distributors for the entire cost of repair or replacement performed on the products (mainly composed of parts or accessories provided by the Company and labour costs incurred by dealers or distributors). In addition, the Company sells in the normal course of business and provides under certain sales programs extended product warranties.

During its product development process, the Company ensures that high quality standards are maintained at each development stage of a new product. This includes the development of detailed product specifications, the evaluation of the quality of the supply chain and the manufacturing methods and detailed testing requirements over the development stage of the products. Additionally, product quality is ensured by quality inspections during and after the manufacturing process.

The Company records a regular warranty provision when products are sold. Management believes that, based on available information, the Company has adequate provisions to cover any future warranty claims on products sold. However, future claim amounts can differ significantly from provisions that are recorded in the consolidated statements of financial position. For extended warranty, the claims are recorded in cost of sales as incurred.

Foreign Exchange

The Company's revenues are reported in Canadian dollars but are mostly generated in U.S. dollars, Canadian dollars and euros. The Company's revenues reported in Canadian dollars are to a lesser extent exposed to foreign exchange fluctuations with the Australian dollar, the Brazilian real, the Swedish krona, the Norwegian krone, the British pound, the New Zealand dollar, Mexican pesos, Chinese yuan and Japanese yen. The costs incurred by the Company are mainly denominated in Canadian dollars, U.S. dollars and euros and to a lesser extent in Mexican pesos. Therefore, recorded revenues, gross profit and operating income in Canadian dollars are exposed to foreign exchange fluctuations. The Company's facilities are located in different countries, which helps mitigate some of its foreign currency exposure.

As at January 31, 2023, the Company had an outstanding balance of U.S. $1,976.0 million ($2,634.6 million) under its U.S. $2,035.0 million ($2,713.3 million) term facility agreement (the "Term Facility"), which results in a gain or loss in net income when the U.S. dollar/Canadian dollar exchange rate at the end of the period varies from the opening period rate. Additionally, the Company's interest expense on the Term Facility is exposed to U.S. dollar/Canadian dollar exchange rate fluctuations. The Company does not currently hedge the U.S. dollar/Canadian dollar exchange rate fluctuation exposures related to its Term Facility, and therefore, an increase in the value of the U.S. dollar against the Canadian dollar could negatively impact the Company's net income.

For further detail relating to the Company's exposure to foreign currency fluctuations, see "Financial Instruments – Foreign Exchange Risk" section of this MD&A.

Net Financing Costs (Financing Costs less Financing Income)

Net financing costs are incurred principally on long-term debt, defined benefit pension plan liabilities and revolving credit facilities. As at January 31, 2023, the Company's long-term debt of $2,790.2 million was mainly comprised of the Term Facility, which bears interest at LIBOR plus 2.00% and Term SOFR plus 3.50%. The Company entered into interest rate cap contracts, which limit its exposure to interest rates increases.

Income Taxes

The Company is subject to federal, state and provincial income taxes in jurisdictions in which it conducts business. The Canadian income tax statutory rate was 26.5% for the three- and twelve-month periods ended January 31, 2023. However, the Company's effective consolidated tax rate is influenced by various factors, including the mix of accounting profits or losses before income tax among tax jurisdictions in which it operates and the foreign exchange gain or loss on the Term Facility. The Company expects to pay cash taxes in all tax jurisdictions for Fiscal 2023, except in the United States where the Company plans to utilize its tax attributes to offset taxable income or income tax payable.

Seasonality

The Company's revenues and operating income experience substantial fluctuations from quarter to quarter. In general, wholesale sales of the Company's products are highest in the period immediately preceding their respective season and during the said season of use. However, the mix of product sales may vary considerably, from time to time, as a result of changes in seasonal and geographic demand, the introduction of new products and models, and production scheduling for particular types of products. As a result, the Company's financial results are likely to fluctuate significantly from period to period.

Executive Summary

Following the global coronavirus ("COVID-19") pandemic and the resulting worldwide enacting emergency measures, the Company's solid position only strengthened as its products provide an attractive outdoor and social-distancing solution for new and existing powersports consumers, a reality that has persisted even as the effects of the COVID-19 health crisis almost entirely dissipated. Despite the dwindling impacts of the COVID-19 health crisis, which has resulted in the lifting of most of these measures, the increase in commercial activity, felt across multiple industries, heightened the pressure on the global supply chain network as demand grew stronger.

For the fourth quarter of Fiscal 2023, the Company continued to deliver strong financial results, which contributed to the Company exceeding its previously announced Fiscal 2023 financial guidance. The demand for our products continued to be strong, as evidenced by the increase of 21% in the Company's North American retail sales for Powersports Products during the fourth quarter of Fiscal 2023 compared to the same period last year.

The increase in revenues for the three- and twelve-month periods ended January 31, 2023 compared to Fiscal 2022 is mainly explained by a strong consumer demand. It was supported by the additional available capacity such as the new Juarez-3 facility dedicated to SSV production, successful new product introductions, and the finalisation of its substantially completed units available for retail. The supply chain is gradually returning to a more stable level, however we continued to incur production inefficiencies resulting in higher production costs. These cost increases have been partly compensated by strategic pricing initiatives. Most Powersports product lines favorably contributed to the strong revenue growth compared to the fourth quarter of Fiscal 2022, resulting in higher profitability than last year.

Financial Highlights

(in millions of Canadian dollars, except per share data and margin)	Three-month periods ended				Twelve-month periods ended			
	January 31, 2023	**January 31, 2022**	**Variance ($)**	**Variance (%)**	**January 31, 2023**	**January 31, 2022**	**Variance ($)**	**Variance (%)**
Income Statement								
Revenues	**$3,076.3**	$2,347.5	$728.8	31.0%	**$10,033.4**	$7,647.9	$2,385.5	31.2%
Gross Profit	**787.6**	609.5	178.1	29.2%	**2,499.4**	2,132.2	367.2	17.2%
Gross Profit margin (%)	**25.6%**	26.0%	N/A	(40bps)	**24.9%**	27.9%	N/A	(300bps)
Operating income	**436.9**	346.6	90.3	26.1%	**1,367.1**	1,187.0	180.1	15.2%
Normalized EBITDA[1]	**528.0**	416.4	111.6	26.8%	**1,706.3**	1,462.1	244.2	16.7%
Net income	**365.1**	209.6	155.5	74.2%	**865.4**	794.6	70.8	8.9%
Normalized net income[1]	**309.2**	251.3	57.9	23.0%	**976.7**	846.5	130.2	15.4%
EPS - diluted	**4.54**	2.50	2.04	81.6%	**10.67**	9.31	1.36	14.6%
Normalized EPS – diluted [1]	**3.85**	3.00	0.85	28.3%	**12.05**	9.92	2.13	21.5%

[1] See "Non-IFRS Measures" section.

Recent events

Club BRP 2024

On February 20, 2023, as part of its Club BRP 2024 event with its dealers and distributors, the Company announced the introduction of new Ski-Doo and Lynx electric snowmobiles: the Grand Touring Electric model and the Adventure Electric model, respectively, that will be dedicated exclusively to Uncharted Society, BRP's global network of certified experience outfitters and tour operators that offer powersport adventures.

Retail Performance & Market Statistics

North American retail sales - for the Fourth Quarter of Fiscal 2023

The Company's North American retail sales for Powersports products increased by 21%, or 19% when excluding pontoons for the three-month period ended January 31, 2023 compared to the three-month period ended January 31, 2022. The increase was mainly attributable to PWC and SSV.

- ✓ North American Year-Round Products retail sales increased on a percentage basis in the mid-thirties range compared to the three-month period ended January 31, 2022. In comparison, the Year-Round Products industry recorded a decrease on a percentage basis in the high-single digits over the same period.
- ✓ North American Seasonal Products retail sales increased on a percentage basis in the low-teens range compared to the three-month period ended January 31, 2022. In comparison, the Seasonal Products industry increased on a percentage basis in the high single-digits over the same period while the Company increased on a percentage basis in the low-teens range when excluding pontoons.

The Company's North American retail sales for Marine Products decreased by 57% compared to the three-month period ended January 31, 2022 as a result of lower product availability.

North American retail sales - for the twelve-month period ended January 31, 2023

The Company's North American retail sales for Powersports products increased by 6% [1] for the twelve-month period ended January 31, 2023 compared to the twelve-month period ended January 31, 2022, mainly due to limited product availability driven by supply chain disruptions mainly in the first six months of the fiscal year.

- ✓ North American Year-Round Products retail sales increased on a percentage basis in the high-single digits compared to the twelve-month period ended January 31, 2022. In comparison, the Year-Round Products industry recorded a decrease on a percentage basis in the low-teens range over the same period.
- ✓ North American Seasonal Products retail sales increased on a percentage basis in the low-single digits compared to the twelve-month period ended January 31, 2022. In comparison, the Seasonal Products industry recorded a decrease on a percentage basis in the low-single digit over the same period while the Company remained flat when excluding pontoons.

The Company's North American retail sales for Marine Products decreased by 32% compared to the twelve-month period ended January 31, 2022 as a result of lower product availability.

North American dealer inventories

As at January 31, 2023, North American dealer inventories for Powersports products increased by 140% compared to January 31, 2022. The increase is across all product lines and mainly due to a significantly low level of inventory in Fiscal 2022 combined with shipment of PWC and 3WV late into the season after retail peak due to supply chain disruptions.

North American dealer inventories for Powersports products as at January 31, 2023 were down 4% compared to January 31, 2020.

Results of Operations

Analysis of Results for the Fourth Quarter of Fiscal 2023

The following section provides an overview of the financial performance of the Company for the three-month period ended January 31, 2023 compared to the same period ended January 31, 2022.

(in millions of Canadian dollars, except per share data and margin)	Three-month periods ended			
	January 31, 2023	**January 31, 2022**	**Variance ($)**	**Variance (%)**
Income Statement				
Revenues	**$3,076.3**	$2,347.5	$728.8	31.0%
Gross Profit	**787.6**	609.5	178.1	29.2%
Gross Profit margin (%)	**25.6%**	26.0%	N/A	(40bps)
Operating Expenses	**350.7**	262.9	87.8	33.4%
Normalized EBITDA[1]	**528.0**	416.4	111.6	26.8%
Net Financing Costs	**36.0**	13.7	22.3	162.8%
Income Taxes	**92.0**	79.2	12.8	16.2%
Net income	**365.1**	209.6	155.5	74.2%

[1] See "Non-IFRS Measures" section

Revenues

The increase in revenue was primarily due to a higher wholesale volume of SSV, PWC and ATV sold and the introduction of the *Sea-Doo* pontoon. The increase includes a favourable foreign exchange rate variation of $73 million.

Gross Profit

The increase in gross profit was primarily due to the favourable volume of SSV and PWC sold and favourable pricing across all product lines. The slight decrease in gross profit margin percentage was attributable to higher logistics, commodities and labour costs due to inefficiencies related to supply chain disruptions and inflation, and higher sales programs compared to historical low levels in Fiscal 2022. The decrease was partially offset by higher volume and favourable pricing. The increase in gross profit includes a favourable foreign exchange rate variation of $15 million.

Operating Expenses

The following table provides a breakdown of the Company's Operating Expenses for the three-month period ended January 31, 2023 compared to the three-month period ended January 31, 2022:

(in millions of Canadian dollars)	Three-month periods ended			
	January 31, 2023	**January 31, 2022**	**Variance ($)**	**Variance (%)**
Selling and marketing	**$117.8**	$100.6	$17.2	17.1%
Research and development	**121.0**	85.1	35.9	42.2%
General and administrative	**121.8**	83.6	38.2	45.7%
Other operating income	**(9.9)**	(6.4)	(3.5)	54.7%
Operating Expenses	**$350.7**	$262.9	$87.8	33.4%

The increase in operating expenses was mainly attributable to higher G&A expenses, mainly for the modernization of the Company's software infrastructure to support future growth, increases in R&D expenses and selling and marketing to support future growth, and from continued product investments.

Normalized EBITDA [1]

The normalized EBITDA [1] increase was primarily due to higher gross profit partially offset by higher operating expenses.

Net Financing Costs

The increase in net financing costs primarily resulted from higher interest expense on the Term Facility due to a higher average interest rate, and a higher outstanding nominal amount, as well as a higher interest expense on revolving credit facilities as a result of a higher usage.

Income Taxes

The increase in income tax expense was primarily due to a higher operating income, partially offset by higher deductible financing costs, the recognition of certain benefits related to Canadian tax incentives and by the effect of foreign currency translation related to property, plant and equipment from Mexican operations. The effective income tax rate amounted to 20.1% for the three-month period ended January 31, 2023 compared to the 27.4% for the three-month period ended January 31, 2022. The decrease resulted primarily from the tax and accounting treatment of the foreign exchange (gain) loss on the Term Facility.

Net Income

The increase in net income was primarily due to a higher operating income and a favourable foreign exchange rate variation impact on the U.S. denominated long-term debt, partially offset by net financing costs and a higher income tax expense.

[1] See “Non-IFRS Measures” section.

Analysis of Segment Results for the Fourth Quarter of Fiscal 2023

The following section provides an overview of the financial performance of the Company's segments for the three-month period ended January 31, 2023 compared to the same period ended January 31, 2022. The inter-segment transactions are included in the analysis.

Segment results *(in millions of Canadian dollars)*	Three-month periods ended		Variance ($)	Variance (%)
	January 31, 2023	**January 31, 2022**		
Revenues [1]				
Powersports				
Year-Round	**$1,254.8**	$853.1	$401.7	47.1%
Seasonal	**1,319.5**	1,048.9	270.6	25.8%
Powersports PA&A and OEM Engines	**378.3**	310.7	67.6	21.8%
Marine	**128.5**	139.0	(10.5)	(7.6%)
Gross profit (loss)				
Powersports	**790.6**	584.6	206.0	35.2%
As a percentage of revenues	***26.8%***	*26.4%*	*N/A*	*40bps*
Marine	**(3.0)**	22.6	(25.6)	(113.3%)
As a percentage of revenues	***-2.3%***	*16.3%*	*N/A*	*(1860bps)*

[1] Including inter-segment transactions.

Powersports

Revenues

Year-Round Products

The increase in revenues was due to a higher volume and favourable pricing across all product lines. The higher volume of SSV sold was driven by strong market demand and increased production capacity. The increase in ATV and 3WV volume was due to better product availability. The increase includes a favourable foreign exchange rate variation of $35 million.

Seasonal Products

The increase in revenues was primarily attributable to a higher volume of PWC sold along with favourable pricing across all product lines and the introduction of the *Sea-Doo* pontoon. The higher volume of PWC sold was driven by strong market demand and better product availability. These increases were partially offset by a decrease in the volume of snowmobiles sold resulting from the suspension of sales in Russia. The increase also includes a favourable foreign exchange rate variation of $17 million.

Powersports PA&A and OEM Engines

The increase in revenues was mainly attributable to a higher volume of PA&A coming from strong unit retail sales, combined with favourable pricing and the introduction of the *Sea-Doo* pontoon. The increase also includes a favourable foreign exchange rate variation of $15 million.

Gross Profit

The increase in gross profit and the increase in gross profit margin percentage were mainly attributable to the favourable volume of SSV and ATV sold, as well as favourable pricing across all product lines and the introduction of the *Sea-Doo* pontoon. These increases were partially offset by higher logistics, commodities and labour costs due to inefficiencies relating to supply chain disruptions and inflation, and higher sales programs, resulting from historical low levels in Fiscal 2022. The increase in gross profit includes a favourable foreign exchange rate variation of $15 million.

Marine

Revenues

The decrease in revenues was primarily due to a lower volume of boats sold due to supply chain disruptions, which slowed down the introduction of new products, partially offset by favourable pricing in addition to a favourable mix of boats sold. The decrease includes a favourable foreign exchange rate variation of $6 million.

Gross Profit (loss)

The gross profit decrease was primarily due to higher logistics, commodities and labour costs due to inefficiencies relating to supply chain disruptions, partially offset by favourable pricing.

Geographical Trends for the Fourth Quarter of Fiscal 2023

Revenues

Revenues by geography *(in millions of Canadian dollars)*	Three-month periods ended		Variance ($)	Variance (%)
	January 31, 2023	**January 31, 2022**		
Revenues ($)				
United States	**$1,764.9**	$1,203.3	561.6	46.7%
Canada	**478.5**	456.4	22.1	4.8%
International	**832.9**	687.8	145.1	21.1%
Total Revenues ($)	**3,076.3**	2,347.5		
Revenues (%)				
United States	**57.3%**	51.3%	N/A	600bps
Canada	**15.6%**	19.4%	N/A	(380bps)
International	**27.1%**	29.3%	N/A	(220bps)
Total Revenues (%)	**100.0%**	100.0%		

United States

The increase in revenues from the United States was mainly attributable to a higher volume of Year-Round Products and Seasonal Products sold, mainly SSV, and favourable pricing across all product lines, partially offset by higher sales programs. The increase includes a favourable foreign exchange impact of $68 million.

Canada

The increase in revenues from Canada was mainly attributable to a higher volume of Year-Round Products and Seasonal Products sold.

International

The increase in revenues from International was mainly attributable to a higher volume of Year-Round Products and Seasonal Products sold, partially offset by a decrease in the volume of snowmobiles sold resulting from the suspension of sales in Russia. The increase includes a favourable foreign exchange variation of $5 million.

Analysis of Results for the twelve-month period ended January 31, 2023

The following section provides an overview of the Company's financial performance for the twelve-month period ended January 31, 2023 compared to the same period ended January 31, 2022.

(in millions of Canadian dollars, except margin data)	Twelve-month periods ended			
	January 31, 2023	**January 31, 2022**	**Variance ($)**	**Variance (%)**
Income Statement				
Revenues	**$10,033.4**	$7,647.9	$2,385.5	31.2%
Gross Profit	**2,499.4**	2,132.2	367.2	17.2%
Gross Profit margin (%)	**24.9%**	27.9%	N/A	(300bps)
Operating Expenses	**1,132.3**	945.2	187.1	19.8%
Normalized EBITDA[1]	**1,706.3**	1,462.1	244.2	16.7%
Net Financing Costs	**108.8**	125.1	(16.3)	(13.0%)
Income Taxes	**300.5**	282.1	18.4	6.5%
Net income	**865.4**	794.6	70.8	8.9%

[1] See "Non-IFRS Measures" section

Revenues

The increase in revenue was primarily due to a higher volume of SSV, snowmobile, 3WV and PWC sold, the introduction of *Sea-Doo* pontoons and favourable pricing across all product lines. The increase includes a favourable foreign exchange rate variation of $107 million.

Gross Profit

The increase in gross profit was the result of a favourable volume of SSV, 3WV, snowmobile and PWC sold and favourable pricing, partially offset by higher logistics, commodities and labour costs due to inefficiencies relating to supply chain disruptions, as well as higher sales programs resulting from historical low levels in Fiscal 2022. The decrease in gross profit margin percentage was mainly attributable to higher logistics, commodities and labour costs, partially offset by favourable pricing and volume. The increase in gross profit includes a favourable foreign exchange rate variation of $42 million.

Operating Expenses

The following table provides a breakdown of the Company's Operating Expenses for the twelve-month period ended January 31, 2023 compared to the twelve-month period ended January 31, 2022:

(in millions of Canadian dollars)	Years ended			
	January 31, 2023	**January 31, 2022**	**Variance ($)**	**Variance (%)**
Selling and marketing	**$433.8**	$393.9	$39.9	10.1%
Research and development	**367.7**	289.8	77.9	26.9%
General and administrative	**341.1**	271.0	70.1	25.9%
Other operating income	**(10.3)**	(9.5)	(0.8)	8.4%
Operating Expenses	**$1,132.3**	$945.2	$187.1	19.8%

The increase in operating expenses was mainly attributable to an increase in R&D expenses to support future growth, higher G&A expenses mainly related to the modernization of the Company's software infrastructure to support future growth and higher selling and marketing expenses mainly attributable to continued product investments.

Normalized EBITDA [1]

The increase in normalized EBITDA [1] was primarily due to higher gross profit, partially offset by higher operating expenses, mostly in R&D and G&A.

Net Financing Costs

The decrease in net financing costs was primarily attributable to transaction costs incurred on the Term Facility following the amendment completed during the first quarter of Fiscal 2022, as well as the $21.3 million loss on the NCIB in Fiscal 2022 compared to the $1.8 million gain in the first quarter of Fiscal 2023. The gains and losses on the NCIB represent the difference between the share price used to establish the financial liability and the amount actually paid to repurchase shares during the regulatory restrictions or self-imposed blackout periods. The decrease was partially offset by higher interest expense on the Term Facility due to a higher average interest rate and a higher interest expense on revolving credit facilities due to a higher usage.

Income Taxes

The increase in income tax expense was primarily due to a higher operating income and by an unfavourable mix of accounting profits and losses between tax jurisdictions. The increase was partially offset by the effect of foreign currency translation related to property, plant and equipment from Mexican operations and by the recognition of certain benefits related to Canadian tax incentives. The effective income tax rate amounted to 25.8% for the twelve-month period ended January 31, 2023 compared to the 26.2% for the twelve-month period ended January 31, 2022. The decrease resulted primarily from the favourable impact arising from the Mexican operations and the recognition of Canadian tax incentives in Fiscal 2023, as well as the tax effect of non-deductible expenses and the unrecognized tax benefits related to certain intangibles during the period ended January 31, 2022. The decrease is mainly offset by the tax and accounting treatment of the foreign exchange (gain) loss on the Term Facility.

Net Income

The increase in net income was primarily due to a higher operating income and lower net financing costs, partially offset by an unfavourable impact of the foreign exchange rate variation on the U.S. denominated long-term debt and a higher income tax expense.

[1] See “Non-IFRS Measures” section.

Analysis of Segment Results for the twelve-month period ended January 31, 2023

The following section provides an overview of the financial performance of the Company's segments for the twelve-month period ended January 31, 2023 compared to the same period ended January 31, 2022. The inter-segment transactions are included in the analysis.

Segment results *(in millions of Canadian dollars)*	Twelve-month period ended		Variance ($)	Variance (%)
	January 31, 2023	**January 31, 2022**		
Revenues [1]				
Powersports				
Year-Round	**$4,827.1**	$3,467.5	$1,359.6	39.2%
Seasonal	**3,440.3**	2,524.1	916.2	36.3%
Powersports PA&A and OEM Engines	**1,277.4**	1,144.0	133.4	11.7%
Marine	**518.9**	531.5	(12.6)	(2.4%)
Gross profit				
Powersports	**2,457.1**	2,053.0	404.1	19.7%
As a percentage of revenues	***25.7%***	*28.8%*	*N/A*	*(310bps)*
Marine	**42.3**	79.2	(36.9)	(46.6%)
As a percentage of revenues	***8.2%***	*14.9%*	*N/A*	*(670bps)*

[1] Including inter-segment transactions.

Powersports

Revenues

Year-Round Products

The increase in revenues from Year-Round Products was primarily attributable to a higher volume of SSV sold due to added capacity, a higher volume of 3WV sold and favourable pricing across all product lines. The increase includes a favourable foreign exchange rate variation of $86 million.

Seasonal Products

The increase in revenues from Seasonal Products is primarily attributable to a higher volume of snowmobiles sold due to late shipments of model year 2022 units completed in the first quarter of Fiscal 2023 caused by supply chain disruptions, the introduction of the *Sea-Doo* pontoon and a higher volume of PWC sold driven by strong market demand. The increase was also attributable to a favourable pricing of PWC and snowmobiles sold. The increase includes a favourable foreign exchange rate variation of $3 million.

Powersports PA&A and OEM Engines

The increase in revenues from Powersports PA&A and OEM Engines was mainly attributable to favourable pricing and the introduction of the *Sea-Doo* pontoon. The increase includes a favourable foreign exchange rate variation of $9 million.

Gross Profit

The increase in gross profit was the result of a favourable volume of SSV, 3WV, snowmobiles and PWC sold and a favourable pricing, partially offset by higher logistics, commodities and labour costs due to inefficiencies relating to supply chain disruptions, as well as higher sales programs compared to historical low levels in Fiscal 2022. The decrease in gross profit margin percentage was mainly attributable to higher logistics, commodities and labour costs, partially offset by favourable pricing. The increase in gross profit includes a favourable foreign exchange rate variation of $44 million.

Marine

Revenues

The decrease in revenues from the Marine segment was mainly due to a lower volume of boats and PA&A sold in light of supply chain disruptions, partially offset by a favourable product mix of boats sold, as well as favourable pricing and a favourable foreign exchange rate variation of $9 million.

Gross Profit

The gross profit decrease was primarily due to higher logistics, commodities and labour costs due to inefficiencies relating to supply chain disruptions, partially offset by favourable pricing.

Geographical Trends for the twelve-month period ended January 31, 2023

Revenues

Revenues by geography *(in millions of Canadian dollars)*	**Twelve-month periods ended**		**Variance ($)**	**Variance (%)**
	January 31, 2023	**January 31, 2022**		
Revenues ($)				
United States	**$6,029.7**	$4,185.2	$1,844.5	44.1%
Canada	**1,556.4**	1,321.2	235.2	17.8%
International	**2,447.3**	2,141.5	305.8	14.3%
Total Revenues ($)	**$10,033.4**	$7,647.9		
Revenues (%)				
United States	**60.1%**	54.7%	N/A	540bps
Canada	**15.5%**	17.3%	N/A	(180bps)
International	**24.4%**	28.0%	N/A	(360bps)
Total Revenues (%)	**100.0%**	100.0%		

United States

The increase in revenues from the United States was primarily due to the favourable volume of Year-Round Products and Seasonal Products sold, as well as favourable pricing across all product lines, partially offset by higher sales programs. The increase includes a favourable foreign exchange impact of $178 million.

Canada

The increase in revenues from Canada was primarily due to a higher volume of Year-Round Products and Seasonal Products and a favourable pricing across all product lines, partially offset by higher sales programs.

International

The increase in revenues from International was primarily due to a higher volume of Year-Round Products and Seasonal Products, as well as a favourable pricing across all product lines, partially offset by higher sales programs. The increase includes an unfavourable foreign exchange impact of $71 million.

Assessment of the Company's performance against its Fiscal 2023 guidance

On March 25, 2022, the Company issued its full annual guidance for the year ending January 31, 2023. The guidance was revised quarterly, with the Company's final guidance being issued on November 30, 2022, to adjust the revenues, the normalized EBITDA [1], the normalized effective tax rate [1], the normalized earnings per share – diluted [1] and the net income. The following table provides a comparison of the Company's performance reported for the year ended January 31, 2023, against the issued and revised guidance for this year:

	Target for Fiscal 2023 (compared to Fiscal 2022)			
	As issued on March 25, 2022	As revised on November 30, 2022	Results for Fiscal 2023 (compared to Fiscal 2022)	
Revenues	Increase 24% to 29%	Increase 27% to 32%	Increase of 31%	As expected
Normalized EBITDA [1]	Increase 12% to 15%	Increase 15% to 18%	Increase of 17%	As expected
Normalized effective tax rate [1]	26.0% to 26.5%	25.0% to 25.5%	24.4%	Slightly below
Normalized earnings per share - diluted[1]	$10.75 to $11.10	$11.65 to $12.00	$12.05	Slightly above
Net income	$900 million to $925 million	$780 million to $810 million	$865 million	Above due to favourable changes in foreign exchange on long-term debt

[1] See "Non-IFRS Measures" section.

Foreign Exchange

The key average exchange rates used to translate foreign-denominated revenues and expenses, excluding any effect of the Company's hedging program for the three- and twelve-month periods ended January 31, 2023 were as follows:

	Three-month periods ended		Twelve-month periods ended	
	January 31, 2023	January 31, 2022	January 31, 2023	January 31, 2022
U.S. dollars (CA$/US$)	1.3485	1.2659	1.3083	1.2525
Euro (CA$/€)	1.4191	1.4360	1.3720	1.4731

The key period-end exchange rates used to translate foreign-denominated assets and liabilities were as follows:

	January 31, 2023	January 31, 2022
U.S. dollars (CA$/US$)	1.3333	1.2696
Euro (CA$/€)	1.4476	1.4234

When comparing the operating income and the income before income tax for the three- and twelve-month periods ended January 31, 2023 and 2022, the impact of foreign exchange fluctuations were as follows:

(in millions of Canadian dollars)	Foreign exchange (gain) loss Three-month period	Twelve-month period
Revenues	$(73.0)	$(107.0)
Cost of sales	58.0	65.0
Impact of foreign exchange fluctuations on gross profit	**(15.0)**	**(42.0)**
Operating expenses	(2.2)	(2.8)
Impact of foreign exchange fluctuations on operating income	**(17.2)**	**(44.8)**
Long-term debt	(100.3)	107.2
Net financing costs	2.3	4.6
Impact of foreign exchange fluctuations on income before income taxes	**$(115.2)**	**$67.0**

Liquidity and Capital Resources

Liquidity

The Company's primary sources of cash consist of existing cash balances, operating activities and available borrowings under the Revolving Credit Facilities and Term Facility.

The Company's primary use of cash is to fund operations, working capital requirements and capital expenditures in connection with product development and manufacturing infrastructure. The fluctuation of working capital requirements is primarily due to the seasonality of the Company's production schedule and product shipments.

A summary of net cash flows by activity for the twelve-month periods ended January 31, 2023 and 2022 is presented below:

(millions of Canadian dollars)	Twelve-month periods ended January 31, 2023	January 31, 2022
Net cash flows generated from operating activities	**$649.5**	$770.0
Net cash flows used in investing activities	**(853.4)**	(687.7)
Net cash flows generated from (used in) financing activities	**190.3**	(1,142.7)
Effect of exchange rate changes on cash and cash equivalents	**(49.9)**	0.5
Net decrease in cash and cash equivalents	**(63.5)**	(1,059.9)
Cash and cash equivalents at beginning of period	**265.8**	1,325.7
Cash and cash equivalents at end of period	**$202.3**	$265.8
Free cash flow[1]	**$(9.9)**	$72.3

Net Cash Flows Generated from Operating Activities

A summary of cash flows from operating activities for the twelve-month periods ended January 31, 2023 and 2022 is presented below:

(millions of Canadian dollars)	Twelve-month periods ended January 31, 2023	January 31, 2022
Net income	**$865.4**	$794.6
Non-cash and non-operating items	**822.0**	672.9
Changes in working capital	**(689.3)**	(518.3)
Income taxes paid, net of refunds	**(348.6)**	(179.2)
Net cash flows generated from operating activities	**$649.5**	$770.0

Net cash flows generated from operating activities totalled $649.5 million for the twelve-month period ended January 31, 2023 compared to $770.0 million for the twelve-month period ended January 31, 2022. The $120.5 million decrease in net cash flows generated was mainly due to unfavourable changes in working capital and higher income taxes paid. The unfavourable changes in working capital were primarily attributable to a decrease in trade payable and accruals due to efficient supplier payments. The decrease was partially offset by an increase in wholesale revenue and higher provisions, which are attributable to higher sales programs resulting from historical low levels in Fiscal 2022.

[1] See "Non-IFRS Measures" section.

Net Cash Flows Used in Investing Activities

A summary of cash flows from investing activities for the twelve-month periods ended January 31, 2023 and 2022 is presented below:

(millions of Canadian dollars)	Twelve-month periods ended January 31, 2023	January 31, 2022
Additions to property, plant and equipment	**$(601.0)**	$(628.9)
Additions to intangible assets	**(58.4)**	(68.8)
Business combinations, net of acquired cash	**(208.2)**	—
Other	**14.2**	10.0
Net cash flows used in investing activities	**$(853.4)**	$(687.7)

Net cash flows used in investing activities totalled $853.4 million for the twelve-month period ended January 31, 2023 compared to $687.7 million for the twelve-month period ended January 31, 2022. The $165.7 million increase was mainly attributable to acquisitions. During Fiscal 2023, the Company acquired 80% of the outstanding shares of Pinion for a consideration of €61.9 million ($81.4 million). The Company also completed the acquisition of substantially all the assets related to the powersports business of KA Shawinigan for a consideration of $127.8 million.

Net Cash Flows Generated from (Used in) Financing Activities

A summary of cash flows from financing activities for the twelve-month periods ended January 31, 2023 and 2022 is presented below:

(millions of Canadian dollars)	Twelve-month periods ended January 31, 2023	January 31, 2022
Increase in bank overdraft	**$29.0**	$—
Repurchase of subordinate voting shares	**(305.5)**	(682.7)
Dividends paid	**(50.8)**	(43.1)
Issuance of long-term debt	**920.9**	409.9
Repayment of long-term debt	**(251.9)**	(779.4)
Interest paid	**(100.7)**	(53.2)
Other	**(50.7)**	5.8
Net cash flows generated from (used in) financing activities	**$190.3**	$(1,142.7)

Net cash flows generated from financing activities totalled $190.3 million for the twelve-month period ended January 31, 2023 compared to net cash flows used in financing activities in the amount of $1,142.7 million for the twelve-month period ended January 31, 2022. The $1,333.0 million increase in net cash flows generated was mainly attributable to a higher issuance of debt and a lower amount invested to repurchase shares for cancelation under the Company's NCIB in the twelve-month period ended January 31, 2023. The increase was partially offset by an increase in interest paid due to an increase in interest rates on outstanding debt.

Contractual Obligations

The following table summarizes the Company's significant contractual obligations as at January 31, 2023:

(millions of Canadian dollars)	Less than 1 year	1-3 years	4-5 years	More than 5 years	Total amount
Trade payables and accruals	$1,548.2	$—	$—	$—	$1,548.2
Long-term debt (including interest)	200.9	435.2	2,235.8	778.2	3,650.1
Lease liabilities (including interest)	50.3	81.9	43.3	44.2	219.7
Derivative financial instruments	41.2	—	—	—	41.2
Other financial liabilities	49.5	28.0	2.4	29.4	109.3
Total	**$1,890.1**	**$545.1**	**$2,281.5**	**$851.8**	**$5,568.5**

The Company enters into purchasing agreements with suppliers related to material used in production. These agreements are usually entered into before production begins and may specify a fixed or variable quantity of material to be purchased. Due to the uncertainty as to the amount and pricing of material that may be purchased, the Company is not able to determine with precision its commitments in connection with these supply agreements.

Management believes that the Company's operating activities and available financing capacity will provide adequate sources of liquidity to meet its short-term and long-term needs.

Capital Resources

Revolving Credit Facilities

On February 16, 2022, the Company amended its $800.0 million revolving credit facilities to increase the availability to $1,100.0 million and replace LIBOR with the Secured Overnight Financing Rate (''SOFR'') as the benchmark interest rate. Subsequently, on June 14, 2022, the Company added an additional $400 million to its available commitment under its revolving credit facilities, increasing the total availability to $1,500.0 million. The pricing grid and other conditions remained unchanged for both increases.

The applicable interest rates vary depending on a leverage ratio. The leverage ratio is defined in the Revolving Credit Facilities agreement by the ratio of net debt to consolidated cash flows of the Company (the "Leverage ratio"). The applicable interest rates are as follows:

Currency	Applicable Interest Rates
U.S. dollars at either	■ Term SOFR plus 1.45% to 3.00% per annum; or ■ U.S. Base Rate plus 0.45% to 2.00% per annum; or ■ U.S. Prime Rate plus 0.45% to 2.00% per annum;
Canadian dollars at either	■ Bankers' Acceptance plus 1.45% to 3.00% per annum; or ■ Canadian Prime Rate plus 0.45% to 2.00% per annum
Euros	■ EURIBOR plus 1.45% to 3.00% per annum

In addition, the Company incurs commitment fees of 0.25% to 0.40% per annum on the undrawn amount of the Revolving Credit Facilities.

As at January 31, 2023, the cost of borrowing under the Revolving Credit Facilities was as follows:

Currency	Cost of Borrowing
U.S. dollars at either	■ Term SOFR plus 1.45% per annum; or ■ U.S. Base Rate plus 0.45% per annum; or ■ U.S. Prime Rate plus 0.45% per annum;
Canadian dollars at either	■ Bankers' Acceptance plus 1.45% per annum; or ■ Canadian Prime Rate plus 0.45% per annum
Euros	■ EURIBOR plus 1.45% per annum

As at January 31, 2023, the commitment fees on the undrawn amount of the Revolving Credit Facilities were 0.25% per annum.

Under certain conditions, the Company is required to maintain a minimum fixed charge coverage ratio in order to have full access to its Revolving Credit Facilities. Additionally, the total available borrowing under the Revolving Credit Facilities is subject to a borrowing base calculation representing 75% of the carrying amount of trade and other receivables plus 50% of the carrying amount of inventories.

As at January 31, 2023 and January 31, 2022, the Company had contracted the following indebtedness:

(millions of Canadian dollars)	January 31, 2023	January 31, 2022
Bank overdraft	**$29.0**	$—
Issued letters of credit	**33.5**	20.6
Outstanding letters of credit under other bank agreements	**6.0**	4.5

Term Facility

On June 10, 2022, the Company entered into an incremental U.S. $100.0 million tranche under its Term Facility with maturity in June 2024 and, was exempt of financial covenants, then referred to as the Term Loan B-2. The Company incurred transaction costs of $1.1 million, which have been incorporated in the carrying amount of this new tranche of the Term Facility and are amortized over its expected life using the effective interest rate method.

On December 13, 2022, the Company entered into an incremental U.S. $500.0 million tranche under its Term Facility. This new tranche matures on December 13, 2029, and, consistent with the existing tranche of the Term Facility, is exempt of financial covenants (the current "Term Loan B-2"). The Company incurred transaction costs of $20.9 million, which have been incorporated in the carrying amount of this new tranche of the Term Facility and are amortized over its expected life using the effective interest rate method. On the same date, the Company fully repaid the then outstanding U.S. $100 million Term Loan B-2 for repayment of $135.0 million. In addition, unamortized transaction costs of $0.9 million were derecognized and recorded in financing costs. The Company is using the SOFR as the benchmark interest rate for the Term B-2, as part of the transition plan that was announced by the Alternative Reference Rates Committee ("ARRC").

On March 10, 2023, the Company amended its Term Loan B-1 by replacing the LIBOR references with SOFR references, with all other conditions remaining the same.

As at January 31, 2023, the cost of borrowing under the Term Loan was as follows:

Loan	Cost of Borrowing
Term Loan B-1	■ 2.00% per annum, with a LIBOR floor of 0.00%; or ■ U.S. Base Rate plus 1.00%; or ■ U.S. Prime Rate plus 1.00%
Term Loan B-2	■ Term SOFR plus 3.50% per annum, with a Term SOFR floor of 0.5%

Under the Term Facility, the cost of borrowing in U.S. Base Rate or U.S. Prime Rate cannot be lower than the cost of borrowing in LIBOR.

The Company is required to repay a minimum of 0.25% of the nominal amount each quarter. Consequently, the Company repaid an amount of U.S. $16.5 million ($22.0 million) during the twelve-month period ended January 31, 2023. Also, the Company may be required to repay a portion of the Term Facility in the event that it has an excess cash position at the end of the fiscal year and its leverage ratio is above a certain threshold level. As at January 31, 2023 and 2022, the Company was not required to repay any portion of the Term Facility under this requirement.

Austrian Term Loans

On May 5, 2022, the Company fully repaid the balance of its €55.0 million ($74.2 million) unsecured loan contracted under an Austrian government COVID-19 program in Fiscal 2021.

During the twelve-month period ended January 31, 2023, the Company entered into term loan agreements at favourable interest rates under an Austrian government program. This program supports research and development projects based on the Company's incurred expenses in Austria. The term loans have a nominal amount of €86.8 million ($116.5 million) with an interest rate varying between 0.70% and 1.21% with maturity dates varying from June 2025 to June 2029.

As at January 31, 2023, the Company had €128.6 million ($186.2 million) outstanding under its Austrian term loans bearing interest at a range between 0.87% to 3.41% and maturing between March 2023 and December 2030.

Lease Liabilities

As at January 31, 2023, the contractual obligations in relation to assets acquired under lease agreements amounted to $219.7 million.

Normal Course Issuer Bid Program

On November 30, 2022, the Company announced the renewal of its NCIB to repurchase for cancellation up to 3,519,398 of its outstanding subordinate voting shares over a twelve-month period commencing on December 5, 2022 and ending no later than December 4, 2023 (the "Current NCIB").

During the twelve-month period ended January 31, 2023, the Company continued its share repurchases under the NCIB that was announced and started during the fiscal year ended January 31, 2022 and repurchased 463,950 subordinate voting shares for a total consideration of $47.2 million (the "Previous NCIB" as defined hereafter).

On December 1, 2021, the Company announced the renewal of its NCIB to repurchase for cancellation up to 3,787,945 of its outstanding subordinate voting shares ("Previous NCIB"). During the year ended January 31, 2022, the Company repurchased for cancellation 525,200 subordinate voting shares for a total consideration of $52.8 million.

Substantial issuer bid offer

During the twelve-month period ended January 31, 2023, the Company repurchased for cancellation 2,427,184 subordinate voting shares following the completion of its SIB for a total consideration of $250.0 million. Prior to the completion of the SIB, 570,779 multiple voting shares were converted into an equivalent number of subordinate voting shares. These converted shares were repurchased in the SIB. The Company incurred $1.0 million of fees and expenses related to the SIB, which were recorded in capital stock.

Dividend

On March 22, 2023, the Company's Board of Directors declared a quarterly dividend of $0.18 per share for holders of its multiple voting shares and subordinate voting shares. The dividend will be paid on April 17, 2023 to shareholders of record at the close of business on April 3, 2023.

The Board of Directors has determined that this quarterly dividend is appropriate based on several relevant factors, including, without limitation, the Company's results of operations, current and anticipated cash requirements and surplus, financial condition, contractual restrictions and financing agreement covenants (including restrictions in the Term Facility and the Revolving Credit Facilities or other material agreements) and solvency tests imposed by corporate law.

The payment of each quarterly dividend remains subject to the declaration of that dividend by the Board of Directors. The actual amount, the declaration date, the record date and the payment date of each quarterly dividend are subject to the discretion of the Board of Directors.

Consolidated Financial Position

The following table reflects the main variances that have occurred in the Company's audited consolidated statements of financial position between January 31, 2023 and January 31, 2022, the impact of the fluctuation of exchange rates on such variances, the related net variance (excluding the impact of the fluctuation of exchange rates on such variances) as well as explanations for the net variance:

(millions of Canadian dollars)	**January 31, 2023**	**January 31, 2022**	**Variance**	**Exchange Rate Impact**	**Net Variance**	**Explanation of Net Variance**
Trade and other receivables	**$655.0**	$465.7	$189.3	$(16.7)	$172.6	Mostly explained by an increase of sales not financed by third-party financing service providers
Inventories	**2,290.1**	1,691.3	598.8	(88.7)	510.1	Mostly explained by higher raw material inventory for upcoming production and higher finished product inventory for upcoming deliveries, partly offset by lower work in progress inventory
Property, plant and equipment	**1,810.4**	1,441.9	368.5	(18.4)	350.1	Mostly explained by continued capacity investments in property, plant and equipment
Trade payables and accruals	**1,548.2**	1,622.9	(74.7)	(35.2)	(109.9)	Mostly explained by efficient supplier payments, partially offset by higher purchases of raw materials
Provisions	**665.2**	414.3	250.9	(21.7)	229.2	Mostly explained by higher sales programs resulting from historic low levels in Fiscal 2022
Deferred revenues	**226.8**	355.2	(128.4)	(16.2)	(144.6)	Mostly explained by the lower value of substantially completed units at dealers
Long-term debt, including current portion	**2,790.2**	2,040.5	749.7	(98.5)	651.2	Mostly explained by the new U.S. $500.0 million Term B-2 tranche.
Employee future benefit liabilities	**158.0**	220.2	(62.2)	0.9	(61.3)	Mostly explained by the 145bps increase in discount rate for the North American defined benefit obligations and 240bps for the foreign plans.

Post-Employment Benefits

The Company sponsors defined contribution retirement plans to a majority of its employees and sponsors non-contributory defined benefit plans that provide for pensions and other post-retirement benefits to certain employees mainly located in Canada and Austria.

In Canada, the Company's defined benefit pension plans coverage are mainly related to pension benefits for its executive employees and life insurance benefits and healthcare benefits to executive and certain eligible employees. Additionally, the Company retained defined benefit obligations with certain active and former Canadian employees for services rendered prior to 2005.

In Austria, the Company's defined benefit pension plan coverage is related to a lump sum retirement indemnity plan and a defined benefit plan.

A summary of the carrying amounts of employee future benefit liabilities and the discount rates used to establish their carrying amounts for the last two fiscal years were as follows, as at:

		January 31, 2023			January 31, 2022	
(in millions of Canadian dollars)	Canada	Foreign	Total	Canada	Foreign	Total
Employee future benefit liabilities	**$55.1**	**$102.9**	**$158.0**	$90.0	$130.2	$220.2
Discount rate	**4.95%**	**3.56%**		3.50%	1.21%	
Compensation increase	**3.00%**	**3.00%**		3.00%	3.00%	

The Company's liabilities related to defined benefit obligations are highly dependent on prevailing actual and future discount rates, future compensation increases and participant longevity. An increase or decrease of those factors could increase or decrease significantly the employee future benefit liabilities and future cash contributions. In the current year, the Company purchased qualifying annuity buy-in insurance contracts on behalf of certain defined benefit plans as a mechanism to reduce pension plan risk. The following table presents the impact on the employee future benefit liabilities as at January 31, 2023 of reasonable possible changes of the respective assumptions, while holding all other assumptions constant:

	Increase (Decrease) of the employee future benefit liabilities
Discount rate	
Impact of a 0.5% increase	**$(24.1)**
Impact of a 0.5% decrease	**26.3**
Expected rate of compensation increase	
Impact of a 0.5% increase	**5.0**
Impact of a 0.5% decrease	**(4.6)**
Participant longevity	
Impact of a 1 year increase	**7.0**
Impact of a 1 year decrease	**(7.2)**

The sensitivity analysis presented above may not be representative of the potential change in the employee future benefit liabilities as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In accordance with the minimum funding obligations required under the current regulations, the Company expects to contribute $14.0 million to all defined benefit pension plans for the year ending January 31, 2024.

The pension expense incurred by the Company for its defined benefit and defined contribution pension plans was $62.6 million and $49.5 million for the years ended January 31, 2023 and January 31, 2022, respectively, of which 8.3% and 11.5% is related to current service costs under defined benefit plans.

Off-Balance Sheet Arrangements

Dealer and Distributor Financing Arrangements

The Company, most of its independent dealers and some of its independent distributors are parties to agreements with third-party financing service providers. These agreements provide financing to facilitate the purchase of the Company's products and improve the Company's working capital by allowing an earlier collection of accounts receivable from dealers and distributors. Approximately three-quarters of the Company's sales are made under such agreements. The parties listed above have agreements with Huntington Distribution Finance, Inc., Huntington Commercial Finance Canada Inc., Huntington Commercial Finance LLC and Huntington Commercial Finance New Zealand Ltd (collectively, "Huntington"), to provide financing facilities in North America, Australia and New Zealand, and with Wells Fargo Commercial Distribution Finance, Wells Fargo Bank International, Wells Fargo International Finance LLC and Wells Fargo International Finance (New Zealand) Limited (collectively "Wells Fargo") for financing facilities in North America, Europe and Australia. The agreement between the Company and Huntington will expire by January 31, 2024. For most of the contracts with Wells Fargo, the maximum commitment period is up to March 22, 2024.

The total amount of financing provided to the Company's independent dealers and distributors totalled $2,486.7 million and $8,349.6 million for the three- and twelve-month periods ended January 31, 2023, compared to $2,023.2 million and $6,131.3 million for the three- and twelve-month periods ended January 31, 2022. The outstanding financing between the Company's independent dealers and distributors and third-party finance companies amounted to $2,674.0 million and $1,319.4 million as at January 31, 2023, and January 31, 2022, respectively.

The breakdown of outstanding amounts by country and local currency between the Company's independent dealers and distributors with third-party finance companies were as follows, as at:

(in millions)	Currency	January 31, 2023	January 31, 2022
Total outstanding	**CAD**	**$2,674.0**	**$1,319.4**
United States	USD	$1,480.6	$736.8
Canada	CAD	$472.1	$266.3
Europe	EUR	€63.3	€31.8
Australia and New Zealand	AUD	$145.0	$80.7

The costs incurred by the Company under the dealers' and distributors' financing agreements totalled $11.4 million and $67.4 million for the three- and twelve-month periods ended January 31, 2023 compared to $9.3 million and $26.9 million for the three- and twelve-month periods ended January 31, 2022.

Under the dealer and distributor financing agreements, in the event of default, the Company may be required to purchase, from the finance companies, repossessed new and unused products at the total unpaid principal balance of the dealer or distributor to the finance companies. During the three-month period ended July 31, 2021, the Company renegotiated and regrouped some of its repurchase obligations for obligations that were held with the same third-party financing providers. Henceforth, the obligations are generally within a range of U.S. $14.0 million ($18.7 million) or 15% of the calendar year twelve-month average amount of financing outstanding under the financing agreements and U.S. $25.0 million ($33.3 million) or 10% of the last twelve-month average amount of financing outstanding under the financing agreements ($167.7 million as at January 31, 2023).

The maximum amount subject to the Company's obligation to purchase repossessed new and unused products from the finance companies was $186 million as at January 31, 2023 and $102 million as at January 31, 2022.

For the year ended January 31, 2023, the Company did not incur losses related to new and unused products repossessed by the finance companies (recovery of $0.5 million for the year ended January 31, 2022).

Substantially completed units financing

During the year ended January 31, 2022, the Company amended one of its dealer and distributor financing agreement in order to allow for the financing of the substantially completed units shipped at the Company's dealers ("Substantially Completed Units"). The financing of those Substantially Completed Units are limited by certain financial thresholds. Under the amendment agreement, the Company's dealers are required to comply with thresholds regarding the Substantially Completed Units shipped at the Company's dealers ("Thresholds").

As at January 31, 2023, the total maximum outstanding obligations of all dealers for substantially completed units could not exceed U.S. $400.0 million ($533.3 million). This limit is set to be gradually reduced to reach U.S. $300.0 million ($400.0 million) as at January 31, 2024 and nil as of April 30, 2024. The maximum outstanding obligations of any individual dealer at any time for Substantially Completed Units shall not exceed U.S. $18.0 million ($24.0 million). In addition, the maximum obligations by all dealers for seasonal products are limited to U.S. $50 million ($66.7 million) for snowmobiles as at April 30, 2023 and U.S $50.0 million ($66.7 million) for PWC as January 31, 2024.

In the event one of the Thresholds is exceeded, the Company would be required to reduce the outstanding dealers' financing by assuming their financing until compliance with Thresholds. The Substantially Completed Units stop being considered within the Thresholds limits when all the missing components are installed by the dealers. The Company was in compliance with the Thresholds as at January 31, 2023.

Consumer Financing Arrangements

The Company has contractual relationships with third-party financing companies in order to facilitate consumer credit for the purchase of its products in North America. The agreements generally allow the Company to offer a subsidized interest rate to consumers for a certain limited period under certain sales programs. In Canada, the Company has agreements with TD Financing Services and the Fédération des caisses Desjardins du Québec for such purposes. In the United States, the Company has agreements with Sheffield Financial, Citi Retail Services and Roadrunner Financial. Under these contracts, the Company's financial obligations are related to the commitments made under certain sales programs.

Transaction Between Related Parties

Transactions with Key Management Personnel

Key management personnel of the Company, defined as employees with authority and responsibility for planning, directing and controlling the activities of the Company, are considered related parties to the Company. The key management personnel of the Company are the directors and the executive officers listed in the Annual Information Form of the Company dated March 22, 2023, and available on SEDAR at www.sedar.com.

The Company incurred the following benefit expenses in relation with key management personnel:

	Twelve-month periods ended	
(in millions of Canadian dollars)	**January 31, 2023**	**January 31, 2022**
Current remuneration	**$19.4**	$25.1
Post-employment benefits	**1.4**	1.5
Stock-based compensation expense	**9.7**	9.3
Total	**$30.5**	$35.9

Transactions with Bombardier Inc., a Company Related to Beaudier Group

Pursuant to the purchase agreement entered into in 2003 in connection with the acquisition of the recreational product business of Bombardier Inc., the Company committed to reimburse to Bombardier Inc. income taxes amounting to $22.7 million as at January 31, 2023 and $22.1 million as at January 31, 2022, respectively. The payments will begin when Bombardier Inc. starts making income tax payments in Canada and/or in the United States. The Company does not expect to make any payments to Bombardier Inc. in relation to that obligation for Fiscal 2023.

Financial Instruments

The Company's financial instruments, divided into financial assets and financial liabilities, are measured at the end of each period at fair value or amortized costs using the effective interest method depending on their classification determined by IFRS. By nature, financial assets are exposed to credit risk whereas financial liabilities are exposed to liquidity risk. Additionally, the Company's financial instruments and transactions could be denominated in foreign currency creating a foreign exchange exposure that could be mitigated by the use of derivative financial instruments. The Company is to a lesser extent exposed to interest risk associated to its Revolving Credit Facilities, Term Facility and Austrian term loans.

Foreign Exchange Risk

The elements reported in the consolidated statements of net income, in the consolidated statements of financial position and in the consolidated statements of cash flows presented in the Company's audited consolidated financial statements in Canadian dollars are significantly exposed to the fluctuation of exchange rates, mainly the Canadian dollar/U.S. dollar rate and the Canadian dollar/euro rate.

The Company's cash inflows and outflows are mainly comprised of Canadian dollars, U.S. dollars and euros. The Company intends to maintain, as a result of its business transactions, a certain offset position on U.S. dollar and euro denominated cash inflows and outflows.

For some currencies over which the Company cannot achieve an offset through its recurring business transactions, mainly the U.S. dollar, the Australian dollar, the Swedish krona, the Norwegian krone and the British pound, the Company uses foreign exchange contracts according to the Company's hedging strategy. Management periodically reviews the relevant hedging position and may hedge at any level within the authorized parameters of the policy, up to the maximum percentage allowed. Those contracts are accounted for under the cash flow hedge model covering highly probable forecasted sales in these currencies, and the gains or losses on those derivatives are recorded in net income only when the forecasted sales occur.

Finally, the Company reduces the exposure on its net income arising from the revaluation at period-end of monetary items denominated in a different functional currency by using foreign exchange contracts. Those contracts are recorded in net income at each period end in order to mitigate the gains or losses resulting from the revaluation at spot rate of these foreign-denominated liabilities.

While the Company's operating income is protected, to a certain extent, from significant fluctuations of foreign exchange rates resulting from the application of the Company's hedging strategy, the net income is significantly exposed to Canadian dollar/U.S. dollar rate fluctuations due to the U.S. dollar-denominated long-term debt. However, there is a monetary impact for the Company only to the extent the Term Facility is repaid.

Liquidity Risk

The Company is exposed to the risk of encountering difficulty in meeting obligations related to its financial liabilities. In order to manage its liquidity risk accurately, the Company continuously monitors its operating cash requirements taking into account the seasonality of the Company's working capital needs, revenues and expenses. The Company believes the cash flows generated from operations combined with its cash on hand and the availability of funds under its credit facilities ensures its financial flexibility and mitigates its liquidity risk.

Credit Risk

The Company could be exposed, in the normal course of business, to the potential inability of dealers, distributors and other business partners to meet their contractual obligations on financial assets and on amounts guaranteed under dealer and distributor financing arrangements with Huntington and Wells Fargo.

The Company considers that its credit risk associated with its trade receivables and its limited responsibilities under the dealer and distributor financing agreements with Huntington and Wells Fargo does not represent a significant concentration of risk and loss due to the large number of dealers, distributors and other business partners and their dispersion across many geographic areas. Moreover, the Company mitigates such risk by doing business through its own distribution channels and by monitoring the creditworthiness of the dealers and distributors in the different geographic areas.

Interest Rate Risk

The Company is exposed to the variation of interest rates mainly resulting from the LIBOR and SOFR on its Term Facility. However, the Company entered into interest rate cap contracts, which limit its exposure to interest rate increase.

Non-IFRS Measures and Reconciliation Tables

The Company uses non-IFRS measures and ratio, including the following:

Non-IFRS measures	Definition	Reason for use
Normalized EBITDA	Net income before financing costs, financing income, income tax expense (recovery), depreciation expense and normalized elements	Assist investors in determining the financial performance of the Company's operating activities on a consistent basis by excluding certain non-cash elements such as depreciation expense, impairment charge, foreign exchange gain or loss on the Company's long-term debt denominated in U.S. dollars and foreign exchange gain or loss on certain of the Company's lease liabilities. Other elements, such as restructuring and wind-down costs, non-recurring gain or loss and acquisition-related costs, may be excluded from net income in the determination of Normalized EBITDA as they are considered not being reflective of the operational performance of the Company
Normalized net income	Net income before normalized elements adjusted to reflect the tax effect on these elements	In addition to the financial performance of operating activities, these measures consider the impact of investing activities, financing activities and income taxes on the Company's financial results
Normalized income tax expense	Income tax expense adjusted to reflect the tax effect on normalized elements and to normalize specific tax elements	
Normalized effective tax rate	Based on Normalized net income before Normalized income tax expense	
Normalized earnings per share - diluted	Calculated by dividing the Normalized net income by the weighted average number of shares – diluted	
Free cash flow	Cash flows from operating activities less additions to PP&E and intangible assets	Assist investors in assessing the Company's liquidity generation abilities that could be available for shareholders, debt repayment and business combination, after capital expenditure

The Company believes non-IFRS measures are important supplemental measures of financial performance because they eliminate items that have less bearing on the Company's financial performance and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS measures. The Company also believes that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of companies, many of which present similar metrics when reporting their results. Management also uses non-IFRS measures in order to facilitate financial performance comparisons from period to period, prepare annual operating budgets, assess the Company's ability to meet its future debt service, capital expenditure and working capital requirements and also as a component in the determination of the short-term incentive compensation for the Company's employees. Because other companies may calculate these non-IFRS measures differently than the Company does, these metrics are not comparable to similarly titled measures reported by other companies.

Reconciliation Tables

The following table presents the reconciliation of Net income to Normalized net income [1] and Normalized EBITDA [1].

(in millions of Canadian dollars)	Three-month periods ended January 31, 2023	January 31, 2022	Twelve-month periods ended January 31, 2023	January 31, 2022	January 31, 2021
Net income	**$365.1**	$209.6	**$865.4**	$794.6	$362.9
Normalized elements					
Foreign exchange (gain) loss on long-term debt and lease liabilities	**(56.6)**	48.4	**92.4**	(13.3)	(121.8)
Cybersecurity incident costs [2]	**2.2**	—	**25.5**	—	—
(Gain) loss on NCIB	**—**	—	**(1.8)**	21.3	(12.2)
Past service costs [3]	**4.3**	—	**4.3**	—	—
Impairment charge	**—**	—	**—**	—	177.1
Costs related to business combinations [4]	**2.6**	1.0	**8.3**	9.9	5.9
Evinrude outboard engine wind-down [5]	**—**	(1.3)	**—**	0.4	96.1
Gain on disposal of property, plant & equipment and lease termination [6]	**—**	(8.7)	**—**	(8.7)	(12.7)
COVID-19 pandemic impact [7]	**—**	—	**—**	—	10.6
Transaction costs on long-term debt [8]	**1.0**	—	**1.0**	44.3	12.7
Other elements [9]	**(5.1)**	1.1	**(3.2)**	3.8	4.1
Income tax adjustment [1] [10]	**(4.3)**	1.2	**(15.2)**	(5.8)	(45.7)
Normalized net income [1]	**309.2**	251.3	**976.7**	846.5	477.0
Normalized income tax expense [1]	**96.3**	77.9	**315.7**	287.9	167.1
Financing costs adjusted [1]	**36.5**	14.0	**113.9**	63.4	107.3
Financing income adjusted [1]	**(1.4)**	(0.3)	**(4.2)**	(3.8)	(7.6)
Depreciation expense adjusted [1]	**87.4**	73.5	**304.2**	268.1	255.2
Normalized EBITDA [1]	**$528.0**	$416.4	**$1,706.3**	$1,462.1	$999.0

[1] See "Non-IFRS Measures" section.

[2] During Fiscal 2023, the Company incurred costs related to a cybersecurity incident. These costs are mainly comprised of recovery costs, idle costs such as direct labor during shutdown period, etc.

[3] Effective December 31, 2022, BRP approved an ad-hoc adjustment to be granted to retirees and surviving spouses of the Pension Plan for Employees of BRP (Canada) who retired prior to 2017. The impact of this ad-hoc increase is recognized as a past service cost during the year ended January 31, 2023.

[4] Transaction costs and depreciation of intangible assets related to business combinations.

[5] The Company incurred costs related to the wind-down of the outboard engine production such as, but not limited to, idle costs and other exit costs.

[6] During Fiscal 2022, the Company acquired its two leased facilities in Mexico. The derecognition of related right-of-use assets and corresponding lease liabilities generated a $8.7 million gain on lease termination.

[7] Incremental costs associated with the COVID-19 pandemic such as, but not limited to, labour cost related to furloughs.

[8] During Fiscal 2022, the Company incurred a prepayment premium of $15.1 million and derecognized unamortized transaction costs of $29.2 million related to the full repayment of its outstanding U.S. $597.0 million Term Loan B-2.

[9] Other elements include gain on litigation for Fiscal 2021, insurance recovery on destroyed equipment related to the Juarez 2 fire recorded in Fiscal 2023 and costs associated with restructuring and reorganization activities to gain flexibility and improve efficiency which are mainly composed of severance costs and retention salaries.

[10] Income tax adjustment is related to the income tax on Normalized elements subject to tax and for which income tax has been recognized, adjustment related to the impact of foreign currency translation from Mexican operations, as well as the unrecognized tax benefits related to Evinrude outboard engine wind-down in Fiscal 2021.

The following table presents the reconciliation of Net Cash Flows from Operating Activities to Free Cash Flow [1].

(millions of Canadian dollars)	Twelve-month periods ended January 31, 2023	January 31, 2022
Net cash flows generated from operating activities	**$649.5**	$770.0
Additions to property, plant and equipment	**601.0**	628.9
Additions to intangible assets	**58.4**	68.8
Free cash flow [1]	**$(9.9)**	$72.3

[1] See "Non-IFRS Measures" section.

The following table presents the reconciliation of items as included in the Normalized net income [1] and Normalized EBITDA [1] compared to respective IFRS measures as well as the Normalized EPS – basic and diluted [1] calculation.

(millions of Canadian dollars, except per share data)	Three-month periods ended January 31, 2023	January 31, 2022	Twelve-month periods ended January 31, 2023	January 31, 2022	January 31, 2021
Depreciation expense reconciliation					
Depreciation expense	**$90.0**	$74.5	**$310.4**	$273.6	$260.8
Depreciation of intangible assets related to business combinations	**2.6**	1.0	**6.2**	4.1	4.4
Evinrude outboard engine wind-down [2]	**—**	—	**—**	1.4	1.2
Depreciation expense adjusted	**$87.4**	$73.5	**$304.2**	$268.1	$255.2
Income tax expense reconciliation					
Income tax expense	**$92.0**	$79.2	**$300.5**	$282.1	$121.4
Income tax adjustment [3]	**(4.3)**	1.3	**(15.2)**	(5.8)	(45.7)
Normalized income tax expense [1]	**$96.3**	$77.9	**$315.7**	$287.9	$167.1
Financing costs reconciliation					
Financing costs	**$37.5**	$14.0	**$114.8**	$128.9	$120.0
Transaction costs on long-term debt [4]	**1.0**	—	**1.0**	44.3	12.7
Loss on NCIB	**—**	—	**—**	21.3	—
Other	**—**	—	**—**	(0.1)	—
Financing costs adjusted	**$36.5**	$14.0	**$113.9**	$63.4	$107.3
Financing income reconciliation					
Financing income	**$(1.4)**	$(0.3)	**$(6.0)**	$(3.8)	$(19.8)
Gain on NCIB	**—**	—	**(1.8)**	—	(12.2)
Financing income adjusted	**$(1.4)**	$(0.3)	**$(4.2)**	$(3.8)	$(7.6)
Normalized EPS - basic [1] calculation					
Normalized net income [1]	**$309.2**	$251.3	**$976.7**	$846.5	$477.0
Non-controlling interests	**(0.2)**	0.2	**1.5**	0.7	(0.5)
Weighted average number of shares - basic	**78,812,364**	81,965,577	**79,382,008**	82,973,284	87,519,856
Normalized EPS - basic [1]	**$3.93**	$3.06	**$12.29**	$10.19	$5.46
Normalized EPS - diluted [1] calculation					
Normalized net income [1]	**$309.2**	$251.3	**$976.7**	$846.5	$477.0
Non-controlling interests	**(0.2)**	0.2	**1.5**	0.7	(0.5)
Weighted average number of shares - Diluted	**80,402,213**	83,691,775	**80,946,102**	85,259,520	88,604,984
Normalized EPS - diluted [1]	**$3.85**	$3.00	**$12.05**	$9.92	$5.39

[1] See "Non-IFRS Measures" section.

[2] During Fiscal 2022, the Company incurred costs related to the wind-down of the outboard engine production such as, but not limited to, idle costs and other exit costs.

[3] Income tax adjustment is related to the income tax on Normalized elements subject to tax and for which income tax has been recognized, adjustment related to the impact of foreign currency translation from Mexican operations, as well as the unrecognized tax benefits related to Evinrude outboard engine wind-down in Fiscal 2021.

[4] During Fiscal 2022, the Company incurred a prepayment premium of $15.1 million and derecognized unamortized transaction costs of $29.2 million related to the full repayment of its outstanding U.S. $597.0 million Term Loan B-2.

Summary of Consolidated Quarterly Results

(millions of Canadian dollars, except per share and gross profit data)	Three-month periods ended							
	January 31, 2023	**October 31, 2022**	**July 31, 2022**	**April 30, 2022**	**January 31, 2022**	**October 31, 2021**	**July 31, 2021**	**April 30, 2021**
	Fiscal 2023	**Fiscal 2023**	**Fiscal 2023**	**Fiscal 2023**	**Fiscal 2022**	**Fiscal 2022**	**Fiscal 2022**	**Fiscal 2022**
Revenues by category								
Powersports								
Year-Round Products	**$1,254.8**	$1,279.8	$1,358.1	$934.4	$853.1	$736.3	$955.6	$922.5
Seasonal Products	**1,319.5**	1,020.9	691.2	408.7	1,048.9	437.3	574.5	463.4
Powersports PA&A and OEM Engines	**378.1**	297.5	257.3	343.5	310.6	283.7	248.6	300.7
Marine	**123.9**	111.1	131.9	122.7	134.9	130.7	125.1	122.0
Total Revenues	**3,076.3**	2,709.3	2,438.5	1,809.3	2,347.5	1,588.0	1,903.8	1,808.6
Gross profit	**787.6**	654.7	602.7	454.4	609.5	410.6	570.1	542.0
As a percentage of revenues	***25.6%***	*24.2%*	*24.7%*	*25.1%*	*26.0%*	*25.9%*	*29.9%*	*30.0%*
Net income	**365.1**	141.6	237.7	121.0	209.6	127.7	212.9	244.4
Normalized EBITDA [1]	**528.0**	487.9	418.3	272.1	416.4	251.7	415.0	379.0
Normalized net income [1]	**309.2**	292.5	237.9	137.1	251.3	123.7	249.5	222.0
Basic EPS	**$4.64**	$1.79	$3.00	$1.49	$2.55	$1.57	$2.54	$2.87
Diluted EPS	**4.54**	1.76	2.94	1.46	2.50	1.53	2.46	2.79
Normalized basic EPS [1]	**3.93**	3.71	3.00	1.69	3.06	1.52	2.97	2.61
Normalized diluted EPS [1]	**3.85**	3.64	2.94	1.66	3.00	1.48	2.89	2.53

[1] See "Non-IFRS Measures" section.

Reconciliation Table for Consolidated Quarterly Results

(millions of Canadian dollars)	January 31, 2023 Fiscal 2023	October 31, 2022 Fiscal 2023	July 31, 2022 Fiscal 2023	April 30, 2022 Fiscal 2023	January 31, 2022 Fiscal 2022	October 31, 2021 Fiscal 2022	July 31, 2021 Fiscal 2022	April 30, 2021 Fiscal 2022
Net income	**$365.1**	$141.6	$237.7	$121.0	$209.6	$127.7	$212.9	$244.4
Normalized elements								
Foreign exchange (gain) loss on long-term debt and lease liabilities	**(56.6)**	133.0	(0.1)	16.1	48.4	(10.4)	27.3	(78.6)
Cybersecurity incident costs [2]	**2.2**	23.3	—	—	—	—	—	—
(Gain) loss on NCIB	**—**	—	—	(1.8)	—	—	—	21.3
Past service costs [3]	**4.3**	—	—	—	—	—	—	—
Costs related to business combinations [4]	**2.6**	3.6	1.0	1.1	1.0	1.0	6.6	1.3
Evinrude outboard engine wind-down [5]	**—**	—	—	—	(1.3)	(0.7)	1.6	0.7
Gain on disposal of property, plant & equipment and lease termination [6]	**—**	—	—	—	(8.7)	—	—	—
Transaction costs on long-term debt [7]	**1.0**	—	—	—	—	—	—	44.3
Other elements [8]	**(5.1)**	0.8	(0.2)	1.3	1.1	0.1	2.9	(0.1)
Income tax adjustment [1][9]	**(4.3)**	(9.8)	(0.5)	(0.6)	1.2	6.0	(1.8)	(11.3)
Normalized net income [1]	**309.2**	292.5	237.9	137.1	251.3	123.7	249.5	222.0
Normalized income tax expense [1]	**96.3**	87.6	82.5	49.3	77.9	45.9	87.1	77.0
Financing costs adjusted [1]	**36.5**	33.3	27.6	16.5	14.0	16.4	15.8	17.1
Financing income adjusted [1]	**(1.4)**	(0.3)	(1.5)	(1.0)	(0.3)	(0.7)	(1.6)	(1.2)
Depreciation expense adjusted [1]	**87.4**	74.8	71.8	70.2	73.5	66.4	64.2	64.1
Normalized EBITDA [1]	**$528.0**	$487.9	$418.3	$272.1	$416.4	$251.7	$415.0	$379.0

[1] See "Non-IFRS Measures" section.

[2] During Fiscal 2023, the Company incurred costs related to a cybersecurity incident. These costs are mainly comprised of recovery costs, idle costs such as direct labor during shutdown period, etc.

[3] Effective December 31, 2022, BRP approved an ad-hoc adjustment to be granted to retirees and surviving spouses of the Pension Plan for Employees of BRP (Canada) who retired prior to 2017. The impact of this ad-hoc increase is recognized as a past service cost during the year ended January 31, 2023.

[4] Transaction costs and depreciation of intangible assets related to business combinations.

[5] The Company incurred costs related to the wind-down of the outboard engine production such as, but not limited to, idle costs and other exit costs.

[6] During Fiscal 2022, the Company acquired its two leased facilities in Mexico. The derecognition of related right-of-use assets and corresponding lease liabilities generated a $8.7 million gain on lease termination.

[7] During Fiscal 2022, the Company incurred a prepayment premium of $15.1 million and derecognized unamortized transaction costs of $29.2 million related to the full repayment of its outstanding U.S. $597.0 million Term Loan B-2.

[8] Other elements include gain on litigation for Fiscal 2021, insurance recovery on destroyed equipment related to the Juarez 2 fire recorded in Fiscal 2023 and costs associated with restructuring and reorganization activities to gain flexibility and improve efficiency which are mainly composed of severance costs and retention salaries.

[9] Income tax adjustment is related to the income tax on Normalized elements subject to tax and for which income tax has been recognized, adjustment related to the impact of foreign currency translation from Mexican operations, as well as the unrecognized tax benefits related to Evinrude outboard engine wind-down in Fiscal 2021.

Selected Consolidated Financial Information

The selected consolidated financial information set out below for the twelve-month period ended January 31, 2023, and January 31, 2022, has been determined based on the audited consolidated financial statements and related notes issued on March 22, 2023. The selected consolidated financial information set out below for the twelve-month period ended January 31, 2021, has been determined based on the audited consolidated financial statements and related notes issued on March 24, 2022. The selected quarterly consolidated financial information set out below has been determined based on the annual audited consolidated financial statements and related notes issued on March 22, 2023 and from the third-quarter unaudited consolidated financial statements and related notes issued on November 29, 2022. All of these documents are available on SEDAR at www.sedar.com.

Net Income Data

(in millions of Canadian dollars)	Three-month periods ended January 31, 2023	January 31, 2022	Twelve-month periods ended January 31, 2023	January 31, 2022	January 31, 2021
Revenues by category					
Powersports					
Year-Round Products	**$1,254.8**	$853.1	**$4,827.1**	$3,467.5	$2,824.2
Seasonal Products	**1,319.5**	1,048.9	**3,440.3**	2,524.1	1,825.0
Powersports PA&A and OEM Engines	**378.1**	310.6	**1,276.4**	1,143.5	882.8
Marine	**123.9**	134.9	**489.6**	512.8	420.9
Total Revenues	**3,076.3**	2,347.5	**10,033.4**	7,647.9	5,952.9
Cost of sales	**2,288.7**	1,738.0	**7,534.0**	5,515.7	4,480.6
Gross profit	**787.6**	609.5	**2,499.4**	2,132.2	1,472.3
As a percentage of revenues	**25.6%**	26.0%	**24.9%**	27.9%	24.7%
Operating expenses					
Selling and marketing	**117.8**	100.6	**433.8**	393.9	332.5
Research and development	**121.0**	85.1	**367.7**	289.8	242.3
General and administrative	**121.8**	83.6	**341.1**	271.0	230.5
Other operating expenses (income)	**(9.9)**	(6.4)	**(10.3)**	(9.5)	24.3
Impairment charge	**—**	—	**—**	—	177.1
Total operating expenses	**350.7**	262.9	**1,132.3**	945.2	1,006.7
Operating income	**436.9**	346.6	**1,367.1**	1,187.0	465.6
Net financing costs	**36.0**	13.7	**108.8**	125.1	100.2
Foreign exchange (gain) loss on long-term debt	**(56.2)**	44.1	**92.4**	(14.8)	(118.9)
Income before income taxes	**457.1**	288.8	**1,165.9**	1,076.7	484.3
Income tax expense	**92.0**	79.2	**300.5**	282.1	121.4
Net income	**$365.1**	$209.6	**$865.4**	$794.6	$362.9
Attributable to shareholders	**$365.3**	$209.3	**$863.9**	$793.9	$363.4
Attributable to non-controlling interest	**$(0.2)**	$0.2	**$1.5**	$0.7	$(0.5)
Normalized EBITDA [1]	**$528.0**	$416.4	**$1,706.3**	$1,462.1	$999.0
Normalized net income [1]	**$309.2**	$251.3	**$976.7**	$846.5	$477.0

[1] See "Non-IFRS Measures" section.

Other Financial Data

(in millions of Canadian dollars, except per share data)	Three-month periods ended January 31, 2023	January 31, 2022	Twelve-month periods ended January 31, 2023	January 31, 2022	January 31, 2021
Weighted average number of shares – basic	**78,812,364**	81,965,577	**79,382,008**	82,973,284	87,519,856
Weighted average number of shares – diluted	**80,402,213**	83,691,775	**80,946,102**	85,259,520	88,604,984
EPS - basic	**$4.64**	$2.55	**$10.88**	$9.57	$4.15
EPS - diluted	**4.54**	2.50	**10.67**	9.31	4.10
Normalized EPS – basic [1]	**3.93**	3.06	**12.29**	10.19	5.46
Normalized EPS – diluted [1]	**3.85**	3.00	**12.05**	9.92	5.39
Declared dividends per share	**$0.16**	$0.13	**$0.64**	$0.52	$0.11

[1] See "Non-IFRS Measures" section.

Financial Position data

As at (in millions of Canadian dollars)	January 31, 2023	January 31, 2022	January 31, 2021
Cash and cash equivalents	**$202.3**	$265.8	$1,325.7
Working capital	**897.3**	48.7	669.8
Property, plant and equipment	**1,810.4**	1,441.9	1,064.3
Total assets	**6,464.6**	5,030.9	4,885.9
Total non-current financial liabilities	**2,942.8**	2,088.9	2,625.1
Total liabilities	**5,924.5**	5,163.7	5,360.8
Shareholders equity (deficit)	**540.1**	(132.8)	(474.9)
Total debt	**2,790.2**	2,040.5	2,409.7

Critical Accounting Estimates

Significant Estimates and Judgments

The preparation of the unaudited condensed consolidated financial statements in accordance with the Company's accounting policies requires management to make estimates and judgments that can affect the reported amounts of assets and liabilities, related amounts of revenues and expenses, other comprehensive income and disclosures made.

The Company's best estimates are based on the information, facts and circumstances available at the time estimates are made. Management uses historical experience and information, general economic conditions and trends, as well as assumptions regarding probable future outcomes as the basis for determining estimates. Estimates and their underlying assumptions are reviewed periodically and the effects of any changes are recognized immediately. Actual results could differ from the estimates used and such differences could be significant.

The Company's annual operating budget and operating budget revisions performed during the year (collectively "Budget") and the Company's strategic plan comprise fundamental information used as a basis for some significant estimates necessary to prepare the audited consolidated financial statements. Management prepares the annual operating budget and strategic plan each year using a process whereby a detailed one-year budget and three-year strategic plan are prepared by each entity and then consolidated.

Cash flows and profitability included in the Budget are based on the existing and future expected sales orders, general market conditions, current cost structures, anticipated cost variations and current agreements with third parties. Management uses the annual operating budget information as well as additional projections or assumptions to derive the expected results for the strategic plan and periods thereafter.

The Budget and the strategic plan are approved by management and the Board of Directors. Management then tracks performance as compared to the Budget. Significant variances in actual performance are a key trigger to assess whether certain estimates used in the preparation of financial information must be revised.

Management needs to rely on estimates in order to apply the Company's accounting policies and considers that the most critical ones are the following:

Estimating the fair value of assets acquired and liabilities assumed ("Net assets") in business combinations

The acquisition method, which requires significant estimates and judgments, is used to record business combinations. As part of the allocation process, estimated fair values are assigned to the Net assets acquired, including trademark and customer relationships. The estimation is based on the Company's expectations with respect to future cash flows, economic conditions and discount rate. The excess of the purchase consideration over the estimated fair value of the Net assets acquired is then assigned to goodwill.

Estimating Recoverability of Deferred Tax Assets

Deferred tax assets are recognized only if management believes it is probable that they will be realized based on annual budget, strategic plan and additional projections to derive the expected results for the periods thereafter.

Estimating Provisions for Regular Product Warranty, Product Liability and Sales Program

The regular warranty cost is established by product line and recorded at the time of sale based on management's best estimate, using historical cost rates and trends. Adjustments to the regular warranty provision are made when the Company identifies a significant and recurring issue on products sold or when costs and trend differences are identified in the analysis of regular warranty claims.

The product liability provision at period end is based on management's best estimate of the amounts necessary to resolve existing claims. In addition, the product liability provision at the end of the reporting period includes incurred, but not reported claims, based on average historical cost information.

Sales program provision is estimated based on current program features, historical data and expected retail sales for each product line.

Estimating the Discount Rates Used in Assessing Defined Benefit Plan Expenses and Liability

In order to select the discount rates used to determine defined benefit plan expenses and liabilities, management consults with external actuarial firms to provide commonly used and applicable discount rates that are based on the yield of high quality corporate fixed income investments with cash flows that match expected benefit payments for each defined benefit plan. Management uses its knowledge and comprehension of general economic factors in order to conclude on the accuracy of the discount rates used.

Estimating the incremental borrowing rate used in measuring lease liability

Management makes estimates in the determination of the incremental borrowing rate used to measure the lease liability for each lease contract when the interest rate implicit in the lease is not readily available. The incremental borrowing rate should reflect the interest rate the Company would have to pay to borrow the same asset at a similar term and with a similar security.

Estimating the lease term

On commencement date, when determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option or not exercise a termination option. Extension options or periods subject to termination options are only included in the lease term if the lease is reasonably certain to be extended or not terminated. This assessment is reviewed if a significant change in circumstances occurs within the Company's control.

Significant Judgments in Applying the Company's Accounting Policies

Management needs to make certain judgments in order to apply the Company's accounting policies and the most significant ones are the following:

Impairment of Property, Plant and Equipment, Intangible Assets and Right-of-Use Assets

The Company operates using a high level of integration and interdependency between design, development, manufacturing and distribution operations. The cash inflows generated by each product line require the use of various assets of the Company, limiting the impairment testing to be done for a single asset. Therefore, management performs impairment testing by grouping assets into CGUs.

Functional Currency

The Company operates worldwide but its design, development, manufacturing and distribution operations are highly integrated, which require significant judgments from management in order to determine the functional currency of each entity using factors provided by *IAS 21 The Effects of Changes in Foreign Exchange Rates* ("IAS 21). Management established the functional currency of each entity as its local currency unless the assessment of the criteria established by IAS 21 to assess the functional currency leads to the determination of another currency. IAS 21 criteria are reviewed annually for each entity and are based on transactions with third-parties only.

Future Accounting Changes

Deferred Tax related to assets and liabilities arising from a single transaction (Amendments to IAS 12)

In May 2021, the International Accounting Standards Board ("IASB") issued targeted amendments to *IAS 12 – Income Taxes* to specify how companies account for deferred tax on transactions such as leases and decommissioning obligations. In specific circumstances, companies were dispensed from recognizing deferred tax upon the initial recognition of assets or liabilities. Prior to the amendments, uncertainties persisted about applying the exemption to transactions such as leases, which entails both an asset and a liability. Under the amendments, an entity does not apply the initial recognition exemption for transactions that give rise to equal taxable and deductible temporary differences.

The amendments will become effective for the Company's fiscal year beginning on February 1, 2023. The Company is assessing the potential impact of these amendments.

Improving accounting policy disclosures and clarifying distinction between accounting policies and accounting estimates (Amendments to IAS 1 and IAS 8)

In February 2021, the IASB issued amendments to *IAS 1 – Presentation of Financial Statements* ("IAS 1"), *IFRS Practice Statement 2 – Making Materiality* Judgments ("IFRS Practice Statement 2") and *IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors* ("IAS 8").

The amendments to IAS 1 require companies to disclose its material accounting policy information instead of its significant accounting policies. The amendments to IFRS Practice Statement 2 provide additional guidance and examples to support the amendments to IAS 1.

The amendments to IAS 8 seek to help companies distinguish between accounting policies and accounting estimates. Clarifying this distinction is important since changes in accounting estimates are applied prospectively but changes in accounting policies are generally applied retrospectively.

The amendments will become effective for the Company's fiscal year beginning on February 1, 2023. This change is not expected to have a significant impact on the Company.

Non-current Liabilities with Covenants (Amendments to IAS 1)

In October 2022, the IASB published amendments to *IAS 1 – Presentation of Financial Statements* that clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendment requires that only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as current or non-current.

The amendments will become effective for the Company's fiscal year beginning on February 1, 2024. The Company is assessing the potential impact of these amendments.

Other standards or amendments

The IASB has issued other standards or amendments to existing standards that are not expected to have a significant impact on the Company's consolidated financial statements.

Environmental, Social and Governance

The Company is committed to Corporate Social Responsibility (CSR) and more specifically to the environment, product safety, health and safety, social well-being and economic prosperity everywhere it operates. The Company recognizes that these factors are fundamental to its growth and success. Supported by Senior Management and the Nominating, Governance and Social Responsibility committee, which has been delegated with the authority to annually review and assess the Company's policies and practices with respect to its corporate social responsibility program, the Board of Directors is the ultimate steward of ESG matters.

In April 2022, the Company announced its commitment to take CSR even further with the launch of its new CSR25 program, which fosters value creation around three main pillars: Environment, Social and Governance. The responsibility of each of them has been assigned to senior executives who leverage their expertise to ensure the program's objectives are achieved. They specifically focus on BRP's employees, communities, operations and products and are broken down as follows:

- Reduce the carbon footprint relating to products and operations.
- Ensure a positive and sustainable impact in communities and the daily lives of employees.
- Continue to make sound strategic decisions, maintain high ethical standards and conduct operations in a sustainable manner.

In connection with the launch of the CSR25 Program, the Company set the following initial environmental targets:

- Having 50% of its units sold as electric by 2035;
- Making its facilities carbon neutral and reaching zero waste to landfill by 2030;
- Reducing CO2 emissions from its supply chain by 25% by 2035.

In May 2022, the Company launched its new "BRP Responsible Rider" program, which empowers and encourages all riders in the powersports and marine community to ride responsibly and to be mindful of safety, riding etiquette and the environment.

In furtherance of its commitment to create a lasting impact in the communities where it operates, in June 2022 the Company adopted a global cause as part of its community engagement program entitled "Ride Out Intimidation" and is teaming up with experts and credible organizations to raise awareness and implement meaningful initiatives on a global scale. As such, it has also reiterated its objective that by 2025 it will invest on an annual basis 1% of its pre-tax profits for that given year in community support by 2025.

During the year ended January 31, 2023, the Company made a series of strategic acquisitions including with Pinion, KA Shawinigan, and Great Wall to better position itself for the electrification of its vehicles and in connection with these acquisitions, it established the LVHA Group.

On October 3, 2022, the Company started the construction of its first EV manufacturing facility for the Can-Am electric two-wheel motorcycle production in Querétaro, Mexico. It was designed following the LEED principles with sustainable materials, in line with the Company's corporate social responsibility plan to reduce the carbon footprint of its operations.

On November 17, 2022, the Company launched its first Global Women Employee Resource Group as part of the Diversity, Equity & Inclusion (DE&I) Council. This Council is composed of employees from various backgrounds and workplaces and led by two senior executives which are engaged as key business resources as well as sources of actionable feedback. The DE&I Council is expected to continue to help the Company in its efforts to identify opportunities to enhance its processes for collecting data and reporting measurable progress towards its DE&I goals.

On February 20, 2023 the Company introduced the first ever electric snowmobiles with Ski Doo and Lynx. Both models enable a low emissions winter adventure and offer a unique ride that is inviting for first timers to experience the world of snowmobiling. BRP is aiming to reduce the carbon footprint of its products and these two new electric snowmobiles are the first products to be commercialized as part of BRP's commitment to offer electric models in all of its product lines by 2026.

For full details about BRP's CSR25 program, its initiatives, and the most recent CSR report please visit the Corporate Social Responsibility section (www.brp.com). The CSR report for Fiscal 2023 will be published in the coming months concurrently with the annual general meeting of the shareholders of the Company.

Controls and Procedures

The Company's President and Chief Executive Officer and the Chief Financial Officer are responsible for establishing and maintaining the Company's disclosure controls and procedures as well as its internal control over financial reporting, as those terms are defined in National Instrument 52-109 – *Certification of Disclosure in Issuers ' Annual and Interim Filings* of the Canadian securities regulatory authorities and Rule 13a-15(e) and Rule 15d-15(e) under the U.S. Securities *Exchange Act of 1934*, as amended.

Disclosure controls and procedures

The President and Chief Executive Officer and the Chief Financial Officer have designed, or caused to be designed under their supervision, disclosure controls and procedures in order to provide reasonable assurance that:

- material information relating to the Company has been made known to them; and
- information required to be disclosed in the Company's filings is recorded, processed, summarized and reported within the time periods specified in securities legislation.

An evaluation of the design and effectiveness of the Company's disclosure controls and procedures was carried out under the supervision of the President and Chief Executive Officer and the Chief Financial Officer. Based on this evaluation, the President and Chief Executive Officer and the Chief Financial Officer concluded, at of January 31, 2023, that the Company's disclosure controls and procedures were effective.

Management's report on internal control over financial reporting

The President and Chief Executive Officer and the Chief Financial Officer have designed, or caused to be designed under their supervision, such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Management's projections of any evaluation of the effectiveness of internal control over financial reporting as to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

An evaluation of the design and effectiveness of the Company's internal controls over financial reporting was carried out under the supervision of the President and Chief Executive Officer and the Chief Financial Officer. In making this evaluation, the President and Chief Executive Officer and the Chief Financial Officer used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework (2013). Based on this evaluation, the President and Chief Executive Officer and the Chief Financial Officer concluded, as at January 31, 2023, that the Company's internal control over financial reporting was effective.

Our internal control over financial reporting as at January 31, 2023 has been audited by Deloitte LLP, independent registered public accounting firm, who also audited our consolidated financial statements for the year ended January 31, 2023. Deloitte LLP issued an unqualified opinion, as stated in their report, on the effectiveness of our internal control over financial reporting as at January 31, 2023.

Changes in internal control over financial reporting

There were no changes in the Company's internal control over financial reporting during the three- and twelve-month period ended January 31, 2023, that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

Risk Factors

The risks and uncertainties described in this Annual Information Form are those the Company currently believes to be material, but they are not the only ones it faces. If any of the following risks, or any other risks and uncertainties that the Company has not yet identified or that it currently considers not to be material, actually occur or become material, the Company's business, guidance, prospects, financial condition, results of operations and cash flows and consequently the price of the Subordinate Voting Shares could be materially and adversely affected.

Economic conditions that impact consumer spending may have a material adverse effect on the Company's business, results of operations or financial condition

The Company's business is cyclical in nature, and the Company's products compete with a variety of other recreational products and activities for consumers' discretionary income and leisure time. The Company's results of operations are sensitive to changes in overall economic conditions, primarily in North America and Europe, that impact consumer spending and particularly discretionary spending. Fluctuations in economic conditions may negatively affect disposable consumer income such as personal income levels, the availability of consumer credit, employment levels, consumer confidence, business conditions, changes in housing market conditions, capital markets, inflation, tax rates, savings rates, interest rates, exchange rates, fuel and energy costs, tariffs. Natural disasters, acts of terrorism, epidemic or pandemic outbreaks, or other similar events, could also reduce consumer spending generally or discretionary spending in particular. Such reductions could materially adversely affect the Company's business, results of operations or financial condition. Changes in economic conditions could also result in a deterioration or increased volatility in the credit and lending markets, which could adversely impact the consumers who purchase the Company's products from dealers and rely upon financing for such purchases as well as the availability of financing arrangements for dealers and distributors to finance their inventory. If financing is not available to consumers or dealers and distributors on satisfactory terms, the Company's business, results of operations or financial condition could be materially adversely affected. Further, volatility in the capital markets has been heightened during the last year and such volatility may continue, which may cause declines in the price of the Subordinate Voting Shares or result in shareholder grievance or activism. Finally, the risk of recession in one or several of the countries where the Company operates is growing, notably in light of the significant increase of interest and inflation rates, and could have an adverse impact on the Company's net earnings, financial position or cash flows.

Any decline in the social acceptability of the Company or of the Company's products or any increased restrictions on the access or the use of the Company's products in certain locations could materially adversely affect its business, results of operations or financial condition

Demand for the Company's products depends in part on their social acceptability and that of the Company as a whole. Public concerns about the environmental impact of the Company's products or their perceived safety could result in diminished social acceptance. Circumstances outside the Company's control, such as social action to reduce the use of fossil fuels, could also negatively impact consumers' perceptions of the Company's products. Any decline in the social acceptability of the Company's products could negatively impact their sales or lead to changes in laws, rules and regulations that prevent their access to certain locations, including trails and lakes, or restrict their use or manner of use in certain areas or during certain times. Additionally, while the Company has implemented various initiatives to address these risks, including the improvement of the environmental footprint and safety of its products, there can be no assurance that the perceptions of the Company's customers will not change. Consumers' attitudes towards the Company's products and the activities in which they are used also affect demand. Any failure by the Company to maintain the social acceptability of its products could impact its ability to retain existing customers or attract new ones which, in turn, could have a material adverse effect on its business, results of operations or financial condition.

Other factors may impact the Company's reputation, including the perception held by the Company's stakeholders and the industries in which it does business, which can be influenced by the new and evolving

set of compliance risks it has been subject to. Indeed, in the last several years, there has been increased scrutiny related to ESG performance requirements, standards and reporting and a corresponding increase in the risk of damage to the Company's reputation and the value of its brands if the Company fails to act responsibility or comply with regulatory requirements in several areas, such as safety and security, environmental stewardship and sustainability, climate-change mandated disclosure, diversity, human rights, philanthropy and support for local communities. While the Company has in place programs and commitments with respect to ESG and has in the last year publicly announced ambitious ESG goals and commitments as part of its broader CSR25 program, there is no assurance that it will be able to adequately address all ESG pressures and potential requirements to maintain stakeholder confidence and its ability to implement its programs and commitments with respect to ESG is likely to be compared against its peers. Further, the Company's ability to achieve these goals depends on many factors and is subject to many risks, that could cause the Company's assumptions or estimates to be inaccurate and cause actual results or events to differ materially from those expressed in, or implied by, those goals. The failure to achieve its ESG targets, effectively manage and sufficiently report ESG matters, or a perception among key stakeholders that its ESG targets are insufficient, could adversely affect the Company's reputation and its ability to attract capital from financial institutions and investors incorporating sustainability and ESG considerations as a part of their portfolios or adopting restrictive decarbonization policies (see "Risk Factors — The Company's success depends upon the continued strength of its reputation and brands").

Fluctuations in foreign currency exchange rates could result in declines in reported sales and net earnings

The Company reports its financial results in Canadian dollars and the majority of its sales and operating costs are realized in currencies other than the Canadian dollar. In Fiscal 2023, 60.1% of the Company's revenues were realized in the United States. The Company is also exposed to other currencies such as the Australian dollar, the Brazilian real, the Euro, the Mexican peso, the Norwegian krone and the Swedish krona. If the value of any currencies in which sales are realized depreciates relative to the Canadian dollar, the Company's foreign currency revenue will decrease when translated to Canadian dollars for reporting purposes. In addition, any depreciation in foreign currencies could result in higher local prices, which may negatively impact local demand and have a material adverse effect on the Company's business, results of operations or financial condition. Alternatively, if the value of any of the currencies in which operating costs are realized appreciates relative to the Canadian dollar, the Company's operating costs will increase when translated to Canadian dollars for reporting purposes. Although these risks may sometimes be naturally hedged by a match in the Company's sales and operating costs denominated in the same currency, fluctuations in foreign currency exchange rates could create discrepancies between the Company's sales and its operating costs in a given currency that could have a material adverse effect on its business, results of operations or financial condition. Fluctuations in foreign currency exchange rates could also have a material adverse effect on the relative competitive position of the Company's products in markets where they face competition from manufacturers who are less affected by such fluctuations in exchange rates.

In addition, the Company's indebtedness under its Term Facility and a portion of the Revolving Credit Facilities are denominated in U.S. dollars. As a result, any strengthening of the U.S. dollar versus the Canadian dollar or any revaluation of the denomination of the Term Facility into Canadian dollars at the end of each reporting period can result in significant fluctuations of net income, which could have a material adverse effect on the Company's business, results of operations or financial condition.

While the Company actively manages its exposure to foreign-exchange rate fluctuations and enters into hedging contracts from time to time, such contracts hedge foreign-currency denominated transactions and any change in the fair value of the contracts could be offset by changes in the underlying value of the transactions being hedged. Furthermore, the Company does not have foreign exchange hedging contracts in place for some currencies in which it does business. As a result, there can be no assurance that the Company's approach to managing its exposure to foreign-exchange rate fluctuations will be effective in the future or that the Company will be able to enter into foreign-exchange hedging contracts as deemed necessary on satisfactory terms.

The Company has, and is expected to continue to have and incur, indebtedness and there can be no

assurance that it will be able to pay its indebtedness as it becomes due

The Company has, and is expected to continue to have and incur, indebtedness, including obligations under the Revolving Credit Facilities as well as obligations under the Term Facility. In addition, the Company may incur greater levels of indebtedness as a result of challenging economic or other conditions affecting the Company, including as a result of the seasonality of its business or due to supply chain related disruptions increasing its working capital needs. The amount of indebtedness that the Company has from time to time may, among other things, limit the Company's ability to obtain additional financing, require the Company to dedicate a substantial portion of its cash flow generated from operations to payments on its indebtedness or fixed costs (thereby reducing the funds available for other purposes), make the Company more vulnerable to economic downturns, or limit the Company's flexibility in planning for, or reacting to, competitive pressures or changes in its business environment, any of which could, in turn, have a material adverse effect on its business, results of operations or financial condition.

The ability of the Company to make scheduled payments under its indebtedness will depend on, among other things, its future operating performance and its ability to refinance its indebtedness, if necessary. In addition, as the Company incurs indebtedness that mainly bears interest at fluctuating interest rates and is mainly denominated in U.S. dollars, to the extent that interest rates increase or the U.S. dollar appreciates relative to the Canadian dollar, its interest expense will increase, as is currently experienced with the significant increase of interest rates over the past few quarters, as a result of the tightening of monetary policies by the main central banks. While the Company actively manages its exposure to interest rate fluctuations and enters into interest rate derivatives from time to time, such contracts could limit the exposure to the interest rate increase. Furthermore, the Company does not have interest rate derivative contracts in place for all of its debt instruments and covering their entire maturity profile. As a result, there can be no assurance that the Company's approach to managing its exposure to interest rate fluctuations will be effective in the future or that the Company will be able to enter into interest rate derivative contracts as deemed necessary on satisfactory terms. Each of these factors is, to a large extent, subject to economic, financial, competitive, regulatory, operational and other factors, many of which are beyond the Company's control. Any failure by the Company to generate sufficient cash from its operations to pay its debt and other financial obligations could have a material adverse effect on its business, results of operations and financial condition.

The Company uses cash generated from its operating activities to fund its business and execute its growth strategy and may require additional capital that may not be available to the Company

The Company relies on net cash generated from its operating activities as its primary source of liquidity. To support the Company's business and execute its growth strategy as planned, the Company will need to continue to generate significant amounts of cash from operations, including funds to pay personnel, invest further in its infrastructure and facilities and invest in research and development (see "Risk Factors — The Company may be unable to successfully execute its growth strategy"). In case of decreasing capacity of the Company to generate cash from operations, the eventual recovery of the Company may be delayed due to factors such as the cyclical nature of the Company's business, the seasonality of certain of its products, and the inventory levels of the Company, and that of its distributors and dealers. If the Company's business does not generate cash flow from operating activities sufficient to fund these activities, and if sufficient funds are not otherwise available from its credit facilities, the Company may need to seek additional capital, through debt or equity financings, to fund its business or execute its growth strategy. Conditions in the credit markets (such as availability of financing, fluctuations in interest rates and deterioration of the global economic condition, including as currently experienced as a result of increased labour costs, the impact of global supply chain disruptions, the military conflict between Russia and Ukraine and other macroeconomic conditions and global tensions) may make it difficult for the Company to obtain such financing on attractive terms, or even at all. Additional debt financing that the Company may undertake may be expensive and might impose on it covenants that restrict the Company's operations and strategic initiatives, including limitations on its ability to incur liens or additional debt, pay dividends, repurchase its capital shares, make investments or engage in merger, consolidation and asset purchase transactions. Any equity financing may also be on terms that are dilutive to the Company's shareholders, and the prices at which new investors would be willing to purchase equity securities may be lower than the price per share of the Company's Subordinate Voting Shares, especially in light of the heightened volatility in the capital markets experienced globally during the last few

quarters. If new sources of financing are required, but are unattractive insufficient, or unavailable, then the Company could be required to modify its business plans or growth strategy based on available funding, if any, which, in turn, could have a material adverse effect on the Company's business, results of operations or financial condition.

Supply problems, termination or interruption of supply arrangements or increases in the cost of materials, including as a result of the military conflict between Russia and Ukraine, could have a material adverse effect on the Company's business, results of operations or financial condition

The primary raw materials used in manufacturing the Company's products are aluminum, steel, plastic, resins, stainless steel, copper, rubber and certain rare earth metals. Certain suppliers provide the Company with certain product parts and components. In some instances, the Company also purchases systems, components, raw materials and parts that are derived from a single source, which may represent an increased risk of supply disruptions. The Company cannot be certain that it will not experience supply problems, such as the untimely delivery of, or defects or variations in, raw materials, parts or components. Shortages of key components, such as semiconductors, can also disrupt the Company's production. For example, the Powersports Products and Marine Products industry faced in the last year, and continue to face to a lesser extent, a shortage of semiconductors, which has a complex supply chain with long lead times required to increase production and capacity. Such supply chain related disruptions resulted in larger than usual production of substantially completed units awaiting missing components. Moreover, the Company faced, and could continue to face, a risk of production stoppages and slowdowns in several jurisdictions where the Company operates, which could lead to further supply disruptions and delivery delays for the Company. Given this context, the Company was forced to, and expects to continue to a lesser degree, take additional measures to secure its supply chain and maintain its production, including the use of expedited freight or air freight, resulting in additional costs for the Company. Additionally, various sources of supply-chain risk, including strikes or shutdowns at delivery ports, disruptions or shutdowns caused by health crisis such as the COVID-19 pandemic, or loss of or damage to goods while they are in transit or storage, could limit the supply of these raw materials and components. Any prolonged disruption in the supply chain could have a material adverse effect on the Company's operations or profitability and the insolvency, bankruptcy, financial restructuring or force majeure event of any critical suppliers could result in the Company incurring unrecoverable costs related to the financial work-out or resourcing costs of such suppliers and/or increased exposure for product liability, warranty or recall costs relating to the components supplied by such suppliers to the extent such supplier is not able to assume responsibility for such amounts.

As well, the Company obtains certain of the raw materials, parts and components it uses from either sole suppliers or a limited number of suppliers, exposing it to concentration risks. If these supply arrangements were terminated or interrupted for reasons such as supplied goods not meeting the Company's quality or safety standards or the suppliers' operations being disrupted as a result of a variety of internal or external risks, including a deterioration in general economic conditions, which may be the case as a result of the growing concerns of a potential recession in Canada, the U.S. and other regions where the Company operates, it could have difficulty establishing substitute supply arrangements on satisfactory terms. Problems with the Company's supplies could have a material adverse effect on the Company's business, results of operations or financial condition.

Moreover, the Company's profitability is affected by significant fluctuations in the prices of the raw materials, parts and components it uses, including as experienced as a result of the current inflationary environment driven by high demand and supply chain disruptions. In addition, although most of the shortages of key components experienced last year have improved, they have led to, and could continue to lead to, increases in the costs of materials and related price pressures, thereby potentially impacting the Company's margins. Further, higher energy costs and fuel increases, notably in light of the military conflict between Russia and Ukraine, can adversely affect the pricing and availability of petroleum-based raw materials such as resins and rubber used in many of the Company's products. The Company may not be able to pass along price increases in raw materials, parts or components to its customers. As a result, an increase in the cost of raw materials, parts and components used in the manufacturing of the Company's products could reduce its profitability and have a material adverse effect on its business, results of operations or financial condition.

If the Company is unable to attract, hire and retain the services of key employees, including members of its management team, or qualified employees, including employees who possess specialized market knowledge and technical skills, the Company's ability to compete, to manage its operations effectively, or to develop new products could be materially adversely affected

The Company's success depends to a large extent upon its ability to attract and retain skilled employees. There is intense competition for qualified and skilled employees in the labour markets in which the Company operates. The Company must attract, train, and retain many qualified employees while controlling related labour costs and while continuing to promote DE&I principles and practices into its core values. Tighter labour markets, such as those experienced presently, may make it even more difficult for the Company to hire and retain qualified employees and control labour costs. The Company's ability to attract qualified employees and control labor costs is subject to numerous external factors, including prevailing wage rates, employee preferences, employment law and regulation, labour relations and immigration policy. The Company's ability to reward its employees through bonuses and other incentive programs also depend on the Company's financial performance, such that it if decreases, employee turnover may increase and be more significant in sectors that have already experienced a decrease in bonuses and other incentive programs due to their past performance. The shift to a hybrid work environment may also negatively impact the Company's ability to hire, retain and motivate talent and will depend on employee preferences and relative choices of other employers. The ability to retain workforce is also dependent on the Company's ability to foster an environment that is sustainably safe, respectful, fair and inclusive of everyone and promotes DE&I inside and outside of the business. The Company has been dedicating time and resources to continue to progress on its DE&I journey, which falls within its broader CSR25 Program. The Company's failure to recruit, train and retain such employees could have a material adverse effect on its business, results of operations or financial condition.

In addition, many members of the Company's management team have extensive experience in the Company's industry and with its business, products and customers. The loss of the technical, management and operational knowledge and expertise of one or more members of the management team could result in a diversion of management resources, as the remaining members of management would need to cover the duties of any senior executive who leaves the Company and would need to spend time usually reserved for managing the Company's business to search for, hire and train new members of management. The loss of some or all of the members of Company's management team, particularly if combined with difficulties in finding qualified substitutes, including notably as a result of the failure to establish, or improper implementation of, an effective succession plan for the CEO, could negatively affect the Company's ability to develop and pursue its business strategy, or create such perception among key stakeholders, which could materially adversely affect the Company's business, results of operations or financial condition.

To implement and manage the Company's business and operating strategies effectively, the Company must maintain a high level of efficiency, performance and content quality, continue to enhance its operational and management systems and continue to effectively attract, train, motivate and manage its employees. If the Company is not successful in doing so, it may have a material adverse effect on its business, results of operations or financial condition.

The risks to the Company of a pandemic, epidemic or other public health crisis, such as the COVID-19 pandemic or any other emerging diseases with similar effects, include risks to employee health and safety, prolonged restrictive measures put in place in order to control the outbreak and limitations on travel, which may result in temporary shortages of staff or unavailability of certain employees or consultants with key expertise or knowledge of the Company, impact on workforce productivity and increased medical costs/insurance premiums.

The failure of the Company's information technology systems, difficulties in implementing its new ERP system or a security breach or cyber-attack could materially adversely affect the Company's business, results of operations or financial condition

The Company's global business operations are managed through a variety of information technology systems. These systems govern all aspects of the Company's operations around the world. The Company is dependent on these systems for all commercial transactions, financial reporting, dealership and distributorship

interactions, and supply chain and inventory management. Certain of the Company's key IT systems are dated and require, or are in the process of, modernization. The Company's information technology systems may also be vulnerable to damage or interruption from circumstances beyond the Company's control, including fire, flood, natural disasters, systems failures, network or communications failures, power outages, public health emergencies, security breaches, cyber-attacks and terrorism. If one of the Company's key IT systems were to suffer a failure, no assurance can be given that the Company's backup systems or contingency plans will sustain critical aspects of the Company's operations, and the Company's business, results of operations or financial condition could be materially adversely affected. Further, the Company relies on large outsourcing contracts for IT services with major third-party service providers, and if such service providers were to fail or the relationships with the Company were to end, and the Company were unable to find suitable replacements in a timely manner, the Company's business, results of operations or financial condition could be materially adversely affected. The Company also depends on security measures that these third-party service providers are taking to protect their own systems and infrastructure. If such third-party service providers do not maintain adequate security measures in accordance with contractual requirements, the Company may experience operational difficulties and increased costs, and/or may be the subject of a malware infiltration coming through such third-party service providers. On August 8, 2022, the Company discovered and publicly reported that it was the target of malicious cybersecurity activity, which came through a third-party service provider and resulted in temporary suspensions of the operations (the "August 2022 Breach"). The Company launched an investigation and promptly put in place appropriate measures to ensure the integrity of systems and data, allowing to limit the incident from a data privacy perspective, as well as a recovery plan to minimize the financial consequences of the cyberattack. The Company was able to restore a vast majority of its internal systems from its back-up repositories and precautionary measures were adopted with respect to the limited information that was compromised, including the availability of credit monitoring services. Even if the August 2022 Breach's impact was ultimately contained, future similar incidents could have an adverse material impact on the Company's business, operations, and reputation.

The Company is continually modifying and enhancing its IT systems and technologies to increase productivity, efficiency and security . As new systems and technologies are implemented, the Company could experience unanticipated difficulties resulting in unexpected costs and adverse impacts to its financial reporting and manufacturing and other business processes. When implemented, the systems and technologies may not provide the benefits anticipated and could add costs and complications to ongoing operations, which may have a material adverse effect on the Company's business, results of operations or financial condition. The Company is currently in the midst of implementing a new ERP system, which will replace its existing financial and operating systems. The design and implementation of this new ERP system requires an investment of significant personnel and financial resources, including substantial expenditures for outside consultants, system hardware and software in addition to other expenses in connection with the transformation of the Company's organizational structure and financial and operating processes. The Company may not be able to implement the ERP system successfully without experiencing delays, increased costs and other difficulties, including potential design defects, miscalculations, testing requirements, and the diversion of management's attention from day-to-day business operations. If it is unable to implement the new ERP system as planned, the effectiveness of the internal control over financial reporting could be adversely affected, the ability to assess those controls adequately and to disseminate its financial documents could be delayed, the operations can be affected and the financial condition, results of operations and cash flows could be negatively impacted.

The Company and its dealers and distributors receive and store personal information in connection with their human resources operations, credit operations, warranty management, marketing efforts and other aspects of their businesses. Additionally, the Company maintains financial information in its IT system and exchanges electronically information with a large number of trading partners across all aspects of its commercial operations. The Company makes significant investments in research and development each year and data from such activities is maintained in the Company's IT systems. Any security breach of the Company's IT systems could result in disruptions to its operations, as was the case with the August 2022 Breach, erroneous transactions or reporting, loss of data from research and development activities or the devaluation of intellectual property. The Company has security measures and controls in place to protect personal and business information, and on an ongoing basis, continues to make investments to reinforce secure access to the Company's information technology network. In addition, despite the Company's

preventive efforts to address cybersecurity threats, these threats are increasingly complex and can change frequently such that the Company may be unable to proactively address those threats or implement adequate preventive measures. With the increased use of technologies such as the internet to conduct business, the Company is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through hacking or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Further, the work-from-home measures implemented in response to the COVID-19 crisis present cybersecurity challenges, as the Company's security and control measures might fail to adapt to a hybrid work environment. While the Company has deployed additional protective measures including advanced threat hunting, real time response and Operational Technology (OT) surveillance services, it is not completely immune from these increasing cybersecurity threats. To the extent that a cybersecurity breach results in a loss or damage to the Company's data, or in inappropriate disclosure of confidential or personal information, it could cause significant damage to the Company's reputation, affect its relationships with its customers, lead to violations of applicable privacy and other laws, regulatory fines, penalties, additional compliance costs, claims against the Company and ultimately materially adversely affect its business, results of operations or financial condition.

The Company's international sales and operations subject it to additional risks, which risks may differ in each country in which the Company operates

The Company manufactures its products in Australia, Austria, Canada, Finland, Germany, Mexico and the United States. The Company maintains sales and administration facilities in approximately 20 countries. The Company's primary distribution facilities distribute the Company's products to its North American dealers and the Company relies on various other locations around the world, including in Australia, Belgium and Finland, that distribute its products to its international dealers and distributors. The Company's total sales outside Canada and the United States represented 24.6% of the Company's total sales for Fiscal 2023 and the Company intends to continue to expand its international operations by investing in developing its dealer network and promoting the Company's brands and products in international markets. International markets have been and are expected to continue generating sales growth. Several factors, including weakened international economic conditions, the introduction of new trade restrictions, increased protectionism or changes in free-trade arrangements, tariffs, negative geo-political events, such as the military conflict between Russia and Ukraine, or an outbreak of infectious disease, a pandemic or a similar public health threat, such as the COVID-19 health crisis, could adversely affect such growth. COVID-19 was declared a pandemic by the World Health Organization on March 11, 2020, which caused various international jurisdictions to impose restrictions such as quarantines, business closures and travel restrictions and caused the Company to take temporary measures to suspend or reduce operations at its manufacturing plants and distribution facilities. Despite the lifting of most of these measures, in the last year, new variants of the virus have led to the temporary re-imposition of restrictive measures across North America and in other jurisdictions where the Company operates. Although the Company did not take additional measures in Fiscal 2023 to suspend or reduce operations at its manufacturing plants and distribution facilities as a result of such new variants, if there are resurgences of the pandemic, including through subsequent waves or additional variants of COVID-19 in jurisdictions where the Company operates, or if there are other diseases that give rise to similar effects emerging, it could cause the reintroduction of previously loosened or eliminated restrictions or impositions of new restrictions that could be onerous. As such, the duration of the business disruptions internationally and related financial or operational impacts on the Company will depend on future developments, which remain uncertain to some extent, and include the duration, severity and scope and additional subsequent waves of the COVID-19 pandemic or of similar diseases and the actions and measures that will be taken in each jurisdiction to contain or treat COVID-19 or similar diseases as well as their effectiveness.

Additionally, the expansion of the Company's existing international operations and entry into additional international markets require significant management attention and financial resources. The risks inherent in having sales or operations in foreign countries include:

- increased costs of adapting products for foreign countries' laws, rules and regulations and cultural preference; lack of acceptability of the Company's products (see "Risk Factors — Any decline in the social acceptability of the Company or of the Company's products or any increased restrictions on the access or the use of the Company's products in certain locations could materially adversely affect its business, results of operations or financial condition");
- difficulties in managing and staffing international operations and increased infrastructure and operational costs;
- different employee/employer relationships and labor regulations including the existence of work councils and labor unions and statutory equity requirements and other challenges caused by distance, language, and cultural differences, making it harder to do business in certain jurisdictions;
- restricted access to and/or lower levels of use of the internet, or limitations on technology infrastructure, both of which could limit the Company's ability to migrate international operations to its existing systems, which could result in increased costs;
- risk of travel advisories or travel restrictions related to the outbreak of contagious illnesses, such as the COVID-19 health crisis that could continue to impact several geographic locations, which could impact the Company's ability to operate in certain markets and/or manage the Company's operations in those markets;
- the imposition of additional Canadian or foreign governmental controls or regulations; new or enhanced trade restrictions and restrictions on the activities of foreign agents, representatives, and distributors; the imposition of increased costs or delays, or the introduction of new import and export licensing and other compliance requirements, customs duties or tariffs, or other non-tariff barriers to trade;
- breaches or violation of any anti-corruption laws, rules or regulations by any of the Company's employees, consultants, dealers or distributors;
- the imposition of Canadian and/or international sanctions against a country, company, person, or entity with whom the Company does business which restricts or prohibits the Company's continued business with the sanctioned country, company, person, or entity (including the restrictions imposed by foreign governments towards Russia);
- new and different sources of competition;
- international pricing pressures;
- disruptions in international logistics;
- laws and business practices favouring local companies;
- governmental expropriation;
- the imposition of any trade restrictions, or other similar restrictions impacting commercial activities among countries;
- adverse currency exchange rate fluctuations;
- longer payment cycles and difficulties in enforcing agreements and collecting receivables through certain foreign legal systems; and
- difficulties and inconsistencies relating to the enforcement of laws, rules, and regulations, including

rules relating to environmental, health, safety and intellectual property matters.

The Company has four operating manufacturing facilities in Mexico, and it recently announced, on January 20, 2023, the constructions of an EV manufacturing plant in Querétaro and of an additional boat manufacturing plant in Chihuahua City. These facilities could be impacted by changes in economic, regulatory, social or political conditions affecting such country. In the past, Mexico has been subject to political instability, changes and uncertainties and there can be no assurance that similar events will not occur again in the future. In addition, the impact of any changes in economic, regulatory, social and political conditions affecting Mexico would be beyond the Company's control, and there can be no assurance that any mitigating actions by the Company would be effective. As a result, the Company's business, results of operations or financial condition could be materially adversely affected by any significant change in economic, regulatory, social and political conditions affecting Mexico. Moreover, most goods produced in Mexico and Canada and sold to the United States benefit from the *Canada-United States-Mexico Agreement* ("CUSMA"), which has been signed and ratified by all three countries and implemented on July 1, 2020. Disputes between the three countries in relation to the interpretation of certain provisions contained in CUSMA have already taken place, and there can be no assurance that the Company's operations will not be impacted by other such disputes in the future.

The global snowmobile market is highly concentrated in North America, Russia and Scandinavia, and the Company has an office in Russia. On February 24, 2022, a military conflict started between Russia and Ukraine, which resulted in heightened tensions between Russia, the United States, Canada and a number of European states. Given this context and the government sanctions that were imposed in connection with this crisis, the Company decided to stop all sales, shipments and exports intended for Russia, thereby negatively impacting the Company's business and financial results. A continuation, or any further deterioration, of the situation could lead to additional geopolitical implications, including further economic, social and political repercussions on a number of regions that may impact the Company and its customers. Additionally, further impositions of sanctions and export controls, as well as any responses from Russia, could adversely affect the Company's supply chain, business partners or customers. Moreover, instability or tension in Russia, Ukraine, and the surrounding region could also cause the Company to adjust its operating model further and more permanently**,** which could increase its costs of operations. The conflict in Ukraine also led, and could continue to lead, to volatility in the global markets, increase inflation and further disrupt supply chains, worsen the semiconductor chip shortage (since Russia and Ukraine are global suppliers of neon gas and palladium used in chip production), exacerbate energy shortages and drive energy prices higher and increase cybersecurity threats, all of which could further reduce the Company's profitability and have a material adverse effect on its business, results of operations or financial condition. Similar deterioration in trade relations between the U.S. and one or more other countries, could have a material adverse impact on the Company's financial position, results of operations and/or cashflows. For instance, although the Company does not have manufacturing operations in China, the continued U.S.-China trade tensions and potential restrictive measures to be imposed against China could exacerbate a number of risks described elsewhere in these Risk Factors, including by creating additional instability to the surrounding region, thereby limiting some potential growth opportunities for the Company.

The Company may be unable to successfully execute its growth strategy

The Company's strategic plan established by management includes an organic growth strategy, which is focused mainly on the development of new products and features, including more recently the expansion to new industries with its global electrification plan and the creation of its new business unit targeting low voltage and human assisted product categories, and may involve from time to time growth through strategic acquisitions, investments, alliances, joint ventures and similar transactions. Moreover, in the past few years, the Company decided to venture beyond a product-based offering, with the launch of its Uncharted Society program and the opening of the BRP Experience Center, offering experiences to make powersports accessible to all through partnerships with service providers. If the Company is unable to secure appropriate locations and reputable service providers, to effectively manage its relationships with its service providers and monitor their adherence to the Company's operating standards, trainings and compliance procedures, and to anticipate demand and address related impact on inventory levels, it could impact its reputation and increase its risk of litigation.

While the Company makes significant investments in research and development and emerging product lines, there can be no assurance that it will be able to continue to successfully enhance its existing products, develop new innovative products and distinguish its products from its competitors' products through innovation and design. Product improvements and new product introductions also require significant planning, design, development and testing at the technological, product and manufacturing process levels and the Company may not be able to develop product improvements or new products in a timely manner. The new products of the Company's competitors may access the market more rapidly, be more effective with better features and/or less expensive than the Company's products, obtain better market acceptance, or render the Company's products obsolete. The Company may therefore not be able to satisfy the needs and preferences of customers and compete effectively with its competitors. Product development requires significant financial, technological and other resources. The Company expended approximately $367.7 million in research and development in Fiscal 2023. There can be no assurance that the Company will be able to sustain this level of investment or that this level of investment in research and development will be sufficient to successfully maintain the Company's competitive advantages in product innovation and design in the future (see "Risk Factors — The Company uses cash generated from its operating activities to fund its business and execute its growth strategy and may require additional capital that may not be available to the Company"). Further, the sales of any new products are expected to decline over such new products' life cycle, with sales being higher early in the life cycle of the new products and sales decreasing over time as the new products age. The Company cannot predict the length of the life cycle for any new product. Any failure by the Company to continue to enhance existing products and develop and market new products that respond to customer needs and preferences and achieve market acceptance could have a material adverse effect on the Company's business, results of operations or financial condition. In addition, even if the Company is able to successfully develop improvements to existing products and develop new products, there is no guarantee that the markets for the Company's existing products and new products will evolve as anticipated. If any of the markets in which the Company's existing products compete do not develop as expected, the Company's business, results of operations or financial condition could be materially adversely affected. The risks described in this section may be amplified with respect to the new business unit created by the Company, which will focus on product categories that fall outside its historical core business and may present additional complexities.

Given the Company's plan to electrify its existing product lines by the end of 2026, its long-term growth may also be dependent to some extent upon its ability to profitably deliver such broad portfolio of electric products. The EV strategy depends on the Company's ability to deliver a broad portfolio of high-quality EVs that are competitive and meet consumer demands; reduce the costs associated with the manufacture of EVs, particularly with respect to batteries; increase vehicle range and the energy density of the batteries; license and monetize innovations; successfully invest in new technologies relative to its peers; develop new software and services; and leverage its scale, manufacturing capabilities and synergies with existing product lines.

The Company is exposed to increased competition in attracting, recruiting, and retaining the key talent and skills that it needs for its development and growth. It regularly reviews its organizational structure to remain competitive, and in the last year it announced some changes to its leadership structure designed to provide greater focus on its long-term goals and to support its future growth plans. Despite making significant efforts, the Company may be unsuccessful or delayed in realizing the expected benefits of its new leadership structure, or unable to recruit and retain the key talent and skills it needs, which could impair its ability to develop and innovate and could as a result cause a slowdown in its growth (see also "Risk Factors — If the Company is unable to attract, hire and retain the services of key employees, including members of its management team, or qualified employees, including employees who possess specialized market knowledge and technical skills, the Company's ability to compete, to manage its operations effectively, or to develop new products could be materially adversely affected").

The Company has completed several acquisitions in the past years, and it may also consider pursuing acquisitions, investments, alliances, joint ventures or similar transactions in the future. Any such transactions would involve a number of risks, including:

- difficulties in integrating the operations of any acquired or new businesses with the Company's existing operations and the failure by management to accomplish such integration successfully;

- the necessity to raise additional capital, through debt or equity, or use cash that would otherwise have been available to support the Company's existing business operations and research and development activities to finance the transaction (see "Risk Factors — The Company uses cash generated from its operating activities to fund its business and execute its growth strategy and may require additional capital that may not be available to the Company");

- the diversion of management's attention;

- difficulties in realizing projected efficiencies, cost savings and synergies;

- the potential loss of key employees or customers of an acquired business or adverse effects on existing business relationships with suppliers and customers (see "Risk Factors — If the Company is unable to attract, hire and retain the services of key employees, including members of its management team, or qualified employees, including employees who possess specialized market knowledge and technical skills, the Company's ability to compete, to manage its operations effectively, or to develop new products could be materially adversely affected");

- unforeseen costs and liabilities, including litigation or other claims arising in connection with the acquired company or investment;

- difficulties in integrating the information technology systems, applications and databases of any acquired or new businesses with the Company's existing systems and related difficulties in the implementation of the Company's disclosure controls and procedures, internal controls over financial reporting as well as procedures relating to cybersecurity and compliance with applicable regulations, or deficiencies in connection thereto, which could affect the Company's compliance with its obligations under applicable laws, regulations, rules and listing standards or may require the Company to avail itself of scope limitations with respect to certifications required thereunder (see "Risk Factors — The failure of the Company's information technology systems, difficulties in implementing its new ERP system or a security breach could materially adversely affect the Company's business, results of operations or financial condition");

- a negative impact on overall profitability if any acquired or new businesses do not achieve the financial results projected in the Company's valuation models;

- dilution to existing shareholders if securities of the Company are issued as part of transaction consideration or to fund the transaction consideration; and

- the inability to direct the management and policies of any acquired business, joint venture, strategic alliance, or partnership, particularly in circumstances where other participants may be able to take action contrary to the Company's instructions or requests and against its policies and objectives.

The Company's ability to grow through strategic acquisitions, investments, alliances, joint ventures or other similar transactions will depend, among other things, on the availability of such strategic opportunities, their cost, their terms and conditions, the Company's ability to compete effectively for such strategic opportunities and the availability to the Company of required capital and personnel. The Company may also be precluded from pursuing such transactions as a result of financial or other covenants in agreements to which it is a party. The Company's inability to take advantage of future strategic opportunities, or its failure to successfully address the risks associated with any strategic opportunities that is completed, could have a material adverse effect on the Company's business, results of operations or financial condition.

The rapid growth of the Company over the last few years, whether through organic growth, entry into new markets or acquisitions, presents additional organizational challenges associated with becoming a larger global organization: the culture, standards, core values, internal controls and policies need to be instilled across newly acquired or developed businesses as well as maintained within existing operations. To effectively communicate and manage these standards throughout a large global organization is both challenging and time consuming. Cultural differences in various countries may also present barriers to

introducing new ideas or aligning the Company's vision and strategy with the rest of the organization. If the Company cannot overcome these obstacles in maintaining a strategic bond throughout the Company worldwide, it may not be able to achieve its growth and profitability objectives.

Unfavourable weather conditions, and climate change more generally, may reduce demand and negatively impact sales and production of certain of the Company's products

The sales of the Company's products are affected by unfavourable weather conditions. Unfavourable weather in any particular geographic region may have a material adverse effect on sales of the Company's products in that region. In particular, lack of snowfall during winter may materially adversely affect snowmobile sales, while excessive rain before and during spring and summer may materially adversely affect sales of off-road vehicles, three-wheeled vehicles, PWCs, boats and marine propulsion systems. To the extent that unfavourable weather conditions are exacerbated by global climate change or otherwise, the Company's sales may be affected to a greater degree than previously experienced. There is no assurance that unfavourable weather conditions could not affect the Company's sales for any of its products, which, in turn, could have a material adverse effect on the Company's business, results of operations or financial condition.

Furthermore, any of the Company's manufacturing facility may be vulnerable to the adverse effects of climate change. Changing market dynamics, global policy developments, and the increasing frequency and impact of extreme weather events on critical infrastructure in Canada, the U.S., Mexico and elsewhere have the potential to disrupt the Company's business and the business of its third-party suppliers, and may cause the Company to experience higher attrition, losses and additional costs to maintain or resume operations.

The Company's results of operations fluctuate from quarter to quarter and from year to year as they are affected, among other things, by the seasonal nature of its business

The Company's results of operations experience substantial fluctuations from quarter to quarter and year to year. In general, retail sales of the Company's products are highest in their particular season of use and in the immediately preceding period. For example, retail sales for snowmobiles will be highest in fall and winter, retail sales for PWCs will be highest in spring and summer and retail sales for boats will be highest in winter and spring. Revenues in the first half of the fiscal year have generally been lower than those in the second half. However, the mix of product sales may vary considerably from time to time as a result of changes in seasonal and geographic demand, the introduction of new products and models and production scheduling for particular types of products. Any negative economic conditions that occur during the months of traditionally higher sales of a given product could have a disproportionate effect on the Company's results of operations for the entire fiscal year. In addition, the Company's dealers and distributors may modify orders, change delivery schedules or change the mix of products ordered. The Company may also make strategic decisions to deliver and invoice products at certain dates in order to lower costs or improve supply chain efficiencies or may be forced to do so because of supply chain issues or disruption. As a result, the Company's results of operations are likely to fluctuate significantly from period to period such that any historical results should not be considered indicative of the results to be expected for any future period. In addition, the Company incurs significant additional expenses in the periods leading up to the introduction of new products which may also result in fluctuations in the Company's results of operations, and which may be exacerbated further with the Company's announcement of the creation of a new business unit that will focus on product categories that fall outside its historical core business. The Company's annual and quarterly gross profit margins are also sensitive to a number of factors, many of which are beyond its control, including shifts in product sales mix, geographic sales trends, and currency exchange rate fluctuations, all of which the Company expects will continue. This seasonality in revenues, expenses and margins, along with other factors that are beyond the Company's control, including general economic conditions, changes in consumer preferences, weather conditions, tariffs, free-trade arrangements, geopolitical uncertainty, the cost or availability of raw materials or labour, discretionary spending habits and currency exchange rate fluctuations, could materially adversely affect the Company's business, results of operations or financial condition.

The Company relies on a network of independent dealers and distributors to manage the retail distribution of its products and failure to establish or maintain the appropriate level of dealers and distributors may negatively impact its business

The Company depends on the capability of its independent dealers and distributors to develop and implement effective retail sales plans to create demand among retail purchasers for its products. If the Company's independent dealers and distributors are not successful in these endeavours, the Company will be unable to maintain or grow its sales. The measures taken by governmental authorities in connection with the COVID-19 health crisis, including with respect to labour stoppages, business interruptions and restrictions or temporary shutdowns have impacted, and may in the future impact, the ability of the Company's independent dealers and distributors to carry out their retail sales plans for a certain period of time. In addition, in the last year, the Company shipped some substantially completed units to its dealers, which may have added pressure to their operations, and which, if it were to continue, could lead to some level of disengagement or inability for such dealers to maintain their usual level of efficiency in carrying out their operations.

Further, independent dealers and distributors may experience difficulty in funding their day-to-day cash flow needs and paying their obligations resulting from adverse business conditions, including weakened consumer spending or tightened credit, as currently experienced in light of the significant increase of interest and inflation rates. Inability to fund operations can force dealers and distributors to cease business, and the Company may not be able to obtain alternate distribution in the vacated market, which could negatively impact the Company's sales through reduced market presence or inadequate market coverage. In the event of a dealer or distributor default under any financing arrangement, the Company may also be required to repurchase such dealer's or distributor's inventory from the financing company. See "Risk Factors — The inability of the Company's dealers and distributors to secure adequate access to capital could materially adversely affect the Company's business, results of operations or financial condition". Additionally, weak demand for the Company's products may cause dealers and distributors to voluntarily or involuntarily reduce or terminate their business with the Company. In addition to dealers or distributors ceasing business, in some cases, the Company may seek to terminate relationships with some dealers or distributors leading to a reduction in the number of its dealers or distributors. Being forced to liquidate a former dealer's or distributor's inventory of the Company's products could add downward pressure on such products' prices. Ultimately, if the Company fails to establish or maintain an appropriate level of dealers and distributors for each of its products, the Company may not obtain adequate market coverage for the desired level of retail sales of its products.

Moreover, the unplanned loss of any of the Company's independent dealers or distributors may create negative impressions of the Company with its retail customers and have a material adverse impact on the Company's ability to collect wholesale receivables that are associated with that dealer or distributor. Also, if the Company's dealer and distributor base were to consolidate, competition for the business of fewer dealers and distributors would intensify. If the Company does not provide product offerings and pricing that meet the needs of its dealers and distributors, or if the Company loses a substantial amount of its dealer and distributor base or is not able to expand in certain key regions, its business, results of operations or financial condition could be materially adversely affected.

The Company sells a majority of its products through dealer and distributor agreements. In general, distributors are contractually obligated to offer the Company's products on an exclusive basis. However, many of the dealers through which the Company sells its products also carry competing product offerings and most dealers who sell the Company's products exclusively are not contractually obligated to continue to do so and may choose to sell competing products at any time. If certain dealers or distributors decide to emphasize products from the Company's competitors or to otherwise reduce their purchase of the Company's products, it may lower the Company's sales. The Company also relies on its dealers and distributors to service and repair its products. The addition of several new technologies in the Company's products increases their complexity which in turn requires additional skills and knowledge from its dealers and distributors to service and repair these products. There can be no assurance that the Company's dealers and distributors will provide high quality repair services to the Company's customers. If dealers or distributors fail to provide quality service during either trial, delivery or after-sales service to the Company's customers, the Company's brand identity and reputation may be damaged, which could have a material adverse effect on the Company's business, results of operations or financial condition.

In order to remain competitive, the Company may leverage different sales strategies, which could include considering changes to its existing distribution model. The Company's ability to explore alternative models

may depend on laws that could be interpreted to impose limitations on the direct-to-consumer sales model and on actions and efforts of its dealers and distributors against such changes. Any such attempt by the Company may also negatively impact its relationships with its existing dealers and distributors and limit its ability to develop relationships with new dealers and distributors, thereby potentially having a material adverse effect on the Company's business, results of operations or financial condition.

The inability of the Company's dealers and distributors to secure adequate access to capital could materially adversely affect the Company's business, results of operations or financial condition

The Company's dealers and distributors require adequate liquidity to finance their operations and to purchase the Company's products. Dealers and distributors are subject to numerous risks and uncertainties that could unfavourably affect their liquidity positions, including, among other things, continued access to adequate financing sources on a timely basis and on reasonable terms. The Company currently has agreements in place with large financing companies to provide inventory financing to its dealers and distributors to facilitate their purchase of the Company's products. These sources of financing are instrumental to the Company's ability to sell products through the Company's distribution network, as a significant percentage of the Company's sales are done under such arrangements. See "Business of the Company — Distribution, Sales and Marketing — Distribution and Sales — Dealers' and Distributors' Inventory Financing Arrangements". Also, last year the Company obtained, and it may obtain in the future, financing for substantially completed units shipped to the Company's dealers that is conditional on meeting certain financial thresholds, which, if not met, may result in increased levels of inventory for the Company, thereby potentially impacting the timing in revenue recognition and cash flows as working capital. The Company's business, results of operations or financial condition could be materially adversely affected if a decline in financing availability to the Company's dealers and distributors occurs, or if financing terms change unfavourably, or become too costly, as may be the case in light of the recent rising rate environment. This could require the Company to find alternative sources of financing, including the Company potentially providing financing directly to dealers and distributors, which could require additional capital to fund the associated receivables. In the event of a dealer or distributor default, the Company may be required to purchase new and unused products at the total unpaid principal balance to the finance company from financing companies providing inventory financing to the Company's dealers and distributors, subject to certain caps as described under "Business of the Company – Distribution, Sales and Marketing". Any requirement of the Company to purchase the inventory of several of its dealers or distributors could result in a material adverse effect on the Company's business, results of operations or financial condition.

The Company is subject to laws, rules and regulations regarding product safety, health, environmental and noise pollution and other issues that could cause the Company to incur fines or penalties or increase its capital or operating costs

The Company is subject to federal, provincial/state and local/municipal laws, rules and regulations in Canada, the United States, Europe and other countries regarding product safety, health, environmental and noise pollution and other issues that could cause the Company to incur fines or penalties or increase the Company's capital or operating costs, all of which could have a material adverse effect on the Company's business, results of operations or financial condition. A failure to comply with, or compliance with, any such requirements or any new requirements could result in increased expenses to modify the Company's products, or harm to its reputation, which could have a material adverse effect on the Company's business, results of operations or financial condition. Certain jurisdictions require or are considering requiring a license to operate the Company's products. While such licensing requirements are not expected to be unduly restrictive, they may deter potential customers, thereby reducing the Company's sales. The Company's products are also subject to laws, rules and regulations imposing environmental, noise emission, zoning and permitting restrictions, which laws, rules and regulations are subject to change and may limit the locations where the Company's products may be sold or used or restrict their use during certain times or on certain conditions (see "Risk Factors — Any decline in the social acceptability of the Company or of the Company's products or any increased restrictions on the access or the use of the Company's products in certain locations could materially adversely affect its business, results of operations or financial condition"). Since the beginning of the COVID-19 pandemic, the Company also has had to adapt its health and safety measures throughout its facilities to comply with changing local regulations in connection with the COVID-19 health crisis, resulting in incremental

costs to the Company. Although the effects of the COVID-19 health crisis are slowly dissipating and resulting in the lifting of some of these measures, others have been kept in place and it is possible that additional costs and investments will be required in the future if new regulations or restrictions are put in place if there are resurgences of the pandemic, including through subsequent waves or additional variants, or if there are other diseases that give rise to similar effects emerging.

Climate change is receiving increasing attention worldwide. A perceived consensus among scientists, legislators and others regarding the impact of increased levels of greenhouse gases, including carbon dioxide, on climate change has led to significant legislative and regulatory efforts to limit greenhouse gas emissions. Greenhouse gas regulations could require the Company to purchase allowances to offset the Company's own emissions or result in an overall increase in costs of raw materials or operating expenses, any of which could reduce competitiveness in a global economy or otherwise have a material adverse effect on the Company's business, results of operations or financial condition. Many of the Company's suppliers face similar circumstances. Moreover, the Company may face greater regulatory or customer pressure to develop products that generate less emissions. This may require the Company to spend additional funds on research and development and implementation and subject the Company to the risk that the Company's competitors may respond to these pressures in a manner that gives them a competitive advantage. The development of such products may also present challenges in maintaining the look, sound and feel of the Company's products. While additional regulations of emissions in a near future appear more likely than not, it is too early to predict whether such regulation could ultimately have a material adverse effect on the Company's business, results of operations or financial condition (see "Risk Factors — Any decline in the social acceptability of the Company or of the Company's products or any increased restrictions on the access or the use of the Company's products in certain locations could materially adversely affect its business, results of operations or financial condition"). Part of the Company's strategy to address these risks includes the initiatives and targets detailed in the Company's CSR25 Program as well as the Company's five-year plan to offer electric models in each of its product lines, which itself presents additional risks, including with respect to compliance with rules, laws and regulations applicable to the EV industry.

The Company is also subject to environmental laws, rules and regulations pursuant to which, among other things, current or previous owners or occupants of property may become liable for the contamination of such property and, as a result, may be liable for the costs of investigating, removing and monitoring any hazardous substances found on the property. Given the nature of the Company's manufacturing activities and the fact that certain of its facilities have been in operation for many years, the Company and the prior owners or occupants of its property may have generated and disposed of materials that are or may be considered hazardous. The Company is aware of certain current environmental liabilities in relation to certain of its property and it is possible that additional environmental liabilities may arise in the future as a result of any prior or future generation or disposal of hazardous materials. The Company may therefore incur material costs and obligations related to environmental compliance and remediation matters in the future. Any failure to comply with, or the compliance with, any applicable environmental laws, rules or regulations, could have a material adverse effect on the Company's business, results of operations or financial condition.

The Company has a relatively large fixed cost base that can affect its profitability in a declining sales environment

The fixed costs involved in owning and operating the Company's facilities can reduce the Company's gross profit margins when sales and production decline, such as could be the case as a result of the inflationary environment driven by high demand and supply chain disruptions. The Company's profitability is dependent, in part, on its ability to spread fixed costs over an increasing number of products sold and shipped, and if the Company is required to reduce its rate of production, gross profit margins could be negatively affected. Consequently, decreased demand can lower the Company's ability to absorb fixed costs, which could have a material adverse effect on its business, results of operations or financial condition.

The Company faces intense competition in all product lines and any failure to compete effectively against competitors or any failure to meet consumers' evolving expectations could materially adversely impact the Company's business, results of operations or financial condition

The powersports and marine industries are highly competitive. Competition in these industries is based upon a number of factors, including price, quality, reliability, styling, product features, warranties, overall consumer experience and the ability to constantly innovate. At the dealer and distributor level, factors impacting competition include sales and marketing support programs such as retail sales promotions, dealer and distributor performance bonuses, and dealer and distributor inventory financing. Some of the Company's competitors are more diversified and have financial and marketing resources that are greater than the Company's, which allow these competitors to invest more heavily in intellectual property, product development, sales and marketing support and innovative consumer offers. The Company is also subject to competitive pricing. Such pricing pressure may limit the Company's ability to maintain prices or to increase prices for its products in response to raw material, component and other cost increases, and therefore negatively affect the Company's profit margins.

In addition, the industries in which the Company does business may experience significant change in the coming years. Participants are disrupting, and could continue to disrupt, the historic business model of such industries through the introduction of new technologies, products, business models or services as well as by establishing alternative sales channels. The Company expects to face increased pressure in the future to develop new products and services, including products and services that could be viewed as falling outside its historical core business such as EVs and digital services.

With the demand for digital capabilities further enhanced by the COVID-19 crisis, a failure to keep pace with customer demands or to react to or anticipate changing trends in a timely and cost-efficient manner could affect the Company's customer base and limit the Company's ability to attract new customers. Although the Company accelerated its digital transformation in response to the COVID-19 crisis and increased customer demands, its competitors may adapt their customer experience more rapidly or in a more cost-efficient manner, which could adversely affect the Company's business, results of operations or financial condition, reputation and brand value.

The process of designing and developing new technologies, products and services is complex, costly and uncertain, requires extensive capital investment and is dependent upon the ability to recruit and retain talent. There can be no assurance that future innovation is achievable or will occur in a timely manner, or that competitors of the Company will not be able to develop new technologies, products and services before the Company does or that it will acquire technologies on an exclusive basis or at a significant price advantage. In this context, the Company is also exposing itself to the risks associated with expanding into new markets and industries, which success may be adversely affected by a number of factors, including the potential need for greater investments than originally planned in advertising and promotional activity to build brand awareness, the difficulties in predicting consumer tastes and discretionary spending patters which may differ from its existing markets, and the complexities related to sourcing new materials, processes and technologies and adopting entirely new business models. If the Company is not able to compete with new products, product features, models or product prices of its competitors, to attract new dealers and distributors and retain existing ones, to adapt to changing consumer habits or disruption in historical business models, or to successfully execute its plans to enter new markets and industries, the Company's business, results of operations or financial condition could be materially adversely affected.

If the Company fails to maintain an effective system of internal control over financial reporting, the Company may not be able to produce accurate and timely financial statements

Ensuring that the Company has adequate internal financial and accounting controls and procedures in place so that it can produce accurate financial statements on a timely basis is a costly and time-consuming effort that needs to be evaluated frequently. If the Company fails to correct any material weakness it may have in its internal controls, or having corrected such material weakness, thereafter, fails to maintain the adequacy of its internal controls, the Company may be unable to report its financial results accurately, which could increase operating costs and harm its business, including investors' perception of its business and the price of its Subordinate Voting Shares. Any continued or future failure to maintain adequate internal controls over financial reporting could materially adversely affect the Company's business, results of operations or financial condition.

The Company's success depends upon the continued strength of its reputation and brands

The Company's well-established brands include Ski-Doo and Lynx snowmobiles, Sea-Doo watercraft and pontoons, Can-Am on and off-road vehicles, Alumacraft and Quintrex boats, Manitou pontoons and Rotax marine propulsion systems as well as Rotax engines for karts and recreational aircraft. The Company believes that its reputation and brands are significant contributors to the success of its business. Any negative publicity about the Company's products could diminish customer trust, do significant damage to the Company's reputation and brands and negatively impact sales. As the Company expands into new geographical markets, including through acquisitions, maintaining and enhancing its brands may become increasingly difficult and expensive, as consumers in these markets may not accept its brand image. Failure to maintain and enhance the Company's brands in any of its markets may materially adversely affect the Company's business, results of operations or financial condition.

The Company's brands and branded products could also be adversely impacted by incidents that reflect negatively on the Company. Moreover, the negative impact of these events may be aggravated due to their coverage in the media and on social media, over which the Company has no control. For instance, there has been increased media attention in the last year with respect to the alleged unauthorized use by third parties of Rotax engines in military drones, which could potentially impact the Company's reputation. The increasing use of social media has also heightened the need for reputational risk management. Any actions the Company take that cause negative public opinion have the potential to negatively impact the Company's reputation, which may materially adversely affect its business, results of operations or financial condition (see "Risk Factors — Any decline in the social acceptability of the Company or of the Company's products or any increased restrictions on the access or the use of the Company's products in certain locations could materially adversely affect its business, results of operations or financial condition").

An adverse determination in any significant product liability claim against the Company could materially adversely affect its business, results of operations or financial condition

The development, manufacturing, sale and usage of the Company's products expose the Company to significant risks associated with product liability claims. If the Company's products are defective, malfunction or are used incorrectly by its consumers, it may result in bodily injury, property damage or other injury, including death, which could give rise to product liability claims against the Company. Changes to the Company's manufacturing processes and the production of new products could result in product quality issues, thereby increasing the risk of litigation and potential liability. Any losses that the Company may suffer from any liability claims and the effect that any product liability litigation may have upon the brand image, reputation and marketability of the Company's products could have a material adverse impact on its business, results of operations or financial condition.

The Company does not believe the outcome of any pending product liability claim could have a material adverse effect on its business, results of operations or financial condition, and the Company has insurance with respect to future claims in amounts it believes to be appropriate. However, no assurance can be given that the Company's historical claims record will not change, that material product liability claims will not be made in the future against the Company, or that claims will not arise in the future in excess or outside the coverage of the Company's indemnities and insurance. The Company records provisions for known potential liabilities, but there is the possibility that actual losses may exceed these provisions and therefore negatively impact earnings. Also, the cost of adequate product liability insurance continues to increase, and the Company may not be able to obtain in the future product liability insurance at reasonable costs or on acceptable terms. Adverse determinations of material product liability claims made against the Company could also harm the Company's reputation and cause it to lose customers and could have a material adverse effect on its business, results of operations or financial condition (see "Risk Factors — The Company's success depends upon the continued strength of its reputation and brands).

Significant product repair and/or replacement due to product warranty claims or product recalls could have a material adverse impact on the Company's business, results of operations or financial condition

The Company provides a limited warranty against defects for all of its products for a period generally varying from six months to five years. The Company may provide extended warranty coverage related to certain promotional programs, as well as extended warranty coverage in certain geographical markets as determined by local laws, rules or regulations and market conditions. The Company also provides a limited emissions warranty for certain emissions related parts in its products as required by the United States Environmental Protection Agency and the California Air Resources Board. Although the Company employs quality control procedures, it happens that a product manufactured by the Company needs repair or replacement or is recalled. The Company's standard warranties require that dealers repair or replace defective products during such warranty periods at no cost to the consumer. The Company records provisions based on an estimate of product warranty claims, but there is the possibility that actual claims may exceed these provisions, especially if it relates to new products that bring additional complexities and for which the Company does not have the same historical knowledge, such as EVs, therefore negatively impacting earnings. The Company could make major product recalls or could be held liable in the event that some of its products do not meet safety standards or statutory requirements on product safety or consumer protection. In addition, the risks associated with product recalls may be aggravated if production volumes increase significantly, as it has been the case in the last years; or if supplied goods do not meet the Company's standards, or the Company fails to perform its risk analysis systematically or product-related decisions are not fully documented. Historically, product recalls have been administered through the Company's dealers and distributors. The repair and replacement costs that the Company could incur in connection with a recall could have a material adverse effect on the Company's business, results of operations or financial condition. Product recalls could also harm the Company's reputation and cause it to lose customers, particularly if recalls cause consumers to question the safety or reliability of the Company's products, which could have a material adverse effect on the Company's business, results of operations or financial condition (see "Risk Factors — The Company's success depends upon the continued strength of its reputation and brands).

Failure to carry adequate insurance coverage may have a material adverse effect on the Company

The Company maintains liability insurance, property and business interruption insurance, cyber liability insurance, cargo insurance, workers' compensation coverage in the United States to the required statutory limits, automotive liability insurance, aviation insurance and directors and officers insurance, and its insurance coverage reflects deductibles, self-insured retentions, limits of liability and similar provisions. However, there is no guarantee that insurance proceeds will be paid to it in a timely manner or that the Company's insurance coverage will be sufficient. The Company has manufacturing sites that are the exclusive source of some of its materials, such that if these sites were subject to disruptive events outside of its control, it could have a material effect on the Company's supply chain logistics and operations' interdependencies and could result in losses in excess of its insurance coverage. Any uninsured loss or claim (including a loss that is less than the applicable deductible or that is not covered by insurance, such as, in certain cases, losses due to acts of war and certain natural disasters), or a loss or claim in excess of insured limits, in full or in part, may result in significant expenditures by the Company. Moreover, the Company may not be able to maintain insurance policies in the future at reasonable costs, on acceptable terms or at all, which may adversely affect its business, financial condition and results of operations. The successful assertion of one or more large claims against the Company that exceed available insurance coverage, or the occurrence of changes in the Company's insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could adversely affect its business, financial condition and results of operations.

Among other factors, national security concerns, acts of war, certain natural disasters, pandemics such as the COVID-19 pandemic, or any changes in any applicable statutory requirement binding insurance carriers to offer certain types of coverage could also adversely affect available insurance coverage and result in, among other things, increased premiums on available coverage (which may cause the Company to elect to reduce its policy limits or not renew its coverage) and additional exclusions from coverage. As cyber incidents and threats continue to increase in frequency and evolve in complexity, the Company may also be required to expend additional, perhaps significant, resources to continue to update, modify or enhance its protective measures or to investigate and remediate any vulnerability to cyber incidents.

The Company depends upon the successful management of the inventory levels, both at the Company's and the dealers' and distributors' levels, and any failure to successfully manage inventory levels could have a material adverse effect on the Company's business, results of operations or financial condition

The Company must maintain sufficient inventory levels to operate its business successfully. However, the Company must also guard against accumulating excess inventory as it seeks to minimize lost sales. The nature of the Company's product lines requires the Company to purchase supplies and manufacture products well in advance of the time these products are offered for sale. As a result, the Company may experience difficulty in responding to a changing retail environment, such as the one currently experienced with growing concerns of a potential recession in Canada, the U.S. and other regions where the Company operates, which may lead to excess inventory if demand does not meet supply.

Sales for certain product lines are managed through longer term purchase commitments, and the Company plans annual production levels and long-term product development and introduction based on anticipated demand, as determined by the Company in reliance on its own market assessment and regular communication with its dealers, distributors and other customers. If the Company does not accurately anticipate the future demand for a particular product or the time it will take to adjust inventory, its inventory levels will not be appropriate and its results of operations may be negatively impacted, including through lower gross profit margins due to greater than anticipated discounts and markdowns that might be necessary to reduce inventory levels. On the other hand, the sales of certain other product lines are managed through shorter-term purchase commitments, and the Company has introduced a flexible order management system for some of its products, which inability to function or to be flexible enough could have a material impact on the Company's management of such commitments. Further, any failure by the Company to maintain adequate inventory levels for such products, which the Company has experienced the last few years due to shortages of key components, supply chain disruptions, labour shortages and other aspects caused by the COVID-19 health crisis, have resulted, and could continue to result in undesirable delivery delays for its customers or result in the loss of certain sales, which could, in turn, have a material adverse effect on the Company's business, results of operations or financial condition.

Additionally, the Company's dealers and distributors could decide to reduce the number of units of the Company's products they hold. Such a decision would likely require the Company to reduce its production levels, thus resulting in lower rates of absorption of fixed costs in the Company's manufacturing facilities and lower gross profit margins. If the Company's dealers and distributors then placed additional orders for the Company's products, this could impair the Company's ability to respond rapidly to these demands and adequately manage its inventory levels, which could materially adversely affect its business, results of operations or financial condition.

The Company may be unable to protect its intellectual property, or it may incur substantial costs as a result of litigation or other proceedings relating to protection of its intellectual property

Following its innovation-focused strategy, the Company's success depends in part on its ability to protect its patents, trademarks, copyrights and trade secrets from unauthorized use by others. If substantial unauthorized use of the Company's intellectual property rights occurs, the Company may incur significant costs in enforcing such rights by prosecuting actions for infringement of its rights, particularly taking into account that policing unauthorized use of the Company's intellectual property may be more difficult outside North America and Europe and that the laws in those jurisdictions may not protect intellectual property rights to the same extent as the laws in North America and Europe. Such unauthorized use could also result in the diversion of engineering and management resources to these matters at the expense of other tasks related to the business. Also, because of the rapid pace of technological change in the Company's industry, aspects of its business and products rely on technologies developed or licensed by third parties, and the Company may not be able to obtain or continue to obtain licenses and technologies from these third parties on reasonable terms or at all. Others may initiate litigation to challenge the validity of the Company's patents, trademarks, copyrights and trade secrets or those of third parties on which the Company relies through licenses or otherwise, or allege that the Company or such third parties infringe their patents, trademarks, copyrights or

trade secrets. If the Company's competitors initiate litigation to challenge the validity of the Company's patents, trademarks, copyrights and trade secrets, or those of third parties on which the Company relies through licenses or otherwise, or allege that the Company or such third parties infringe theirs, the Company may incur substantial costs to defend its rights or may not be able to obtain or continue to obtain licenses from these third parties. If the outcome of any such litigation is unfavourable to the Company or these third parties, its business, results of operations or financial condition could be materially adversely affected. The Company also cannot be sure that the patents it has obtained, or other protections such as confidentiality and trade secrets, will be adequate to prevent imitation of its products and technology by others. If the Company is unable to protect its technology through the enforcement of intellectual property rights, its ability to compete based on technological advantages may be harmed. If the Company fails to prevent substantial unauthorized use of its trade secrets, it risks the loss of certain competitive advantages, which could have a material adverse effect on its business, results of operations or financial condition.

Some of the Company's direct and indirect competitors may have significantly more resources to direct toward developing and patenting new technologies. It is possible that the Company's competitors will develop and patent equivalent or superior engine and motor technologies and other products that compete with the Company's products. They may assert these patents against the Company and the Company may be required to license these patents on unfavourable terms or cease using the technology covered by these patents, either of which could harm the Company's competitive position and may materially adversely affect its business, results of operation or financial condition.

Additionally, the Company has been and could in the future be a defendant in patent proceedings or similar actions and if it is unsuccessful in its defense of any of these actions, there could be material adverse consequences including payment of monetary damages, licensing of patents on unfavourable terms, limitations on its ability to use certain technology and removal of desirable features from the Company's products. Even if the Company was able to defeat such claims, the allegation that it is infringing on others' intellectual property rights could harm its reputation and cause it to incur significant costs in connection with its defense of these actions. Also, from time to time, third parties have challenged, and may in the future try to challenge, the Company's trademark rights and branding practices. The Company may be required to institute or defend litigation to enforce its trademark rights, which, regardless of the outcome, could result in substantial costs and diversion of resources and could have a material adverse effect on the Company's business, results of operations or financial condition. If the Company loses the use of a product name, its efforts spent building that brand will be lost and it will have to rebuild a brand for that product, which it may or may not be able to do.

The Company may not be able to successfully execute its manufacturing strategy or to meet customer demand as a result of manufacturing capacity constraints

One of the priorities of the strategic plan established by management consists of sustained efforts in the areas of cost reduction and operational efficiencies. This priority aims in part at leveraging the strength of the Company's established manufacturing centers. In addition, in order to help the Company respond to ongoing changes in the marketplace and reduce inventory across the supply chain, the Company's cost reduction and operational efficiencies efforts focus on further implementing model mix production on its assembly lines, which allows the Company to produce a greater range of models on a weekly and daily basis, without expensive set-up costs or production downtime. The Company believes that flexible manufacturing is the key element to enable improvements in the Company's ability to respond to customers in a cost-effective manner. The success of the Company in implementing this priority of its strategic plan is dependent on the involvement of management, production employees and suppliers. Any failure to achieve this cost reduction and operational efficiencies priority (including the anticipated levels of productivity and operational efficiencies) in the Company's manufacturing facilities, could materially adversely impact the Company's business, results of operations or financial condition and its ability to deliver the right product at the right time to the customer.

A significant increase in demand for its products, the development of new products or the enhancement of existing products or models could require the construction, improvement, re-configuration, relocation or expansion of the Company's existing production facilities, such as those completed in the last year in Mexico at Juárez 3 and Querétaro, as well as the recently announced EV manufacturing plant in Querétaro and the additional boat manufacturing plant in Chihuahua City. Any such development of new

manufacturing operations inherently involves a number of risks and uncertainties, including ongoing compliance with regulatory requirements, procurement and maintenance of construction, procurement of building materials and equipment, environmental and operational licenses and approvals for additional expansion, potential supply chain constraints, hiring, training and retaining qualified employees, receipt of the expected subsidies and ability to realize on the expected synergies and related delays in operating facilities at a maximum production level while manufacturing high-quality units at scale. There can be no assurance that the Company's current or future manufacturing capabilities will be sufficient to meet customer demand in the future or that the Company will be able to successfully expand its manufacturing capabilities, or do so in a timely manner, to meet demand, which could result in loss of revenue and market share. Similarly, the competitive real estate landscape is evolving and there can be no assurance that the Company will be able to identify and to secure, in a timely manner, through long-term leases or acquisitions, lands and buildings that offer optimal location and meet the other business and operational requirements, while also being on acceptable pricing terms and conditions.

Increased freight and shipping costs or disruptions in transportation and shipping infrastructure could adversely impact the Company's business, results of operations or financial condition

The Company uses external freight shipping and transportation services to transport and deliver products and raw materials. Adverse fluctuations in freight costs, limitations on shipping and receiving capacity, and other disruptions in the transportation and shipping infrastructure at important geographic points of exit and entry for the Company's products and raw materials could adversely affect its business and results of operations. For example, delivery delays or increases in transportation costs (including through increased fuel costs, increased carrier rates or driver wages as a result of driver shortages, a decrease in transportation capacity for overseas shipments, or work stoppages or slowdowns) could significantly decrease the Company's ability to make sales and earn profits. Labour shortages or work stoppages in the transportation industry or long-term disruptions to the national and international transportation infrastructure that lead to delays or interruptions of deliveries or which would necessitate the Company securing alternative shipping suppliers could also increase its costs or otherwise negatively affect its business, results of operations or financial condition. The Company's inbound shipping costs are also impacted by changing dynamics in the ocean shipping industry, most notably by the wave of market consolidation observed in container shipping in recent years. In the last year, the Company has experienced, and may in the future continue to experience, an increase in freight costs, which could have a further impact on the Company's results of operations. Disruptions in the movement of freight caused by the COVID-19 crisis are also impacting the Company's freight costs and ultimately its revenues, notably by forcing the Company to resort to expedited freight or air freight in order to secure its supply to maintain production and mitigate delays.

Covenants contained in agreements to which the Company is a party affect and, in some cases, significantly limit or prohibit the manner in which the Company operates its business

Some of the financing and other major agreements to which the Company is a party, including the Term Facility and the Revolving Credit Facilities, contain certain covenants that affect and, in some cases, significantly limit, among other things, the activities in which the Company may engage, the ability of the Company to incur debt, grant liens over its assets, engage in lines of business different from its own, consummate asset sales, pay dividends or make other distributions, redeem or otherwise retire shares or make other restricted payments, make loans, advances and other investments, and merge, consolidate or amalgamate with another person. Under the Revolving Credit Facilities, the Company is bound by a fixed charge coverage ratio applicable if excess availability under its Revolving Credit Facilities is less than $100.0 million for seven consecutive business days (until such time as such excess availability exceeds $100.0 million for seven consecutive business days). These covenants may prevent the Company from pursuing certain business opportunities or taking certain actions that may be in the best interest of the business, which could materially adversely affect its business and financial results.

A failure by the Company to comply with such contractual obligations or to pay amounts due under financing and other major agreements could result in an acceleration of the debt incurred under such agreements, a termination of the commitments made thereunder, as well as an exercise of remedies provided therein by the creditors of the Company (including foreclosure over substantially all of the assets of the

Company). In such a situation, the Company may not be able to repay the accelerated indebtedness, fulfill its obligations under certain contracts or otherwise cover its fixed costs, which could result in a material adverse effect on the Company's business, results of operations or financial condition.

Tax matters and changes in tax laws could materially adversely affect the Company's business, results of operations or financial condition

The Company, as an international company conducting operations through subsidiaries in multiple jurisdictions, is subject to income taxes in Canada, the United States and numerous other foreign jurisdictions. The Company's effective income tax rate in the future could be adversely affected as a result of a number of factors, including acquisitions, changes in the mix of earnings in countries with different statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in tax laws and the outcome of income tax audits in various jurisdictions around the world. The Company regularly assesses all of these matters to determine the adequacy of its tax liabilities. If any of the Company's assessments turn out to be incorrect, the Company's business, results of operations or financial condition could be materially adversely affected.

The Company's Canadian and foreign subsidiaries undertake certain operations with other currently existing or new subsidiaries in different jurisdictions, including Canada, the United States, Mexico, Finland, Austria and Switzerland. The tax laws of these jurisdictions, including Canada, have detailed transfer pricing rules that require that all transactions with non-resident related parties be priced using arm's length pricing principles. Although the Company believes that its transfer pricing policies have been reasonably determined in accordance with arm's length principles, the taxation authorities in the jurisdictions where the Company carries on business could challenge its arm's length related party transfer pricing policies. International transfer pricing is a subjective area of taxation and generally involves a significant degree of judgment. If any of these taxation authorities were to successfully challenge the Company's transfer pricing policies, its income tax expense may be adversely affected and the Company could also be subjected to interest and penalties. Any such increase in the Company's income tax expense and related interest and penalties could have a material adverse effect on its business, results of operations or financial condition.

Additionally, there is uncertainty with respect to tax and trade policies, tariffs and government regulations affecting trade between countries. Major developments in tax policy or trade relations, such as the CUSMA which came into effect on July 1, 2020 (replacing the North American Free Trade Agreement), the disallowance of tax deductions for imported merchandise or the imposition of unilateral tariffs on imported products, could have a material adverse effect on the Company's growth opportunities, business and results of operations.

The Company's Canadian and foreign entities are entitled to claim certain expenses, deductions, and tax credits, including research and development expenses and Scientific Research and Experimental Development tax credits. Although the Company believes that its claims or deductions have been reasonably determined, there can be no assurance that the Canadian (federal or provincial) or the relevant foreign taxation authorities will agree. If a taxation authority were to successfully challenge the correctness of such expenses, deductions, or tax credits claimed, or if a taxation authority were to reduce any tax credit either by reducing the rate of the grant or the eligibility of some research and development expenses in the future, the Company's business, results of operations or financial condition could be materially adversely affected.

An impairment in the carrying value of goodwill and intangibles could negatively impact the Company's consolidated results of operations and net worth

Goodwill and intangible assets, such as the Company's trademarks, are recorded at fair value at the time of acquisition and are not amortized but are reviewed for impairment annually or more frequently if impairment indicators arise. The determination of whether goodwill impairment has occurred is based on a comparison of each of the Company's reporting units' fair market value with its carrying value. Significant and unanticipated changes in circumstances, such as significant and long-term adverse changes in business climate, unanticipated competition, changes in technology or markets, and/or acquisitions not yielding expected returns could require a provision for impairment in a future period that could negatively impact the Company's business, results of operations or financial condition, and reduce the Company's consolidated net worth and

shareholders' equity.

Deterioration in relationships with the Company's non-unionized and unionized employees could have a material adverse effect on the business, results of operations or financial condition

A majority of the Company's employees are non-unionized, including in facilities in Canada and the United States. The maintenance of a productive and efficient labour environment and, in the event of unionization of these employees, the successful negotiation of a collective bargaining agreement, cannot be assured. A deterioration in relationships with employees or in the labour environment could result in work interruptions or other disruptions, or cause management to divert time and resources from other aspects of the Company's business, which could have a material adverse effect on the Company's business, results of operations or financial condition.

Some of the Company's subsidiaries are party to collective bargaining arrangements that expire at various times in the future, namely (i) BRP-Rotax GmbH & Co KG in Gunskirschen, Austria, (ii) BRP Finland Oy in Rovaniemi, Finland, (iii) BRP Queretaro S.A. de C.V. in Queretaro, Mexico and (iv) BRP Megatech Industries Inc. in Shawinigan, Canada. As the Company is dependent on national unions to renew these agreements on terms that are satisfactory as they become subject to renegotiation from time to time, the outcome of these labour negotiations could have a material adverse effect on the Company's business, results of operations or financial condition. Such could be the case if current or future labour negotiations or contracts were to further restrict its ability to maximize the efficiency of its operations. In addition, the Company's ability to make short-term adjustments to control compensation and benefit costs is limited by the terms of its national collective arrangements.

The Company cannot predict the outcome of any current or future negotiations relating to labour disputes, union representation or the renewal of its national collective arrangements, nor can the Company assure that it will not experience work stoppages, strikes, property damage or other forms of labour protests pending the outcome of any current or future negotiations. If its unionized workers engage in a strike or any other form of work stoppage, or if non-unionized employees wish to unionize, the Company could experience a significant disruption to its operations, damage to its property and/or interruption to its services, which could have a material adverse effect on the Company's business, results of operations or financial condition.

Pension plan liability may have a material adverse effect on the Company

Economic cycles can have a negative impact on the funding of the Company's remaining defined benefit pension obligations and related expenditures. In particular, a portion of the Company's pension plan assets are invested in equity securities, which can experience significant declines if financial markets weaken. The Company's latest actuarial valuation reports show that the defined benefit components of the Company's registered pension plans present a combined deficit and, as a result of such deficit combined with the application of the stabilization provisions of the law, the Company is required to make additional contributions to fund that deficit. There is no guarantee that the expenditures and contributions required to fund these defined benefit pension obligations will not increase in the future and therefore negatively impact the Company's operating results, liquidity and financial position. Risks related to the funding of defined benefit pension plans may materialize if total obligations with respect to such a pension plan exceed the total value of the plan fund's assets. Shortfalls may arise due to lower-than-expected returns on investments, changes in the discount rate used to assess the pension plan's obligations, and actuarial losses, as well as changes to existing federal pension laws and regulations. Any of these risks could result in a material adverse effect on the Company's business, results of operations or financial condition.

Natural disasters, unusually adverse weather, epidemic or pandemic outbreaks, boycotts and geo-political events could materially adversely affect the Company's business, results of operations or financial condition

The occurrence of one or more natural disasters, such as hurricanes and earthquakes, unusually adverse weather, epidemic or pandemic outbreaks, such as the COVID-19 outbreak, boycotts and geo-political events, such as the military conflict between Russia and Ukraine, or civil unrest and acts of terrorism, or similar

disruptions could materially adversely affect the Company's business, results of operations or financial condition. These events could result in physical damage to one or more of the Company's properties, increases in fuel or other energy prices, temporary or permanent closure of one or more of the Company's facilities, temporary lack of an adequate workforce in a market, temporary or long-term disruption in the supply of raw materials, product parts and components, temporary disruption in transport to and from overseas, disruption in the Company's distribution network and disruption to the Company's information systems. The Company may incur expenses or delays relating to such events outside of its control, which could have a material adverse impact on its business, operating results and financial condition.

Volatility in the market price of the Subordinate Voting Shares

The market price of the Company's Subordinate Voting Shares has fluctuated in the past and it is reasonable to expect it to fluctuate in the future. In addition to the other risks described herein, the market price of the Subordinate Voting Shares may be influenced by many factors, many of which are beyond the Company's control, including:

- actual or anticipated fluctuations in the Company's quarterly results of operations;
- changes in estimates of the Company's future results of operations by the Company or changes in accounting policies;
- changes in forecasts, estimates or recommendations of securities research analysts regarding the Company's future results of operations or financial performance, or publication of research reports or news stories about the Company, its competitors or its industry;
- changes in the economic performance or market valuations of other companies that investors deem comparable to the Company;
- changes in overall economic conditions, primarily in North America and Europe, including changes that impact consumer spending and discretionary spending, as currently experienced in light of the significant increase of interest and inflation rates;
- additions or departures of the Company's board members, senior management team or other key employees;
- sales or perceived sales of additional Subordinate Voting Shares, and short-sales, hedging and other derivative transactions in the Subordinate Voting Shares;
- litigation or regulatory action against the Company;
- breaches of security or privacy incidents, and the costs associated with any such breaches and remediation;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors; and
- news reports relating to trends, concerns or competitive developments, regulatory changes and other related issues in the Company's industry or target markets.

Financial markets have in the past experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies, including during the first months of the COVID-19 crisis. Such fluctuations have also, in many cases, been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Subordinate Voting Shares may decline even if the Company's operating results, financial condition or prospects have not changed. As well, certain institutional investors may base their investment decisions on consideration of the Company's environmental, governance and social practices and performance against

such institutions' respective investment guidelines and criteria, and failure to meet such criteria may result in a limited or no investment in the Subordinate Voting Shares by those institutions, which could materially adversely affect the trading price of the Subordinate Voting Shares. If such increased levels of volatility and market turmoil resume, as could be the case in light of some growing concerns of a potential recession in Canada, the U.S. and other regions where the Company operates, the Company's business, results of operations or financial condition could be materially adversely impacted and the trading price of the Subordinate Voting Shares could be materially adversely affected. Unstable market conditions have in the past caused, and may cause in the future, and the potential resurgence of the COVID-19 pandemic or of other emerging diseases with similar effects in many regions may once again cause, a slowdown in the global economy as well as volatility in global financial markets and may adversely affect the market price of the Subordinate Voting Shares.

BRP Inc. is a holding company and its financial performance and results are dependent on the earnings of its subsidiaries and the distribution of those earnings to BRP Inc.

BRP Inc. is a holding company and a substantial portion of its assets consists in the shares of its direct and indirect subsidiaries. As a result, BRP Inc. is subject to the risks attributable to its subsidiaries. As a holding company, BRP Inc. conducts substantially all of its business through its subsidiaries, which generate substantially all of its revenues. Consequently, BRP Inc.'s cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its subsidiaries and the distribution of those earnings to BRP Inc. The ability of these entities to pay dividends and other distributions will depend on their operating results and will be subject to applicable laws and regulations that require that solvency and capital standards be maintained by such companies and contractual restrictions contained in the instruments governing their debt. In the event of a bankruptcy, liquidation or reorganization of any of its subsidiaries, holders of indebtedness and trade creditors will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to BRP Inc. As at January 31, 2023, the Shares were effectively junior to approximately $6,710.2 million of indebtedness of BRP Inc.'s subsidiaries.

Beaudier Group and Bain Capital have significant influence with respect to matters put before the shareholders, which may have a negative impact on the trading price of the Subordinate Voting Shares

As at March 21, 2023, Beaudier Group and Bain Capital owned 21,774,757 and 15,796,615 Multiple Voting Shares, respectively, which represented approximately 44.9% and 32.6%, respectively, of the combined voting power of the Company's outstanding Shares. Accordingly, Beaudier Group and Bain Capital have significant influence with respect to all matters submitted to the Company's shareholders for approval, including without limitation the election and removal of directors, amendments to the articles of incorporation and by-laws of the Company and the approval of certain business combinations. Holders of Subordinate Voting Shares have a limited role in the Company's affairs. This concentration of voting power may impact the market price of the Subordinate Voting Shares, delay or prevent any acquisition or delay or discourage take-over attempts that shareholders may consider to be favourable, or make it more difficult or impossible for a third party to acquire control of the Company or effect a change in the Company's Board of Directors and management. Any delay or prevention of a change of control transaction could deter potential acquirors or prevent the completion of a transaction in which the Company's shareholders could receive a substantial premium over the then current market price for their Subordinate Voting Shares.

In addition, Beaudier Group's and Bain Capital's interests may not in all cases be aligned with interests of the other shareholders of the Company. Beaudier Group and Bain Capital may have an interest in pursuing acquisitions, divestitures and other transactions that, in the judgment of their management, could enhance their equity investment, even though such transactions might involve risks to the shareholders of the Company and may ultimately affect the market price of the Subordinate Voting Shares.

Future sales of Subordinate Voting Shares by Beaudier Group, Bain Capital or the Company's directors and officers

As at March 21, 2023, Beaudier Group owned 21,774,757 Multiple Voting Shares, which in the aggregate represented approximately 51.4% of the issued and outstanding Multiple Voting Shares of the Company, and Bain Capital owned 15,796,615 Multiple Voting Shares, which in the aggregate represented approximately 37.3% of the issued and outstanding Multiple Voting Shares of the Company. Each outstanding Multiple Voting Share may at any time, at the option of the holder, be converted into one Subordinate Voting Share. However, the future sale of a substantial number of Subordinate Voting Shares by Beaudier Group, Bain Capital, the Company's directors and officers, or the perception that such sales could occur, could materially adversely affect prevailing market prices for the Subordinate Voting Shares. See "Description of the Capital Structure".

Subject to compliance with applicable securities laws, Beaudier Group, Bain Capital or the Company's directors and officers may sell some or all of their Subordinate Voting Shares in the future. No prediction can be made as to the effect, if any, such future sales of Subordinate Voting Shares will have on the market price of the Subordinate Voting Shares prevailing from time to time. However, the future sale of a substantial number of Subordinate Voting Shares by Beaudier Group, Bain Capital or the Company's directors and officers or the perception that such sales could occur, could materially adversely affect prevailing market prices for the Subordinate Voting Shares.

Pursuant to the Registration Rights Agreement, each of Beaudier Group and Bain Capital is granted certain registration rights. See "Material Contracts — Securityholders Agreements — Registration Rights Agreement".

Disclosure of Outstanding Shares

As at March 21, 2023, the Company had:

	Issued and outstanding shares and stock options
Multiple voting shares with no par value	**42,384,200**
Subordinate voting shares with no par value	**36,522,508**
Stock options to acquire subordinate voting shares	**3,535,888**

Additional Information

Additional information relating to BRP Inc. is available on SEDAR at www.sedar.com.

Exhibit 99.4

FIFTH AMENDMENT TO
FOURTH AMENDED AND RESTATED TERM LOAN CREDIT AGREEMENT

FIFTH AMENDMENT TO FOURTH AMENDED AND RESTATED TERM LOAN CREDIT AGREEMENT (this " Fifth Amendment"), dated as of June 10, 2022, among BRP INC., a corporation existing under the laws of Canada ("Holdings"), BOMBARDIER RECREATIONAL PRODUCTS INC., a corporation existing under the laws of Canada (the "Borrower"), each Guarantor party hereto, BANK OF MONTREAL ("Bank of Montreal"), as administrative agent (in such capacity, including any permitted successor and assigns, the " Administrative Agent"), and the 2022 Incremental Lenders (as defined below). All capitalized terms used herein (including in this preamble) and not otherwise defined herein shall have the respective meanings provided such terms in the Term Credit Agreement referred to below.

PRELIMINARY STATEMENTS

WHEREAS, the Borrower has entered into that certain Fourth Amended and Restated Term Loan Credit Agreement, dated as of May 23, 2018, among Holdings, the Borrower, the Lenders party thereto from time to time, Bank of Montreal, as the Administrative Agent (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time to, but not including, the date hereof, the "Term Credit Agreement");

WHEREAS, pursuant to Section 2.14 of the Term Credit Agreement, the Borrower has delivered an Incremental Loan Request to the Administrative Agent requesting that Bank of Montreal, The Toronto-Dominion Bank and Royal Bank of Canada (the "2022 Incremental Lenders") make Incremental Loans to the Borrower on the Fifth Incremental Facility Closing Date (as defined below) in an aggregate principal amount of $100,000,000 (the "2022 Incremental Loans" and the Incremental Commitments under this Fifth Amendment of the 2022 Incremental Lenders with respect to the 2022 Incremental Loans, the "2022 Incremental Commitments"), which will be used by the Borrower (i) to pay the fees and expenses related to this Fifth Amendment and the incurrence of the 2022 Incremental Loans and (ii) for other general corporate purposes;

WHEREAS, as contemplated by Section 2.14 of the Term Credit Agreement, (x) the parties hereto have agreed, subject to the satisfaction of the conditions precedent to effectiveness set forth in Section 6 hereof, to amend certain terms of the Term Credit Agreement as hereinafter provided to give effect to the incurrence of the 2022 Incremental Loans and (y) this Fifth Amendment shall constitute an Incremental Amendment;

WHEREAS, each 2022 Incremental Lender is prepared to provide the 2022 Incremental Loans in an amount equal to its 2022 Incremental Commitment set forth on Schedule 1 hereto subject to the terms and conditions set forth herein;

WHEREAS, the Borrower hereby appoints BMO Capital Markets Corp. (" BMO"), RBC Capital Markets, LLC and TD Securities to act as joint lead arrangers and joint bookrunners (with BMO to have "left" placement in any and all marketing materials and have the leading roles and responsibilities conventionally associated with such "left" placement) in connection with the Fifth Amendment and the transactions contemplated hereby; and

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is acknowledged by each party hereto, it is agreed that:

SECTION 1. RULES OF CONSTRUCTION. The rules of construction specified in Section 1.02 of the Term Credit Agreement shall apply to this Fifth Amendment, including the terms defined in the preamble and recitals hereto.

SECTION 2. 2022 INCREMENTAL LOANS.

Pursuant to Section 2.14 of the Term Credit Agreement, and subject solely to the satisfaction of the conditions precedent set forth in such Section 2.14 and Section 6 hereof and in reliance on the representations and warranties set forth herein, on and as of the Fifth Incremental Facility Closing Date:

(a) Each 2022 Incremental Lender hereby agrees to provide to the Borrower its 2022 Incremental Commitment set forth opposite its name under the heading "2022 Incremental Commitment" on Schedule 1 to this Fifth Amendment. The full amount of the 2022 Incremental Loans shall be drawn by the Borrower in a single drawing on the Fifth Incremental Facility Closing Date and amounts paid or prepaid in respect of the 2022 Incremental Loans may not be reborrowed.

(b) Each 2022 Incremental Lender, the Administrative Agent and the Loan Parties party hereto agree that this Fifth Amendment shall constitute an Incremental Amendment pursuant to and in accordance with Section 2.14(f) of the Term Credit Agreement.

(c) Immediately upon the incurrence of the 2022 Incremental Loans on the Fifth Incremental Facility Closing Date, (i) the 2022 Incremental Loans shall constitute a separate Class of Loans from each other then outstanding Class of Loans and (ii) the 2022 Incremental Loans shall be secured by identical collateral and guarantied on identical terms as the other Classes of Loans outstanding on the Fifth Incremental Facility Closing Date.

(d) The 2022 Incremental Commitment of each 2022 Incremental Lender shall automatically terminate upon the funding of the 2022 Incremental Loans on the Fifth Incremental Facility Closing Date.

(e) The proceeds of the 2022 Incremental Loans shall be used by the Borrower (i) to pay the fees and expenses related to this Fifth Amendment and the incurrence of the 2022 Incremental Loans and (ii) for other general corporate purposes.

(f) The Borrower hereby designates that the full principal amount of 2022 Incremental Loans is being incurred in reliance on clause (d)(iii)(A) of Section 2.14 of the Term Credit Agreement.

SECTION 3. AMENDMENTS TO CREDIT AGREEMENT. Subject to the satisfaction (or waiver in writing by the 2022 Incremental Lenders and the Administrative Agent) of the conditions set forth in Section 6 hereof, in accordance with Sections 2.14(e) and (f) of the Term Credit Agreement, the Term Credit Agreement is hereby amended to delete the stricken text (indicated textually in the same manner as the following example: ~~stricken text~~) and to add the double-underlined text (indicated textually in the same manner as the following example: double-underlined text) as set forth in the pages of the Credit Agreement attached as Exhibit A hereto.

SECTION 4. REFERENCE TO AND EFFECT ON THE TERM CREDIT AGREEMENT. On and after the Fifth Incremental Facility Closing Date, (i) each reference in the Term Credit Agreement to "this Agreement," "hereunder," "hereof" or text of like import referring to the Term Credit Agreement shall mean and be a reference to the Term Credit Agreement as amended by this Fifth Amendment, (ii) the 2022 Incremental Loans shall constitute "Loans", "Term Loans" and "Incremental Loans", in each case, under and as defined in the Term Credit Agreement, (iii) each

2022 Incremental Lender shall constitute a “Lender”, a “Term Lender” and “Incremental Lender”, (other than for purposes of Section 2.01(a)(i) of the Term Credit Agreement), in each case, under and as defined in the Term Credit Agreement, (iv) the 2022 Incremental Commitments shall constitute, “Commitments” and “Incremental Commitments”, in each case, under and as defined in the Term Credit Agreement, (v) the Fifth Incremental Facility Closing Date shall constitute the “Incremental Facility Closing Date” under and as defined in the Term Credit Agreement with respect to the 2022 Incremental Loans and (vi) this Fifth Amendment shall constitute an “Incremental Amendment” under and as defined in the Term Credit Agreement. On and after the effectiveness of this Fifth Amendment, this Fifth Amendment shall for all purposes constitute a “Loan Document” under and as defined in the Term Credit Agreement and the other Loan Documents.

SECTION 5. REPRESENTATIONS & WARRANTIES. In order to induce the 2022 Incremental Lenders and the Administrative Agent to enter into this Fifth Amendment and to induce the 2022 Incremental Lenders to make the 2022 Incremental Loans hereunder, each Loan Party hereby represents and warrants to the 2022 Incremental Lenders and the Administrative Agent on and as of the Fifth Incremental Facility Closing Date, that:

(a) The execution, delivery and performance by such Loan Party of this Fifth Amendment will not (i) contravene the terms of any of such Person’s Organization Documents, (ii) conflict with or result in any breach or contravention of, or the creation of any Lien under (other than as permitted by Section 7.01 of the Term Credit Agreement), or require any payment to be made under (x) any Contractual Obligation to which such Person is a party or affecting such Person or the properties of such Person or any of its Subsidiaries or (y) any material order, injunction, writ or decree of any Governmental Authority or any arbitral award to which such Person or its property is subject or (iii) violate any Law; except with respect to any conflict, breach or contravention or payment (but not creation of Liens) referred to in clauses (ii) and (iii), to the extent that such violation, conflict, breach, contravention or payment could not reasonably be expected to have a Material Adverse Effect.

(b) Each Loan Party party hereto has the requisite power and authority to execute, deliver and perform the terms and provisions of this Fifth Amendment and has taken all necessary corporate or other organizational action to authorize the execution, delivery and performance by it of this Fifth Amendment. Each Loan Party has duly executed and delivered this Fifth Amendment, and this Fifth Amendment, the Term Credit Agreement as amended hereby and each other Loan Document to which such Loan Party is a party constitutes its legal, valid and binding obligation enforceable in accordance with its terms, except as such enforceability may be limited by (i) Debtor Relief Laws and by general principles of equity principles of good faith and fair dealing, and (ii) the need for filings and registrations necessary to create or perfect the Liens on the Collateral granted by the Loan Parties in favor of the Secured Parties and (iii) the effect of foreign Laws, rules and regulations as they relate to pledges of Equity Interests in Foreign Subsidiaries.

(c) Each of the representations and warranties set forth in the Term Credit Agreement and in the other Loan Documents is true and correct in all material respects on and as of the Fifth Incremental Facility Closing Date with the same effect as though made on and as of such date, except to the extent such representations and warranties expressly relate to an earlier date, in which case they shall be true and correct in all material respects as of such earlier date; *provided*, *however*, that, any representation and warranty that is qualified as to “materiality,” “Material Adverse Effect” or similar language shall be true and correct (after giving effect to any qualification therein) in all respects on such respective dates.

(d) All proceeds of the 2022 Incremental Loans will be used for the purposes set forth in Section 2(e) hereof.

SECTION 6. CONDITIONS PRECEDENT. This Fifth Amendment shall become effective as of the first date (the " Fifth Incremental Facility Closing Date") when each of the conditions set forth in this Section 6 shall have been satisfied:

(i) The Administrative Agent shall have received a duly authorized, executed and delivered counterpart of the signature page to this Fifth Amendment from each Loan Party named on the signature pages hereto, the Administrative Agent and the 2022 Incremental Lenders.

(ii) (a) All fees and expenses (including all invoiced reasonable out-of-pocket costs, fees and expenses (including invoiced reasonable and out-of-pocket legal fees and expenses reimbursable hereunder)) shall have been paid to the extent earned, due and owing and otherwise payable or reimbursable pursuant to the terms of the Loan Documents or any other written agreement between the Borrower and the 2022 Incremental Lenders and otherwise invoiced prior to the Fifth Incremental Facility Closing Date, (b) fees and expenses incurred by or on behalf of the 2022 Incremental Lenders in connection with the funding of the 2022 Incremental Loans in the amounts agreed between the 2022 Incremental Lenders and the Borrower, shall be due and payable on the Fifth Incremental Facility Closing Date to the extent, in the case of expenses, invoiced at least three (3) business days prior to the Fifth Incremental Facility Closing Date (provided that legal expenses payable pursuant to this clause (ii) shall be limited to the reasonable and documented fees and expenses of White & Case LLP and Davies Ward Phillips & Vineberg LLP, in each case, as counsel to the 2022 Incremental Lenders) and (c) an upfront fee shall have been paid to each 2022 Incremental Lender in an amount equal to 0.40% of the aggregate principal amount of the 2022 Incremental Loans funded by such 2022 Incremental Lender on the Fifth Amendment Effective Date.

(iii) Both immediately before and after giving effect to this Fifth Amendment, (a) no Default or Event of Default shall have occurred or be continuing and (b) all representations and warranties contained in this Fifth Amendment, the Term Credit Agreement and in the other Loan Documents shall be true and correct in all material respects with the same effect as though such representations and warranties had been made on the date hereof (except to the extent such representations and warranties expressly relate to an earlier date, in which case they shall be true and correct in all material respects as of such earlier date; *provided*, *however*, that, any representation and warranty that is qualified as to "materiality," "Material Adverse Effect" or similar language shall be true and correct (after giving effect to any qualification therein) in all respects on such respective dates).

(iv) After giving effect to the making of all Incremental Loans on such date, the Borrower's Secured Net Leverage Ratio shall not exceed 3.75:1.00 on the Fifth Incremental Facility Closing Date determined on a Pro Forma Basis as of the last day of the Test Period most recently ended prior to the date of the incurrence of such 2022 Incremental Loans for which internal financial statements are available (as determined in good faith by the Borrower), as if all such 2022 Incremental Loans had been incurred on the last day of such Test Period.

(v) The Administrative Agent shall have received a Committed Loan Notice meeting the requirements of Section 2.02(a) of the Term Credit Agreement for the 2022 Incremental Loans.

(vi) The Administrative Agent shall have received an officer's certificate of the Borrower, dated the Fifth Incremental Facility Closing Date, executed by a Responsible Officer of the Borrower certifying to the best of such officer's knowledge, compliance with the requirements set forth in preceding clauses (iii) and (iv) of this Section 6 and Section 2.14(d)(iii) of the Term Credit Agreement.

(vii) On the Fifth Incremental Facility Closing Date, the Administrative Agent shall have received a customary opinion of Ropes & Gray LLP, U.S. counsel to the Loan Parties and Stikeman Elliott, Canadian counsel to the Loan Parties and Stewart McKelvey, as Nova Scotia counsel to the Loan Parties, in each case, (i) in form and substance consistent with the legal opinion delivered on the Closing Date with such changes as shall be reasonably satisfactory to the Administrative Agent, (ii) addressed to the Administrative Agent and the 2022 Incremental Lenders and (iii) dated the Fifth Incremental Facility Closing Date.

(viii) The Administrative Agent shall have received a customary certificate from each Loan Party, dated the Fifth Incremental Facility Closing Date, signed by a Responsible Officer of such Loan Party, and attested to by the secretary or any assistant secretary of such Loan Party, with appropriate insertions, together with (a) certified copies of the certificate or articles of incorporation and by-laws (or other equivalent organizational documents), as applicable, of such Loan Party, (b) customary resolutions of such Loan Party referred to in such certificate, (c) incumbency or specimen signatures which identify by name and title the Responsible Officer or authorized signatory of such Loan Party authorized to sign this Fifth Amendment, and (d) a good standing certificate from the applicable Governmental Authority of such Loan Party's jurisdiction of incorporation, organization or formation, each dated a recent date prior to the Fifth Incremental Facility Closing Date and certifying as to the good standing of such Loan Party (but only if the concept of good standing exists in the applicable jurisdiction); provided that in the case of preceding clause (a), such documents shall not be required to be delivered if such certificate includes a certification by such officer that the applicable organizational documents delivered to the Administrative Agent in connection with the initial funding of Term B Loans on the Closing Date (or any date thereafter) remain in full force and effect and have not been amended, modified, revoked or rescinded since the Closing Date (or such date thereafter).

(ix) The Administrative Agent shall have received a solvency certificate from the chief financial officer (or other officer with reasonably equivalent duties) of the Borrower substantially in the form of Exhibit D-2 to the Term Credit Agreement and dated the Fifth Incremental Facility Closing Date certifying that the Borrower and its Restricted Subsidiaries are Solvent (after giving effect to the incurrence of the 2022 Incremental Loans and the application of the proceeds thereof).

(x) The Administrative Agent shall have received a completed "Life-of-Loan" Federal Emergency Management Agency Standard Flood Hazard Determination with respect to the Mortgaged Property located in the United States as of the date hereof (together with a notice about special flood hazard area status and flood disaster assistance duly executed by the Borrower and the applicable Loan Party relating thereto) and, if any such Mortgaged Property is located in a special flood hazard area, evidence of flood insurance to the extent required pursuant to the Credit Agreement.

SECTION 7. REAFFIRMATION.

(a) To induce the 2022 Incremental Lenders and Administrative Agent to enter into this Fifth Amendment, each of the Loan Parties hereby acknowledges and reaffirms its obligations under each Loan Document to which it is a party, including, without limitation, any grant, pledge or collateral assignment of a lien or security interest, as applicable, contained therein, in each case, as amended, restated, supplemented or otherwise modified prior to or as of the date hereof (collectively, the "Reaffirmed Documents"). The Borrower acknowledges and agrees that each of the Loan Documents to which it is a party or otherwise bound shall continue in full force and effect, that all of its obligations thereunder shall be valid and enforceable and shall not be impaired or limited by the execution or effectiveness of this Fifth Amendment.

(b) In furtherance of the foregoing Section 7(a), each Loan Party, in its capacity as a Guarantor under any Guaranty to which it is a party (in such capacity, each a "Reaffirming Loan Guarantor"), reaffirms its guarantee of the Guaranteed Obligations under the terms and conditions of such Guaranty and agrees that such Guaranty remains in full force and effect to the extent set forth in such Guaranty and after giving effect to this Fifth Amendment. Each Reaffirming Loan Guarantor hereby confirms that it consents to the terms of this Fifth Amendment and the Term Credit Agreement and that the principal of, the interest and premium (if any) on, and fees related to, the 2022 Incremental Loans constitute "Obligations" under the Loan Documents. Each Reaffirming Loan Guarantor hereby (i) confirms that each Loan Document to which it is a party or is otherwise bound will continue to guarantee to the fullest extent possible in accordance with the Loan Documents, the payment and performance of the Guaranteed Obligations, including, without limitation, the payment and performance of all such applicable Guaranteed Obligations that are joint and several obligations of each Guarantor now or hereafter existing; (ii) acknowledges and agrees that its Guaranty and each of the Loan Documents to which it is a party or otherwise bound shall continue in full force and effect and that all of its obligations thereunder shall be valid and enforceable and shall not be impaired or limited by the execution or effectiveness of this Fifth Amendment; and (iii) acknowledges, agrees and warrants for the benefit of the Administrative Agent, each other Agent and each Secured Party that there are no rights of set-off or counterclaim, nor any defenses of any kind, whether legal, equitable or otherwise, that would enable such Reaffirming Loan Guarantor to avoid or delay timely performance of its obligations under the Loan Documents.

(c) In furtherance of the foregoing Section 7(a), each of the Loan Parties that is party to any Collateral Document, in its capacity as a Grantor (as defined in such Collateral Document) under such Collateral Document (in such capacity, each a "Reaffirming Grantor"), hereby acknowledges that it has reviewed and consents to the terms and conditions of this Fifth Amendment and the transactions contemplated hereby, including the extension of credit in the form of the 2022 Incremental Loans. In addition, each Reaffirming Grantor reaffirms the security interests granted by such Reaffirming Grantor under the terms and conditions of the Security Agreement and each other Loan Document (in each case, to the extent a party thereto) to secure the Obligations and agrees that such security interests remain in full force and effect. Each Loan Party hereby confirms that the security interests granted by such Reaffirming Grantor under the terms and conditions of the Loan Documents secure the 2022 Incremental Loans as part of the Obligations. Each Reaffirming Grantor hereby (i) confirms that each Collateral Document to which it is a party or is otherwise bound and all Collateral encumbered thereby will continue to secure, to the fullest extent possible in accordance with the Collateral Documents, the payment and performance of the Obligations, as the case may be, including, without limitation, the payment and performance of all such applicable Obligations that are joint and several obligations of each Guarantor and Grantor now or hereafter existing, (ii) confirms its respective grant to the Administrative Agent for the benefit of the Secured Parties of the security interest in and continuing Lien on all of such Grantor's right, title and interest in, to and under all Collateral, in each case, whether now owned or existing or hereafter acquired or arising and wherever located, as collateral security for the prompt and complete payment and performance in full when due, whether at stated maturity, by required prepayment, declaration, acceleration, demand or otherwise, of all applicable Obligations (including all such Obligations as amended, reaffirmed and/or increased pursuant to this Fifth Amendment), subject to the terms contained in the applicable Loan Documents, and (iii) confirms its respective pledges, grants of security interests and other obligations, as applicable, under and subject to the terms of each of the Collateral Documents to which it is a party.

(d) Each Guarantor acknowledges and agrees that (i) notwithstanding the conditions to effectiveness set forth in this Fifth Amendment, such Guarantor is not required by the terms of the Term Credit Agreement or any other Loan Document to consent to this Fifth Amendment and (ii) nothing in the Term Credit Agreement, this Fifth Amendment or any other Loan Document shall be deemed to require the consent of such Guarantor to any future amendment, consent or waiver of the terms of the Term Credit Agreement.

SECTION 8. CONSENT. The Borrower and the Administrative agent hereby consent to the assignment of any 2022 Incremental Loans to any Lender (other than a Disqualified Institution) which is not an existing Lender, an Affiliate of an existing Lender or an Approved Fund in respect of an existing Lender, in each case, to the extent disclosed to the Borrower and the Administrative Agent prior to the date hereof. The Borrower hereby consents to the Administrative Agent's use of the signature page attached hereto as Exhibit B in connection with the assignments to institutions previously disclosed to the Borrower in accordance with the immediately preceding sentence and the Administrative Agent may affix such signature page to each Assignment and Assumption that relates to such assignments.

SECTION 9. POST-CLOSING COVENANT.

Within one hundred twenty (120) days of the Fifth Incremental Facility Closing Date, unless waived or extended by the Administrative Agent in its sole discretion, the Administrative Agent shall have received either the items listed in the following clause (a) or the items listed in the following clause (b) with respect to any existing Mortgaged Property located in the United States:

(a) written confirmation from local counsel to the applicable Loan Party and the title insurance company confirming that no mortgage amendment, title datedown endorsement or other action is required to such Mortgage in connection with this Fifth Amendment in order to ensure and insure the continued validity, perfection and priority of the Liens and security interests granted to the Administrative Agent under such Mortgage and insured by the title insurance company for the benefit of the Administrative Agent to secure the payment of the Secured Obligations (as defined in such Mortgage), as amended by this Fifth Amendment (it being understood that such confirmation shall be in form and substance reasonably acceptable to the Administrative Agent); together with a title search to the applicable Mortgaged Property demonstrating that such Mortgaged Property is free and clear of all Liens, except Permitted Liens; or

(b) (i) an amendment to each Mortgage encumbering Mortgaged Property (each a " **Mortgage Amendment**") duly executed and acknowledged by the applicable Loan Party, and in form for recording in the recording office where each Mortgage was recorded, together with such certificates, affidavits, questionnaires or returns as shall be required in connection with the recording or filing thereof under applicable law, in each case in form and substance reasonably satisfactory to the Administrative Agent and otherwise approved by the applicable local counsel for filing in the appropriate jurisdiction;

(ii) with respect to each Mortgage Amendment, a datedown endorsement to the existing mortgage title insurance policies (each, a "**Mortgage Policy**," collectively, the "**Mortgage Policies**") relating to the Mortgage encumbering the Mortgaged Property subject to such Mortgage insuring the Administrative Agent that such Mortgage, as amended by such Mortgage Amendment is a valid and enforceable lien on such Mortgaged Property in favor of the Administrative Agent for the benefit of the Secured Parties free and clear of all defects, encumbrances and liens except for Permitted Liens, and such Mortgage Policy shall otherwise be in form and substance reasonably satisfactory to the Administrative Agent;

(iii) with respect to each Mortgaged Property, such affidavits, certificates, information (including financial data) and instruments of indemnification (including without limitation, a so-called "gap" indemnification) as shall be required to induce the title company to issue the Mortgage Policies;

(iv) evidence acceptable to the Administrative Agent of payment by the Borrower of all applicable title insurance premiums, search and examination and related charges, mortgage recording taxes, fees, charges, costs and expenses required for the recording of the Mortgage Amendments and the issuance of the Mortgage Policies.

SECTION 10. MISCELLANEOUS PROVISIONS.

(a) Ratification. This Fifth Amendment is limited to the matters specified herein and shall not constitute a modification, acceptance or waiver of any other provision of the Term Credit Agreement or any other Loan Document. Nothing herein contained shall be construed as a substitution or novation of the obligations outstanding under the Term Credit Agreement or any other Loan Document or instruments securing the same, which shall remain in full force and effect as modified hereby or by instruments executed concurrently herewith.

(b) Governing Law; Submission to Jurisdiction, Etc. This Fifth Amendment shall be governed by, and construed in accordance with, the law of the State of New York. Sections 10.15(b) and 10.16 of the Term Credit Agreement are incorporated by reference herein as if such Sections appeared herein, *mutatis mutandis*.

(c) Severability. Section 10.14 of the Term Credit Agreement is incorporated by reference herein as if such Section appeared herein, *mutatis mutandis*.

(d) Counterparts; Headings. This Fifth Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery by telecopier, .pdf or other electronic imaging means of an executed counterpart of a signature page to this Fifth Amendment shall be effective as delivery of an original executed counterpart of this Fifth Amendment. The Administrative Agent may also require that signatures delivered by telecopier, .pdf or other electronic imaging means be confirmed by a manually signed original thereof; provided that the failure to request or deliver the same shall not limit the effectiveness of this Fifth Amendment or signature delivered by telecopier, .pdf or other electronic imaging means. Section headings herein are included for convenience of reference only and shall not affect the interpretation of this Fifth Amendment.

[*Remainder of page intentionally blank; signatures begin next page*]

IN WITNESS WHEREOF, the parties hereto have caused their duly Responsible Officers to execute and deliver this Fifth Amendment as of the date first above written.

BOMBARDIER RECREATIONAL PRODUCTS INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP, INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP R&D SERVICES INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP US INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP US MANAGEMENT SERVICES, INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP QUERETARO S.A. DE C.V.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP MEXICO S.A. DE C.V.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP MEXICAN DISTRIBUTION S.A. DE C.V.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

ALUMACRAFT HOLDINGS, LLC

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

ALUMACRAFT BOAT CO.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

TRITON INDUSTRIES, INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP LOGISTICS N.A. INC. / BRP LOGISTIQUE N.A. INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP LOGISTICS MANAGEMENT ULC

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BANK OF MONTREAL, as Administrative Agent and as a 2022 Incremental Lender

By: */s/ Richard Belzil*
Name: Richard Belzil
Title: Director

THE TORONTO-DOMINION BANK, as a 2022 Incremental Lender

By: */s/ Frederic Brunet*
Name: Frederic Brunet
Title: Director

By: */s/ Serge Cloutier*
Name: Serge Cloutier
Title: Director

ROYAL BANK OF CANADA, as a 2022 Incremental Lender

By: */s/ Khalil Ben Achour*
Name: Khalil Ben Achour
Title: Authorized Signatory

SCHEDULE 1

2022 Incremental Lender	2022 Incremental Commitment
Bank of Montreal	**$ 33,333,333.34**
Royal Bank of Canada	**$ 33,333,333.33**
The Toronto-Dominion Bank	**$ 33,333,333.33**
Total:	**$ 100,000,000**

EXHIBIT A

Amended Credit Agreement

[Attached.]

EXHIBIT B

Borrower's Signature Page

[Attached.]

Exhibit 99.5

SIXTH AMENDMENT TO
FOURTH AMENDED AND RESTATED TERM LOAN CREDIT AGREEMENT

SIXTH AMENDMENT TO FOURTH AMENDED AND RESTATED TERM LOAN CREDIT AGREEMENT (this " Sixth Amendment"), dated as of December 13, 2022, among BRP INC., a corporation existing under the laws of Canada (" Holdings"), BOMBARDIER RECREATIONAL PRODUCTS INC., a corporation existing under the laws of Canada (the "Borrower"), each other Guarantor party hereto, BANK OF MONTREAL ("Bank of Montreal"), as administrative agent (in such capacity, including any permitted successor and assigns, the "Administrative Agent"), and the 2022-2 Incremental Lender (as defined below). All capitalized terms used herein (including in this preamble) and not otherwise defined herein shall have the respective meanings provided such terms in the Term Credit Agreement referred to below.

PRELIMINARY STATEMENTS

WHEREAS, the Borrower has entered into that certain Fourth Amended and Restated Term Loan Credit Agreement, dated as of May 23, 2018, among Holdings, the Borrower, the Lenders party thereto from time to time, Bank of Montreal, as the Administrative Agent (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time to, but not including, the date hereof, the "Term Credit Agreement");

WHEREAS, pursuant to Section 2.14 of the Term Credit Agreement, the Borrower has delivered an Incremental Loan Request to the Administrative Agent requesting that Royal Bank of Canada (the "2022-2 Incremental Lender") make Incremental Loans to the Borrower on the Sixth Incremental Facility Closing Date (as defined below) in an aggregate principal amount of $500,000,000 (the "2022-2 Incremental Loans" and the Incremental Commitments under this Sixth Amendment of the 2022-2 Incremental Lender with respect to the 2022-2 Incremental Loans, the "2022-2 Incremental Commitments"), which will be used by the Borrower (i) to pay the fees and expenses related to this Sixth Amendment and the incurrence of the 2022-2 Incremental Loans, (ii) to fund the 2022 Refinancing (as defined below), (iii) to refinance all or a part of the outstanding Revolving Loans and (iv) for other general corporate purposes, including working capital needs, the making of Investments and/or the repayment of Indebtedness;

WHEREAS, the Borrower has delivered a notice to the Administrative Agent (the " Prepayment Notice") to voluntarily prepay the principal, accrued and unpaid interest and premium under all outstanding 2022 Incremental Loans, substantially concurrently with the consummation of the transactions contemplated herein, with the proceeds of the 2022-2 Incremental Loans ("2022 Refinancing");

WHEREAS, as contemplated by Section 2.14 of the Term Credit Agreement, (x) the parties hereto have agreed, subject to the satisfaction of the conditions precedent to effectiveness set forth in Section 6 hereof, to amend certain terms of the Term Credit Agreement as hereinafter provided to give effect to the incurrence of the 2022-2 Incremental Loans and (y) this Sixth Amendment shall constitute an Incremental Amendment;

WHEREAS, the 2022-2 Incremental Lender is prepared to provide the 2022-2 Incremental Loans in an amount equal to its 2022-2 Incremental Commitment set forth on Schedule 1 hereto subject to the terms and conditions set forth herein;

WHEREAS, the Borrower hereby appoints (i) RBC Capital Markets, LLC (" RBC") and Citigroup Global Markets Inc. (" Citi") to act as joint lead arrangers, (ii) RBC, Citi, BMO Capital Markets Corp., and TD Securities to act as joint bookrunners and (iii) Canadian Imperial Bank of Commerce and National Bank of Canada Financial Inc. as co-arrangers (with RBC to have "left" placement in any and all marketing materials and have the leading roles and responsibilities conventionally associated with such "left" placement) in connection with the Sixth Amendment and the transactions contemplated hereby; and

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is acknowledged by each party hereto, it is agreed that:

SECTION 1. RULES OF CONSTRUCTION. The rules of construction specified in Section 1.02 of the Term Credit Agreement shall apply to this Sixth Amendment, including the terms defined in the preamble and recitals hereto.

SECTION 2. 2022-2 INCREMENTAL LOANS.

Pursuant to Section 2.14 of the Term Credit Agreement, and subject solely to the satisfaction of the conditions precedent set forth in such Section 2.14 and Section 6 hereof and in reliance on the representations and warranties set forth herein, on and as of the Sixth Incremental Facility Closing Date:

(a) The 2022-2 Incremental Lender hereby agrees to provide to the Borrower its 2022-2 Incremental Commitment set forth opposite its name under the heading "2022-2 Incremental Commitment" on Schedule 1 to this Sixth Amendment. The full amount of the 2022-2 Incremental Loans shall be drawn by the Borrower in a single drawing on the Sixth Incremental Facility Closing Date and amounts paid or prepaid in respect of the 2022-2 Incremental Loans may not be reborrowed.

(b) The 2022-2 Incremental Lender, the Administrative Agent and the Loan Parties party hereto agree that this Sixth Amendment shall constitute an Incremental Amendment pursuant to and in accordance with Section 2.14(f) of the Term Credit Agreement.

(c) Immediately upon the incurrence of the 2022-2 Incremental Loans on the Sixth Incremental Facility Closing Date, (i) the 2022-2 Incremental Loans shall constitute a separate Class of Loans from each other then outstanding Class of Loans and (ii) the 2022-2 Incremental Loans shall be secured by identical collateral and guarantied on identical terms as the other Classes of Loans outstanding on the Sixth Incremental Facility Closing Date.

(d) The 2022-2 Incremental Commitment of the 2022-2 Incremental Lender shall automatically terminate upon the funding of the 2022-2 Incremental Loans on the Sixth Incremental Facility Closing Date.

(e) The proceeds of the 2022-2 Incremental Loans shall be used by the Borrower (i) to pay the fees and expenses related to this Sixth Amendment and the incurrence of the 2022-2 Incremental Loans, (ii) to fund the 2022 Refinancing, (iii) to refinance all or a part of the outstanding Revolving Loans and (iv) for other general corporate purposes.

(f) The Borrower hereby designates that the full principal amount of 2022-2 Incremental Loans is being incurred in reliance on clause (d)(iii)(A) of Section 2.14 of the Term Credit Agreement.

SECTION 3. AMENDMENTS TO CREDIT AGREEMENT. Subject to the satisfaction (or waiver in writing by the 2022-2 Incremental Lender and the Administrative Agent) of the conditions set forth in Section 6 hereof, in accordance with Sections 2.14(e) and (f) of the Term Credit Agreement, the Term Credit Agreement is hereby amended to delete the stricken text (indicated textually in the same manner as the following example: ~~stricken text~~) and to add the double-underlined text (indicated textually in the same manner as the following example: double-underlined text) as set forth in the pages of the Credit Agreement attached as Exhibit A hereto.

SECTION 4. REFERENCE TO AND EFFECT ON THE TERM CREDIT AGREEMENT. On and after the Sixth Incremental Facility Closing Date, (i) each reference in the Term Credit Agreement to "this Agreement," "hereunder," "hereof" or text of like import referring to the Term Credit Agreement shall mean and be a reference to the Term Credit Agreement as amended by this Sixth Amendment, (ii) the 2022-2 Incremental Loans shall constitute "Loans", "Term Loans" and "Incremental Loans", in each case, under and as defined in the Term Credit Agreement, (iii) each 2022-2 Incremental Lender shall constitute a "Lender", a "Term Lender" and "Incremental Lender", (other than for purposes of Section 2.01(a)(i) of the Term Credit Agreement), in each case, under and as defined in the Term Credit Agreement, (iv) the 2022-2 Incremental Commitments shall constitute, "Commitments" and "Incremental Commitments", in each case, under and as defined in the Term Credit Agreement, (v) the Sixth Incremental Facility Closing Date shall constitute the "Incremental Facility Closing Date" under and as defined in the Term Credit Agreement with respect to the 2022-2 Incremental Loans and (vi) this Sixth Amendment shall constitute an "Incremental Amendment" under and as defined in the Term Credit Agreement. On and after the effectiveness of this Sixth Amendment, this Sixth Amendment shall for all purposes constitute a "Loan Document" under and as defined in the Term Credit Agreement and the other Loan Documents.

SECTION 5. REPRESENTATIONS & WARRANTIES. In order to induce the 2022-2 Incremental Lender and the Administrative Agent to enter into this Sixth Amendment and to induce the 2022-2 Incremental Lender to make the 2022-2 Incremental Loans hereunder, each Loan Party hereby represents and warrants to the 2022-2 Incremental Lender and the Administrative Agent on and as of the Sixth Incremental Facility Closing Date, that:

(a) The execution, delivery and performance by such Loan Party of this Sixth Amendment will not (i) contravene the terms of any of such Person's Organization Documents, (ii) conflict with or result in any breach or contravention of, or the creation of any Lien under (other than as permitted by Section 7.01 of the Term Credit Agreement), or require any payment to be made under (x) any Contractual Obligation to which such Person is a party or affecting such Person or the properties of such Person or any of its Subsidiaries or (y) any material order, injunction, writ or decree of any Governmental Authority or any arbitral award to which such Person or its property is subject or (iii) violate any Law; except with respect to any conflict, breach or contravention or payment (but not creation of Liens) referred to in clauses (ii) and (iii), to the extent that such violation, conflict, breach, contravention or payment could not reasonably be expected to have a Material Adverse Effect.

(b) Each Loan Party party hereto has the requisite power and authority to execute, deliver and perform the terms and provisions of this Sixth Amendment and has taken all necessary corporate or other organizational action to authorize the execution, delivery and performance by it of this Sixth Amendment. Each Loan Party has duly executed and delivered this Sixth Amendment, and this Sixth Amendment, the Term Credit Agreement as amended hereby and each other Loan Document to which such Loan Party is a party constitutes its legal, valid and binding obligation enforceable in accordance with its terms, except as such enforceability may be limited by (i) Debtor Relief Laws and by general principles of equity principles of good faith and fair dealing, and (ii) the need for filings and registrations necessary to create or perfect the Liens on the Collateral granted by the Loan Parties in favor of the Secured Parties and (iii) the effect of foreign Laws, rules and regulations as they relate to pledges of Equity Interests in Foreign Subsidiaries.

(c) Each of the representations and warranties set forth in the Term Credit Agreement and in the other Loan Documents is true and correct in all material respects on and as of the Sixth Incremental Facility Closing Date with the same effect as though made on and as of such date, except to the extent such representations and warranties expressly relate to an earlier date, in which case they shall be true and correct in all material respects as of such earlier date; *provided*, *however*, that, any representation and warranty that is qualified as to "materiality," "Material Adverse Effect" or similar language shall be true and correct (after giving effect to any qualification therein) in all respects on such respective dates.

(d) All proceeds of the 2022-2 Incremental Loans will be used for the purposes set forth in Section 2(e) hereof.

SECTION 6. CONDITIONS PRECEDENT. This Sixth Amendment shall become effective as of the first date (the " Sixth Incremental Facility Closing Date") when each of the conditions set forth in this Section 6 shall have been satisfied:

(i) The Administrative Agent shall have received a duly authorized, executed and delivered counterpart of the signature page to this Sixth Amendment from each Loan Party named on the signature pages hereto, the Administrative Agent and the 2022-2 Incremental Lender.

(ii) (a) All fees and expenses (including all invoiced reasonable out-of-pocket costs, fees and expenses (including invoiced reasonable and out-of-pocket legal fees and expenses reimbursable hereunder)) shall have been paid to the extent earned, due and owing and otherwise payable or reimbursable pursuant to the terms of the Loan Documents or any other written agreement between the Borrower and the 2022-2 Incremental Lender and otherwise invoiced prior to the Sixth Incremental Facility Closing Date, (b) fees and expenses incurred by or on behalf of the 2022-2 Incremental Lender in connection with the funding of the 2022-2 Incremental Loans in the amounts agreed between the 2022-2 Incremental Lender and the Borrower, shall be due and payable on the Sixth Incremental Facility Closing Date to the extent, in the case of expenses, invoiced at least three (3) business days prior to the Sixth Incremental Facility Closing Date (provided that legal expenses payable pursuant to this clause (ii) shall be limited to the reasonable and documented fees and expenses of White & Case LLP and Davies Ward Phillips & Vineberg LLP, in each case, as counsel to the 2022-2 Incremental Lender) and (c) an upfront fee shall have been paid to each 2022-2 Incremental Lender in an amount equal to 2.50% of the aggregate principal amount of the 2022 Incremental Loans funded by such 2022-2 Incremental Lender on the Sixth Amendment Effective Date.

(iii) Both immediately before and after giving effect to this Sixth Amendment, (a) no Default or Event of Default shall have occurred or be continuing and (b) all representations and warranties contained in this Sixth Amendment, the Term Credit Agreement and in the other Loan Documents shall be true and correct in all material respects with the same effect as though such representations and warranties had been made on the date hereof (except to the extent such representations and warranties expressly relate to an earlier date, in which case they shall be true and correct in all material respects as of such earlier date; *provided*, *however*, that, any representation and warranty that is qualified as to "materiality," "Material Adverse Effect" or similar language shall be true and correct (after giving effect to any qualification therein) in all respects on such respective dates).

(iv) After giving effect to the making of all Incremental Loans on such date, the Borrower's Secured Net Leverage Ratio shall not exceed 3.75:1.00 on the Sixth Incremental Facility Closing Date determined on a Pro Forma Basis as of the last day of the Test Period most recently ended prior to the date of the incurrence of such 2022-2 Incremental Loans for which internal financial statements are available (as determined in good faith by the Borrower), as if all such 2022-2 Incremental Loans had been incurred on the last day of such Test Period.

(v) The Administrative Agent shall have received a Committed Loan Notice meeting the requirements of Section 2.02(a) of the Term Credit Agreement for the 2022-2 Incremental Loans.

(vi) The Administrative Agent shall have received an officer's certificate of the Borrower, dated the Sixth Incremental Facility Closing Date, executed by a Responsible Officer of the Borrower certifying to the best of such officer's knowledge, compliance with the requirements set forth in preceding clauses (iii) and (iv) of this Section 6 and Section 2.14(d)(iii) of the Term Credit Agreement.

(vii) On the Sixth Incremental Facility Closing Date, the Administrative Agent shall have received a customary opinion of Ropes & Gray LLP, U.S. counsel to the Loan Parties and Stikeman Elliott, Canadian counsel to the Loan Parties and Stewart McKelvey, as Nova Scotia counsel to the Loan Parties, in each case, (i) in form and substance consistent with the legal opinion delivered on the Closing Date with such changes as shall be reasonably satisfactory to the Administrative Agent, (ii) addressed to the Administrative Agent and the 2022-2 Incremental Lender and (iii) dated the Sixth Incremental Facility Closing Date.

(viii) The Administrative Agent shall have received a customary certificate from each Loan Party, dated the Sixth Incremental Facility Closing Date, signed by a Responsible Officer of such Loan Party, and attested to by the secretary or any assistant secretary of such Loan Party, with appropriate insertions, together with (a) certified copies of the certificate or articles of incorporation and by-laws (or other equivalent organizational documents), as applicable, of such Loan Party, (b) customary resolutions of such Loan Party referred to in such certificate, (c) incumbency or specimen signatures which identify by name and title the Responsible Officer or authorized signatory of such Loan Party authorized to sign this Sixth Amendment, and (d) a good standing certificate from the applicable Governmental Authority of such Loan Party's jurisdiction of incorporation, organization or formation, each dated a recent date prior to the Sixth Incremental Facility Closing Date and certifying as to the good standing of such Loan Party (but only if the concept of good standing exists in the applicable jurisdiction); provided that in the case of preceding clause (a), such documents shall not be required to be delivered if such certificate includes a certification by such officer that the applicable organizational documents delivered to the Administrative Agent in connection with the initial funding of Term B Loans on the Closing Date (or any date thereafter) remain in full force and effect and have not been amended, modified, revoked or rescinded since the Closing Date (or such date thereafter).

(ix) The Administrative Agent shall have received a solvency certificate from the chief financial officer (or other officer with reasonably equivalent duties) of the Borrower substantially in the form of Exhibit D-2 to the Term Credit Agreement and dated the Sixth Incremental Facility Closing Date certifying that the Borrower and its Restricted Subsidiaries are Solvent (after giving effect to the incurrence of the 2022-2 Incremental Loans and the application of the proceeds thereof).

(x) The Administrative Agent shall have received a completed "Life-of-Loan" Federal Emergency Management Agency Standard Flood Hazard Determination with respect to the Mortgaged Property located in the United States as of the date hereof (together with a notice about special flood hazard area status and flood disaster assistance duly executed by the Borrower and the applicable Loan Party relating thereto) and, if any such Mortgaged Property is located in a special flood hazard area, evidence of flood insurance to the extent required pursuant to the Credit Agreement.

SECTION 7. REAFFIRMATION.

(a) To induce the 2022-2 Incremental Lender and Administrative Agent to enter into this Sixth Amendment, each of the Loan Parties hereby acknowledges and reaffirms its obligations under each Loan Document to which it is a party, including, without limitation, any grant, pledge or collateral assignment of a lien or security interest, as applicable, contained therein, in each case, as amended, restated, supplemented or otherwise modified prior to or as of the date hereof (collectively, the "Reaffirmed Documents"). The Borrower acknowledges and agrees that each of the Loan Documents to which it is a party or otherwise bound shall continue in full force and effect, that all of its obligations thereunder shall be valid and enforceable and shall not be impaired or limited by the execution or effectiveness of this Sixth Amendment.

(b) In furtherance of the foregoing Section 7(a), each Loan Party, in its capacity as a Guarantor under any Guaranty to which it is a party (in such capacity, each a "Reaffirming Loan Guarantor"), reaffirms its guarantee of the Guaranteed Obligations under the terms and conditions of such Guaranty and agrees that such Guaranty remains in full force and effect to the extent set forth in such Guaranty and after giving effect to this Sixth Amendment. Each Reaffirming Loan Guarantor hereby confirms that it consents to the terms of this Sixth Amendment and the Term Credit Agreement and that the principal of, the interest and premium (if any) on, and fees related to, the 2022-2 Incremental Loans constitute "Obligations" under the Loan Documents. Each Reaffirming Loan Guarantor hereby (i) confirms that each Loan Document to which it is a party or is otherwise bound will continue to guarantee to the fullest extent possible in accordance with the Loan Documents, the payment and performance of the Guaranteed Obligations, including, without limitation, the payment and performance of all such applicable Guaranteed Obligations that are joint and several obligations of each Guarantor now or hereafter existing; (ii) acknowledges and agrees that its Guaranty and each of the Loan Documents to which it is a party or otherwise bound shall continue in full force and effect and that all of its obligations thereunder shall be valid and enforceable and shall not be impaired or limited by the execution or effectiveness of this Sixth Amendment; and (iii) acknowledges, agrees and warrants for the benefit of the Administrative Agent, each other Agent and each Secured Party that there are no rights of set-off or counterclaim, nor any defenses of any kind, whether legal, equitable or otherwise, that would enable such Reaffirming Loan Guarantor to avoid or delay timely performance of its obligations under the Loan Documents.

(c) In furtherance of the foregoing Section 7(a), each of the Loan Parties that is party to any Collateral Document, in its capacity as a Grantor (as defined in such Collateral Document) under such Collateral Document (in such capacity, each a "Reaffirming Grantor"), hereby acknowledges that it has reviewed and consents to the terms and conditions of this Sixth Amendment and the transactions contemplated hereby, including the extension of credit in the form of the 2022-2 Incremental Loans. In addition, each Reaffirming Grantor reaffirms the security interests granted by such Reaffirming Grantor under the terms and conditions of the Security Agreement and each other Loan Document (in each case, to the extent a party thereto) to secure the Obligations and agrees that such security interests remain in full force and effect. Each Loan Party hereby confirms that the security interests granted by such Reaffirming Grantor under the terms and conditions of the Loan Documents secure the 2022-2 Incremental Loans as part of the Obligations. Each Reaffirming Grantor hereby (i) confirms that each Collateral Document to which it is a party or is otherwise bound and all Collateral encumbered thereby will continue to secure, to the fullest extent possible in accordance with the Collateral Documents, the payment and performance of the Obligations, as the case may be, including, without limitation, the payment and performance of all such applicable Obligations that are joint and several obligations of each Guarantor and Grantor now or hereafter existing, (ii) confirms its respective grant to the Administrative Agent for the benefit of the Secured Parties of the security interest in and continuing Lien on all of such Grantor's right, title and interest in, to and under all Collateral, in each case, whether now owned or existing or hereafter acquired or arising and wherever located, as collateral security for the prompt and complete payment and performance in full when due,

whether at stated maturity, by required prepayment, declaration, acceleration, demand or otherwise, of all applicable Obligations (including all such Obligations as amended, reaffirmed and/or increased pursuant to this Sixth Amendment), subject to the terms contained in the applicable Loan Documents, and (iii) confirms its respective pledges, grants of security interests and other obligations, as applicable, under and subject to the terms of each of the Collateral Documents to which it is a party.

(d) Each Guarantor acknowledges and agrees that (i) notwithstanding the conditions to effectiveness set forth in this Sixth Amendment, such Guarantor is not required by the terms of the Term Credit Agreement or any other Loan Document to consent to this Sixth Amendment and (ii) nothing in the Term Credit Agreement, this Sixth Amendment or any other Loan Document shall be deemed to require the consent of such Guarantor to any future amendment, consent or waiver of the terms of the Term Credit Agreement.

SECTION 8. CONSENT. The Borrower and the Administrative agent hereby consent to the assignment of any 2022-2 Incremental Loans to any Lender (other than a Disqualified Institution) which is not an existing Lender, an Affiliate of an existing Lender or an Approved Fund in respect of an existing Lender, in each case, to the extent disclosed to the Borrower and the Administrative Agent prior to the date hereof. The Borrower hereby consents to the Administrative Agent's use of the signature page attached hereto as Exhibit B in connection with the assignments to institutions previously disclosed to the Borrower in accordance with the immediately preceding sentence and the Administrative Agent may affix such signature page to each Assignment and Assumption that relates to such assignments.

SECTION 9. POST-CLOSING COVENANT.

Within one hundred twenty (120) days of the Sixth Incremental Facility Closing Date, unless waived or extended by the Administrative Agent in its sole discretion, the Administrative Agent shall have received either the items listed in the following clause (a) or the items listed in the following clause (b) with respect to any existing Mortgaged Property located in the United States:

(a) written confirmation from local counsel to the applicable Loan Party and the title insurance company confirming that no mortgage amendment, title datedown endorsement or other action is required to such Mortgage in connection with this Sixth Amendment in order to ensure and insure the continued validity, perfection and priority of the Liens and security interests granted to the Administrative Agent under such Mortgage and insured by the title insurance company for the benefit of the Administrative Agent to secure the payment of the Secured Obligations (as defined in such Mortgage), as amended by this Sixth Amendment (it being understood that such confirmation shall be in form and substance reasonably acceptable to the Administrative Agent); together with a title search to the applicable Mortgaged Property demonstrating that such Mortgaged Property is free and clear of all Liens, except Permitted Liens; or

(b) (i) an amendment to each Mortgage encumbering Mortgaged Property (each a " **Mortgage Amendment**") duly executed and acknowledged by the applicable Loan Party, and in form for recording in the recording office where each Mortgage was recorded, together with such certificates, affidavits, questionnaires or returns as shall be required in connection with the recording or filing thereof under applicable law, in each case in form and substance reasonably satisfactory to the Administrative Agent and otherwise approved by the applicable local counsel for filing in the appropriate jurisdiction;

(ii) with respect to each Mortgage Amendment, a datedown endorsement to the existing mortgage title insurance policies (each, a "**Mortgage Policy**," collectively, the "**Mortgage Policies**") relating to the Mortgage encumbering the Mortgaged Property subject to such Mortgage insuring the Administrative Agent that such Mortgage, as amended by such Mortgage Amendment is a valid and enforceable lien on such Mortgaged Property in favor of the Administrative Agent for the benefit of the Secured Parties free and clear of all defects, encumbrances and liens except for Permitted Liens, and such Mortgage Policy shall otherwise be in form and substance reasonably satisfactory to the Administrative Agent;

(iii) with respect to each Mortgaged Property, such affidavits, certificates, information (including financial data) and instruments of indemnification (including without limitation, a so-called "gap" indemnification) as shall be required to induce the title company to issue the Mortgage Policies;

(iv) evidence acceptable to the Administrative Agent of payment by the Borrower of all applicable title insurance premiums, search and examination and related charges, mortgage recording taxes, fees, charges, costs and expenses required for the recording of the Mortgage Amendments and the issuance of the Mortgage Policies.

SECTION 10. MISCELLANEOUS PROVISIONS.

(a) Ratification. This Sixth Amendment is limited to the matters specified herein and shall not constitute a modification, acceptance or waiver of any other provision of the Term Credit Agreement or any other Loan Document. Nothing herein contained shall be construed as a substitution or novation of the obligations outstanding under the Term Credit Agreement or any other Loan Document or instruments securing the same, which shall remain in full force and effect as modified hereby or by instruments executed concurrently herewith.

(b) Governing Law; Submission to Jurisdiction, Etc . This Sixth Amendment shall be governed by, and construed in accordance with, the law of the State of New York. Sections 10.15(b) and 10.16 of the Term Credit Agreement are incorporated by reference herein as if such Sections appeared herein, *mutatis mutandis*.

(c) Severability. Section 10.14 of the Term Credit Agreement is incorporated by reference herein as if such Section appeared herein, *mutatis mutandis*.

(d) Counterparts; Headings. This Sixth Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery by telecopier, .pdf or other electronic imaging means of an executed counterpart of a signature page to this Sixth Amendment shall be effective as delivery of an original executed counterpart of this Sixth Amendment. The Administrative Agent may also require that signatures delivered by telecopier, .pdf or other electronic imaging means be confirmed by a manually signed original thereof; provided that the failure to request or deliver the same shall not limit the effectiveness of this Sixth Amendment or signature delivered by telecopier, .pdf or other electronic imaging means. Section headings herein are included for convenience of reference only and shall not affect the interpretation of this Sixth Amendment.

[*Remainder of page intentionally blank; signatures begin next page*]

IN WITNESS WHEREOF, the parties hereto have caused their duly Responsible Officers to execute and deliver this Sixth Amendment as of the date first above written.

BOMBARDIER RECREATIONAL PRODUCTS INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP R&D SERVICES INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP US INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP US MANAGEMENT SERVICES, INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP QUERETARO S.A. DE C.V.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP MEXICO S.A. DE C.V.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP MEXICAN DISTRIBUTION S.A. DE C.V.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

ALUMACRAFT HOLDINGS, LLC

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

ALUMACRAFT BOAT CO.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

TRITON INDUSTRIES, INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP LOGISTICS N.A. INC. / BRP LOGISTIQUE N.A. INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BRP LOGISTICS MANAGEMENT ULC

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BANK OF MONTREAL, as Administrative Agent

By: */s/ Richard Belzil*
Name: Richard Belzil
Title: Director

ROYAL BANK OF CANADA, as the 2022-2 Incremental Lender

By: */s/ Khalil ben Achour*
Name: Khalil ben Achour
Title: Authorized Signatory

SCHEDULE 1

2022-2 Incremental Lender	2022-2 Incremental Commitment
Royal Bank of Canada	**$ 500,000,000**
Total:	**$ 500,000,000**

EXHIBIT A

Amended Credit Agreement

[Attached.]

EXHIBIT B

Borrower's Signature Page

[Attached.]

Exhibit 99.6

SEVENTH AMENDMENT TO
FOURTH AMENDED AND RESTATED TERM LOAN CREDIT AGREEMENT

SEVENTH AMENDMENT TO FOURTH AMENDED AND RESTATED TERM LOAN CREDIT AGREEMENT (this "Seventh Amendment"), dated as of March 10, 2023, among BOMBARDIER RECREATIONAL PRODUCTS INC., a corporation existing under the laws of Canada (the "Borrower"), and BANK OF MONTREAL ("Bank of Montreal"), as administrative agent (in such capacity, including any permitted successor and assigns, the "Administrative Agent"). All capitalized terms used herein (including in this preamble) and not otherwise defined herein shall have the respective meanings provided such terms in the Term Credit Agreement referred to below.

PRELIMINARY STATEMENTS

WHEREAS, the Borrower has entered into that certain Fourth Amended and Restated Term Loan Credit Agreement, dated as of May 23, 2018, among BRP INC., a corporation existing under the laws of Canada ("Holdings"), the Borrower, the other Guarantors from time to time party thereto, the Lenders party thereto from time to time and Bank of Montreal, as the Administrative Agent (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time to, but not including, the date hereof, the "Term Credit Agreement");

WHEREAS, on March 5, 2021, the Financial Conduct Authority ("FCA"), the regulatory supervisor of USD LIBOR's administration ("IBA"), announced in a public statement the future cessation or loss of representativeness of overnight / Spot Next, 1-month, 3-month, 6-month and 12-month USD LIBOR tenor settings, which are expected to occur (A) in the case of the 1-week and 2-month LIBOR settings, on December 31, 2021 and (B) in the case of the 1-month, 3-month, 6-month and 12-month LIBOR settings, on June 30, 2023;

WHEREAS, pursuant to Sections 1.11 and 10.01 of the Credit Agreement, the Borrower and the Administrative Agent intend to amend the Credit Agreement to replace the Eurocurrency Rate with a successor rate as set forth herein;

WHEREAS, the parties hereto have agreed, subject to the satisfaction of the conditions precedent to effectiveness set forth in Section 5 hereof, to amend certain terms of the Term Credit Agreement as hereinafter provided; and

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is acknowledged by each party hereto, it is agreed that:

SECTION 1. RULES OF CONSTRUCTION. The rules of construction specified in Section 1.02 of the Term Credit Agreement shall apply to this Seventh Amendment, including the terms defined in the preamble and recitals hereto.

SECTION 2. AMENDMENTS TO CREDIT AGREEMENT.

(a) Subject to the satisfaction (or waiver in writing by the Administrative Agent) of the conditions set forth in Section 5 hereof, the Term Credit Agreement is hereby amended to delete the stricken text (indicated textually in the same manner as the following example: ~~stricken text~~) and to add the double-underlined text (indicated textually in the same manner as the following example: double-underlined text) as set forth in the pages of the Credit Agreement attached as Exhibit A hereto.

(b) Notwithstanding anything to the contrary contained herein or in any other Loan Document, (i) all Term Loans outstanding as of the Seventh Amendment Closing Date (as defined below) that are Eurocurrency Rate Loans (as defined in the Term Credit Agreement, the "Existing Eurocurrency Rate Loans") shall continue to accrue interest based on the Eurocurrency Rate and their applicable existing Interest Periods (as each such term is defined in the Term Credit Agreement for purposes of this clause (c)) until the last day of the Interest Period applicable to each such Existing Eurocurrency Rate Loan or, if earlier, as of the date of any acceleration or prepayment of such Existing Eurocurrency Rate Loan (such earlier date, the "Eurocurrency Expiration Date") (provided, that in no event shall an Existing Eurocurrency Rate Loan be permitted to be continued as a Eurocurrency Rate Loan after the applicable Eurocurrency Expiration Date for such Existing Eurocurrency Rate Loan) and thereafter, all Existing Eurocurrency Rate Loans shall either be SOFR Loans or Base Rate Loans as determined in accordance with the Term Credit Agreement and (ii) subject to any express limitations set forth in the immediately preceding clause (i), the terms of the Term Credit Agreement in respect of the administration of Eurocurrency Rate Loans (solely with respect to the Existing Eurocurrency Rate Loans) shall remain in effect from and after the date hereof until the Eurocurrency Expiration Date applicable to each such Existing Eurocurrency Rate Loan, in each case, solely for purposes of administrating the Existing Eurocurrency Rate Loans (including, without limitation, with respect to the payment of interest accrued thereon, determination of breakage fees and other subject matter set forth in Article III of the Existing Credit Agreement).

SECTION 3. REFERENCE TO AND EFFECT ON THE TERM CREDIT AGREEMENT. On and after the Seventh Amendment Closing Date, each reference in the Term Credit Agreement to "this Agreement," "hereunder," "hereof" or text of like import referring to the Term Credit Agreement shall mean and be a reference to the Term Credit Agreement as amended by this Seventh Amendment. On and after the effectiveness of this Seventh Amendment, this Seventh Amendment shall for all purposes constitute a "Loan Document" under and as defined in the Term Credit Agreement and the other Loan Documents.

SECTION 4. REPRESENTATIONS & WARRANTIES. In order to induce the Administrative Agent to enter into this Seventh Amendment, the Borrower hereby represents and warrants to the Administrative Agent on and as of the Seventh Amendment Closing Date, that:

(a) The execution, delivery and performance by the Borrower of this Seventh Amendment will not (i) contravene the terms of its Organization Documents, (ii) conflict with or result in any breach or contravention of, or the creation of any Lien under (other than as permitted by Section 7.01 of the Term Credit Agreement), or require any payment to be made under (x) any Contractual Obligation to which it is a party or affecting it or the properties of the Borrower or any of its Subsidiaries or (y) any material order, injunction, writ or decree of any Governmental Authority or any arbitral award to which it or its property is subject or (iii) violate any Law; except with respect to any conflict, breach or contravention or payment (but not creation of Liens) referred to in clauses (ii) and (iii), to the extent that such violation, conflict, breach, contravention or payment could not reasonably be expected to have a Material Adverse Effect.

(b) The Borrower has the requisite power and authority to execute, deliver and perform the terms and provisions of this Seventh Amendment and has taken all necessary corporate or other organizational action to authorize the execution, delivery and performance by it of this Seventh Amendment. The Borrower has duly executed and delivered this Seventh Amendment, and this Seventh Amendment, the Term Credit Agreement as amended hereby and each other Loan Document to which it is a party constitutes its legal, valid and binding obligation enforceable in accordance with its terms, except as such enforceability may be limited by (i) Debtor Relief Laws and by general principles of equity principles of good faith and fair dealing, and (ii) the need for filings and registrations necessary to create or perfect the Liens on the Collateral granted by the Loan Parties in favor of the Secured Parties and (iii) the effect of foreign Laws, rules and regulations as they relate to pledges of Equity Interests in Foreign Subsidiaries.

SECTION 5. CONDITIONS PRECEDENT. This Seventh Amendment shall become effective as of the first date (the " Seventh Amendment Closing Date") when each of the conditions set forth in this Section 6 shall have been satisfied:

(i) The Administrative Agent shall have received a duly authorized, executed and delivered counterpart of the signature page to this Seventh Amendment from the Borrower named on the signature pages hereto and the Administrative Agent.

(ii) All fees and expenses (including all invoiced reasonable out-of-pocket costs, fees and expenses (including invoiced reasonable and out-of-pocket legal fees and expenses reimbursable hereunder)) shall have been paid to the extent earned, due and owing and otherwise payable or reimbursable pursuant to the terms of the Loan Documents or any other written agreement between the Borrower and the Administrative Agent and otherwise invoiced prior to the Seventh Amendment Closing Date.

SECTION 6. MISCELLANEOUS PROVISIONS.

(a) Ratification. This Seventh Amendment is limited to the matters specified herein and shall not constitute a modification, acceptance or waiver of any other provision of the Term Credit Agreement or any other Loan Document. Nothing herein contained shall be construed as a substitution or novation of the obligations outstanding under the Term Credit Agreement or any other Loan Document or instruments securing the same, which shall remain in full force and effect as modified hereby or by instruments executed concurrently herewith.

(b) Governing Law; Submission to Jurisdiction, Etc. This Seventh Amendment shall be governed by, and construed in accordance with, the law of the State of New York. Sections 10.15(b) and 10.16 of the Term Credit Agreement are incorporated by reference herein as if such Sections appeared herein, *mutatis mutandis*.

(c) Severability. Section 10.14 of the Term Credit Agreement is incorporated by reference herein as if such Section appeared herein, *mutatis mutandis*.

(d) Counterparts; Headings. This Seventh Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery by telecopier, .pdf or other electronic imaging means of an executed counterpart of a signature page to this Seventh Amendment shall be effective as delivery of an original executed counterpart of this Seventh Amendment. The Administrative Agent may also require that signatures delivered by telecopier, .pdf or other electronic imaging means be confirmed by a manually signed original thereof; provided that the failure to request or deliver the same shall not limit the effectiveness of this Seventh Amendment or signature delivered by telecopier, .pdf or other electronic imaging means. Section headings herein are included for convenience of reference only and shall not affect the interpretation of this Seventh Amendment.

[*Remainder of page intentionally blank; signatures begin next page*]

IN WITNESS WHEREOF, the parties hereto have caused their duly Responsible Officers to execute and deliver this Seventh Amendment as of the date first above written.

BOMBARDIER RECREATIONAL PRODUCTS INC.

By: */s/ Martin Langelier*
Name: Martin Langelier
Title: Authorized Person

By: */s/ Sebastien Martel*
Name: Sebastien Martel
Title: Authorized Person

BANK OF MONTREAL, as Administrative Agent

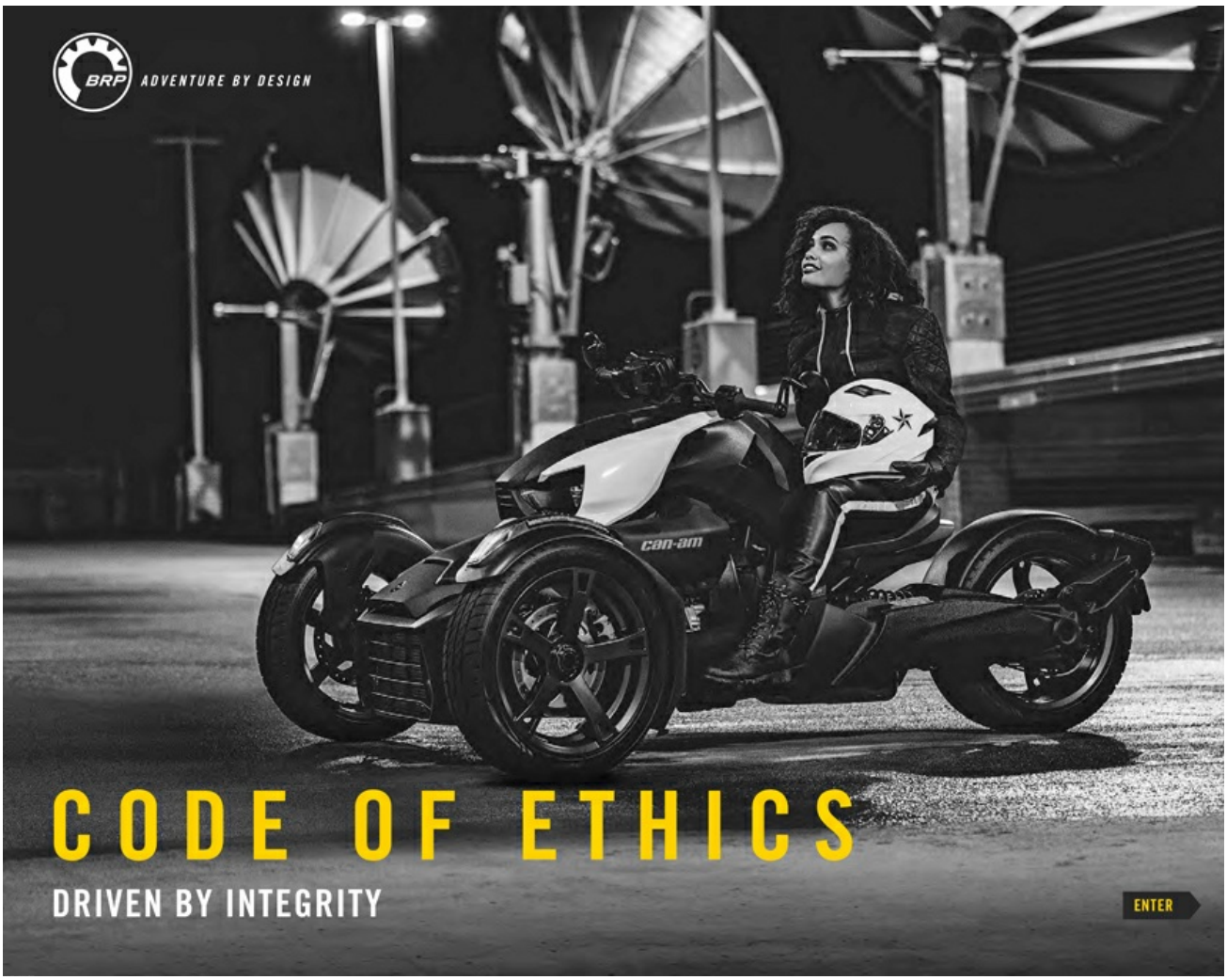
By: */s/ Richard Belzil*
Name: Richard Belzil
Title: Director

EXHIBIT A

Amended Credit Agreement

[Attached.]

Exhibit 99.7


BRP
ADVENTURE BY DESIGN
can-am
CODE OF ETHICS
DRIVEN BY INTEGRITY
ENTER



A MESSAGE FROM JOSÉ

Dear colleagues,

As an organization built on passion, drive, ingenuity and trust, we are committed to offering our employees a stimulating workplace where they feel empowered. BRP exists to create new ways to move people so that experiences are measured in emotion rather than distance. Together, we pursue progress relentlessly and strive for long-term growth.

Our conduct must always be guided by our Code of Ethics. It is our compass to living BRP's values, complying with policies and laws, as well as adhering to the highest ethical standards. At the same time, it helps us show the world who we truly are.

Each of us is an ambassador of BRP. We pride ourselves on our collective achievements. We share successes and we keep our promises. We also share the responsibility of safeguarding our unique culture and upholding the solid reputation we have earned over the years.

By acting ethically and embracing our core values, we will continue to foster solid relationships based on trust and integrity. This is our commitment to our customers, dealers, distributors, suppliers, business partners and shareholders. It is a commitment to each other.

I know I can count on you to live by the Code and speak up about anything that might compromise it. This Code is yours. Follow it and refer to it whenever you have questions.

Thank you for your commitment to BRP, our Code and our shared vision. When **Driven by Integrity**, there is truly no limit to where we can go.

José Boisjoli
President and Chief Executive Officer



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Navigating the Code

Looking for something? These icons can help:

STAY ON THE TRAIL lists the actions you must take to make ethical decisions.

LOST YOUR WAY? describes common scenarios you may face and guides you on what to do.

KEEP GOING provides links to policies you can read for more information on the topic covered.

OUR VALUES

BRP's values are much more than a list of words – They are the yellow blood that runs through our veins. They inspire everything we do – How we act. The decisions we make. The way we treat each other and our customers, dealers, distributors and suppliers.

PASSION to keep moving –

Passion informs everything we do and is an integral part of every value we have. If it's not done with passion, it's not BRP. It's passion you can feel.

DRIVE to deliver our commitments –

We say what we do. We do what we say. No excuses. Only sheer determination. Relentless drive and love of the ride push us ahead. While we live for the ride, we always arrive at the destination.

INGENUITY to defy conventions –

We're not afraid to see things differently. Constant curiosity makes us first to uncover new solutions. We question. We innovate. We progress. Relentlessly.

TRUST to build strong partnerships –

We take care of our people like family. We act with integrity. People can count on us. Like we count on them. It's that simple.



OUR MANIFESTO OF INTEGRITY

Our Code of Ethics embodies our integrity and guides us along our journey, keeping us on the trail. It conveys the vital role each employee plays in living our BRP values and upholding the culture that makes us who we are. BRP's reputation is a pillar of our success, and essential to our long-term growth. Our decisions, **DRIVEN BY INTEGRITY**, help us preserve this reputation and build TRUST – in our company, in each other, with our customers and partners, as well as within our communities.





TRUST IN OUR CODE

- About the Code
- Our responsibilities
- Our decisions
- Asking questions and speaking up



ABOUT THE CODE

When the outdoors calls, we answer. At BRP, we're always ready for adventure. And just like our customers, we never head out unprepared. We always pack the essentials, like our Code of Ethics ("Code"). It's one of those must-have items that we keep with us each day and turn to for critical information and guidance to do what's right.

The Code brings you back on course with:

- Dilemmas you might face.
- Actions you can take to handle them.
- Common questions that arise.
- Decision-making aids and important points of interest.
- Links to our policies and other resources.

Can the Code answer every question?

The Code covers most situations you'll run into, but it can't cover all of them. However, it is the best place to start. If you need additional information, you can see our policies or talk to any other resource listed in the Code.



The Code applies to … YOU.

As BRP employees, we are expected to uphold both the letter and spirit of the Code, regardless of our role or where in the world we work. From our factory floors to our boardroom, and everywhere in between, the Code applies to each of us. And because our suppliers and consultants represent BRP, they are also expected to demonstrate the same high level of commitment to doing what is right, by following our Supplier Code of Conduct.

The letter of the Code is … the rules as they are written.

The spirit of the Code is … the reason the rules are there.

FOLLOW BOTH.

If a violation occurs

Violations run the risk of breaking the trust we've worked so hard to build, and that challenges our culture. That's why we need to take them seriously. When our Code or our policies are not respected, disciplinary actions can follow, and can include dismissal. A violation of our Code can also mean a violation of the law, which could lead to civil or criminal penalties for those involved – and, in certain cases, for our company.

OUR RESPONSIBILITIES

When we are trusted, we have a responsibility to uphold that trust – not only by doing what's expected, but by doing what's right!

As BRP employees, we proudly share these responsibilities:

- **Live by our values** – Let them run through every decision and interaction.
- **Follow the Code** – When facing a questionable situation, check the Code.
- **Play by the rules** – Know what the laws and our policies require. Follow them carefully and ask for help if any rule is unclear.
- **Speak up** – Stay alert to anything that might violate our Code, our policies or the law, and speak up immediately if you see or suspect something.

Are you a BRP manager? You have greater responsibility:

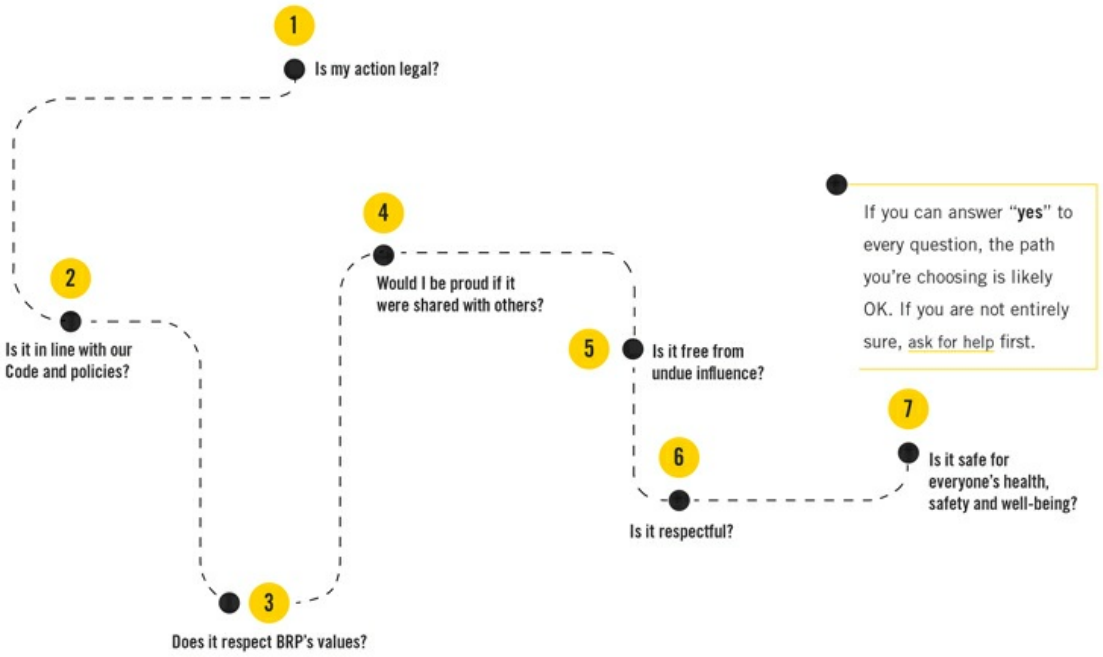
- **Set the right tone** – With each decision and each action, follow our Code and policies without exception, to show your team what it looks like to be **Driven by Integrity**.
- **Embrace the Code** – Your attitude toward the Code matters to your team. They look to you as a model of how to act. Make sure to know the Code well so you can guide others.
- **Listen** – Your team needs to know that you're there for them when they have concerns. Make sure they feel safe and confident speaking up.
- **Act** – If you're made aware of possible misconduct, don't turn your back on it. Speak up.



OUR DECISIONS

Imagine yourself at a fork in the road in unfamiliar territory. Which path will you choose?

The Code can help us choose what's right, and we can start by asking ourselves:





ASKING QUESTIONS AND SPEAKING UP

We all play a role in protecting BRP's reputation and values. When **Driven by Integrity**, we speak up for what's right. If we see or suspect any illegal or unethical behaviour, it's our responsibility as BRP employees to share our concerns.

Your voice, your choice

Speaking up is not always easy. But it's important that you do – no matter who is involved or what you're reporting. BRP's management wants you to feel safe to ask questions or raise concerns, which is why there are several ways to do so:

- Through your own or any manager.
- Through your Human Resources business partner.
- By contacting the Ethics and Compliance team.
- Via the Legal Department.

If you're not comfortable with any of these options, contact:

THE INTEGRITY HOTLINE

The Integrity Hotline is a confidential way to get answers to your questions or to raise concerns, either online or via phone. It's operated by an independent third-party provider and is available 24/7. While it's always best to identify yourself when reporting, the hotline does give you the option to remain anonymous, where permitted by local law.

To access the Integrity Hotline, visit www.brp.ethicspoint.com.

(Access the web portal to find a dedicated toll-free number for your country.)



What happens after speaking up?

- The report will be promptly assessed.
- You may be asked to collaborate with any subsequent investigation.
- If the investigation uncovers a violation, appropriate remedial measures and/or disciplinary actions will be taken against those responsible.

No fear, no retaliation

Speaking up when something isn't right takes courage. It is therefore important that you feel comfortable raising concerns, knowing that BRP's management will not tolerate retaliation against anyone who does so in good faith.

If you suspect there has been retaliation against you or someone else, reach out to the Ethics and Compliance team.

Retaliation looks like ...

- Dismissal
- Demotion
- Exclusion

These are just a few examples. Retaliation can take many forms. Watch for it and report it.

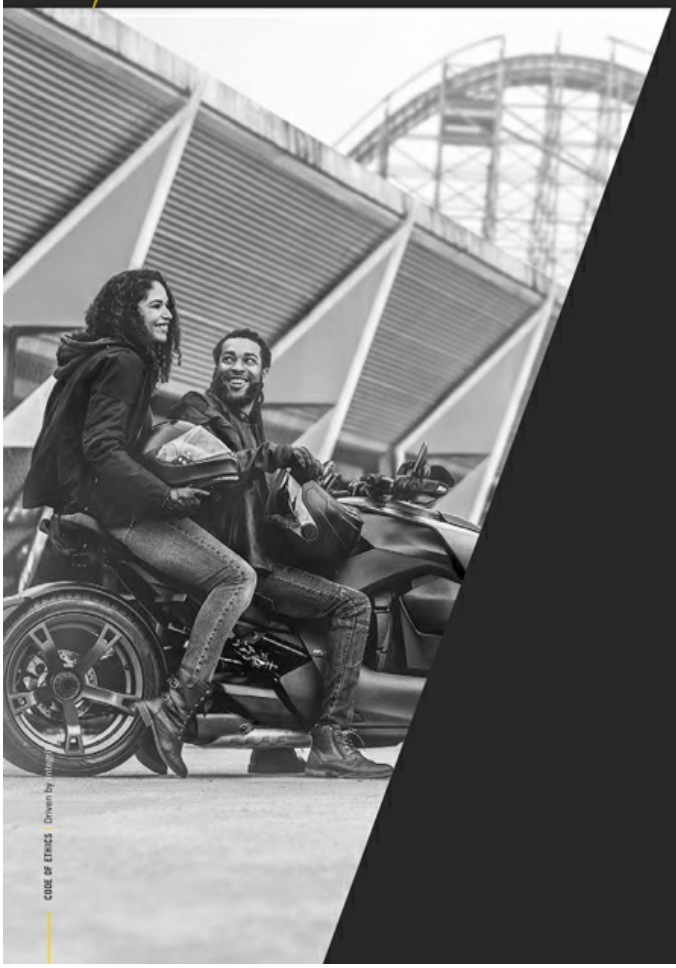
LOST YOUR WAY?

I'm working on a project with a cross-departmental team. A manager on the team suggested we do something that I believe violates our Code, but everyone else seems OK with it. Should I just let this go?

No, you shouldn't. Nobody at BRP, no matter their role, has the authority to ask you to ignore something that might violate our Code, policies or the law. Speak up immediately – it's your responsibility. You can be assured there will be no retaliation against you, even if your concern is unfounded.

KEEP GOING

Whistleblower Policy



TRUST WITHIN OUR WORKPLACE

- Diversity, equity and inclusion
- Respectful workplace
- Workplace health, safety and security



DIVERSITY, EQUITY AND INCLUSION

At BRP, a great deal of hard work goes into creating an inclusive workplace where different views and perspectives are valued. After all, the diversity and uniqueness of our people fuel our ingenuity and set the course for where we go next.

Characteristics protected by law may vary around the globe, but they generally include

- Age
- Disability
- Gender
- Gender expression or identity
- Marital status
- Pregnancy and maternity
- Race, ancestry, color and place of orig
- Religion
- Sexual orientation

STAY ON THE TRAIL

- Treat everyone with respect in every aspect of your work.
- Be open to and understanding of people's differences and individuality, so that everyone feels safe to express themselves.
- Don't disadvantage, discriminate, harass or favour people based on their background, beliefs or any characteristics protected by law.
- Welcome new perspectives and invite others' input. Don't prevent anyone from participating or dismiss their contributions.

LOST YOUR WAY?

A friend of mine applied for a promotion, and it was offered to a less-qualified colleague. I think the hiring manager might not have considered her because she is a woman. I feel this was an unfair process. Should I say something?

Yes, you should. Hiring and promoting people should be based on objective criteria and no one should be disadvantaged or favoured based on personal characteristics. Don't ignore this. Speak up immediately.

RESPECTFUL WORKPLACE

At BRP, we aim for an environment where every individual is valued and treated with appreciation and dignity. We believe that by maintaining a positive and caring workplace, we empower one another to be our best and do our best.

How to recognize intimidation ...

Intimidation is a matter of perception. It can even be unintentional and take many forms such as:

- Unreasonable requests
- Attempts to turn other colleagues against someone
- Constant put downs/remarks about one's work
- Racist/homophobic language
- Isolation of someone or spreading of rumors/lies about them
- Offensive remarks or jokes (either spoken, written or shared on social media)
- Psychological harassment, such as personal insults, attempts to shame someone in front of colleagues or threats
- Physical harassment like shoving, grabbing or striking
- Sexual harassment such as asking someone out repeatedly, sexual advances or requests for sexual favours, inappropriate touching, sharing of sexual materials/jokes





STAY ON THE TRAIL

- Treat people you work with – whether coworkers, customers, dealers, distributors or suppliers – the way you would want to be treated. Respectfully.
- Recognize and help stop all forms of intimidation, harassment and bullying – acts that seek to coerce, threaten, humiliate or offend others.
- Stay alert to forms of sexual harassment – unwelcome sexual remarks or physical advances.
- Don't turn a blind eye. Talk to the concerned person or speak up if you witness or are a victim of any intimidation or harassment.

LOST YOUR WAY?

One of my coworkers repeatedly compliments my appearance. I know there is no harm meant, but I don't feel comfortable. Am I just being too sensitive?

No, you're not. Try speaking to your colleague and explain that these compliments make you feel uncomfortable, and you want them to stop. If the situation continues or if you're uncomfortable addressing the concern directly, report the problem.

My manager sometimes speaks to me in a way that I feel is condescending and diminishing which makes me feel bullied. What do I do?

Bullying in the workplace can be obvious or may be more subtle. It includes both verbal and physical abuse or violence. We want all our employees to experience a respectful workplace. So, if someone says or does something that you feel does not meet our expectations of how we should behave in the workplace, talk to the concerned person or report it.

KEEP GOING

Harassment Policy



WORKPLACE HEALTH, SAFETY AND SECURITY

At BRP, safety is more than a priority – it's a mindset. It's a way of working that ensures our health, safety and security. The company provides a safe environment, and each of us must help maintain it.

STAY ON THE TRAIL

- Comply with the health and safety policies, procedures and instructions relevant to your work.
- Always respect BRP's Life-saving Rules, which apply to all of us.
- Complete all safety trainings and use Personal Protective Equipment, as required.
- Get trained or certified before operating machinery and equipment.
- Keep our workplace free of violence. Verbal or physical.
- Report any accident, unsafe working conditions, or near misses to local management or the Health and Safety team so immediate action can be taken.
- Book all business trips through the authorized travel service provider in accordanc with our Travel and Entertainment Expenses Policy to ensure your security abroad

LOST YOUR WAY?

While teaching me how to use a piece of equipment, the person training me suggested a technique that seemed to bypass our safety rules. It may speed things up a little, but it feels risky. Since this person has more experience than I do, should I ignore my concerns?

No, you shouldn't. Someone could get hurt. Remind the trainer of our safety rules. If the person training you dismisses your concerns without explaining how the technique complies with our safety rules, you should address the matter right away to your team leader, supervisor or local management. You could prevent a serious accident.

KEEP GOING

Alcohol and Drug Policy
Harassment Policy
Health, Safety and Environmental Operations Policy
Life-saving Rules
Travel and Entertainment Expenses Policy



TRUST IN OUR RELATIONSHIPS

- Fair competition
- Anti-bribery and anti-corruption
- Relationships with third parties
- Conflicts of interest
- Gifts and hospitality
- Political activities
- Data privacy
- Global trade compliance
- Insider trading

SHOULD WE BE TALKING ABOUT THIS?

In conversations with competitors, does it sound like you're discussing:

1. Setting prices or margins?
2. Agreeing on which products to sell?
3. Interfering with a bidding process?
4. Dividing markets or territories?
5. Boycotting competitors or suppliers?

If you answer "**yes**" or "**maybe**" to any question, take it as a warning sign. Stop the conversation and ask for guidance.

FAIR COMPETITION

Healthy competition brings out the best in us. That's how we like to succeed at BRP – by breaking down barriers – not by breaking the rules. We follow the laws that promote fair competition, letting our products and our merits drive our success.

STAY ON THE TRAIL

- Compete energetically, but never use deceptive or unfair practices to limit competition.
- Never misrepresent BRP's products or services, be misleading or make affirmations we can't back up. Be honest and ethical in any marketing and advertising. Remember, we're responsible for the claims we make.
- Never exchange confidential information or make agreements with competitors and other third parties that benefit you but illegally harm others' ability to compete.
- Get to know the antitrust and competition laws in the countries where you do business, and in countries of the third parties you do business with. Contact the Legal Department if you're not sure whether and how those laws apply to you.

KEEP GOING

Antitrust Policy



ANTI-BRIBERY AND ANTI-CORRUPTION

We work honestly and never attempt to gain a business advantage through bribery. The only result that could come of acts of corruption other illegal activity, is damage to our reputation and our bottom line

STAY ON THE TRAIL

- Don't offer, promise, give or accept a bribe or a kickback. No matter what countries are involved or what local customs may be.
- Be aware that our third parties must follow these same rules as we can be held accountable for bribes they make on our behalf. If you work with third parties, choose those who share our high standards, watch their work and make sure they comply with our policies and the law.
- Document the relationship and record transactions accurately – never mischaracterize payments.
- Be sure to consult BRP's policies, when gifts and hospitality are involved.

Bribes are ...

Anything of value offered to influence someone's decisions, win business or get some advantage.

Examples of what bribes look like include ...

- Cash or cash equivalents
- Expensive gifts or entertainment
- Stock
- Special discounts
- Loans
- Charitable or political contributions
- Payment of travel expenses



LOST YOUR WAY?

Our product has been detained by a customs official because of incorrect paperwork. The official offered to release the goods if we pay a small "customary processing fee." Should I pay it?

No, you shouldn't. Payment for a routine government action like this is called a "facilitation payment," which is illegal in Canada and in many other parts of the world. Any kind of payment or offer to a government official could also violate the law. Politely explain to the customs official that BRP's policies do not allow you to make such a payment and that you will resubmit the corrected paperwork. Even where the recipient is not a government or public official (e.g., an employee of a competitor or a private-sector client), such payment could be considered bribery and is just as illegal. You can also reach out to the Ethics and Compliance team for guidance.

KEEP GOING

Anti-corruption Policy



RELATIONSHIPS WITH THIRD PARTIES

Running our business is an adventure. We need good partners along for the ride. While strong partnerships can significantly help us achieve our goals, the wrong ones can be detrimental to BRP's business and practices.

STAY ON THE TRAIL

- Choose wisely – Select third parties (such as dealers, distributors, suppliers, contractors, consultants and other business partners) based on objective criteria such as quality, price, service, reliability, availability, technical excellence and delivery. Make sure they share the same high standards for integrity, including respect for human rights.
- Be thorough and fair – Don't allow personal bias or personal relationships to influence your choice.
- Monitor the relationship – If you work with our third parties, stay involved and make sure they're provided with a copy of the Supplier Code of Conduct.
- Never use a third party to do indirectly what the Code prohibits.
- Protect our third party's intellectual property and data. Expect the same from them.



LOST YOUR WAY?

On a recent visit to a third party's work site, I noticed some of the workers appeared underage, but the supplier said everything was fine. What should I do?

It is BRP's responsibility to ensure that human rights are respected, within our own operations, as well as our supply chain. If you suspect workers are being mistreated, report it to the Ethics and Compliance team so the concern can be investigated.

There are two construction contractors in the running for our plant extension project. They both have similar qualifications, but one has implied that they have contacts at the municipal planning office that have always been able to facilitate permitting. The project is a high-visibility project, and the timelines are tight. Should we choose him?

The fact that this third party is seeking to leverage contacts at the municipal planning office is a red flag. BRP could be held liable for providing any benefits to a public official in exchange for influence, even through an intermediary. Before engaging any consultant who will act on behalf of BRP, risk-based due diligence must be completed to make sure that the prospective consultant will respect and adhere to BRP's values and high ethical standards of conduct. Reach out to the Ethics and Compliance team for guidance.

KEEP GOING

Service Contracts and Indirect Procurement Policy
Supplier Code of Conduct



CONFLICTS OF INTEREST

As BRP employees, our commitment to BRP runs deep. And we must make sure that our personal interests (including those of our family or close personal relationships) do not interfere with this commitment. As such, each of us has the responsibility to avoid activities that conflict, or appear to conflict, with the interests of BRP.

STAY ON THE TRAIL

- Learn to recognize the activities that could conflict with BRP's interests. They are not always easy to identify but often include:
  - **Personal relationships** – Supervising a friend, family member or partner, or directing BRP business to them.
  - **External engagements** – Allowing a second job or other external activities to influence your loyalty to BRP or take too much of the time or energy you bring to your position.
  - **Financial interests** – Investing directly in any company that competes or does business with us.
  - **Business opportunities** – Leveraging an opportunity for yourself that you learned about through your work at BRP, and that could have been of interest for BRP.
  - **Gifts and other benefits** – Accepting or giving anything that violates BRP's policy on gifts and hospitality.
- Promptly disclose any situation that could impair your objectivity to Ethics and Compliance using the Disclosure Form.

KEEP GOING

Conflict of Interest Policy



COULD THIS BE A CONFLICT?

Ask yourself these questions:

1. Will I feel obligated toward a person or a company other than BRP?
2. Is this an action that will benefit me or someone else rather than BRP?
3. Is there a chance, however small, that my judgment could be compromised?
4. Is there any way this situation could give the appearance of a conflict of interest in the eyes of others?

Any "**yes**" or "**maybe**" answers could be a sign of a conflict of interest. Seek guidance from your manager or the Ethics and Compliance team to determine if you need to disclose the situation using the Disclosure Form.

GIFTS AND HOSPITALITY

At BRP, we don't succeed in business by sweetening deals. We succeed by winning – fair and square. We follow BRP's rules carefully for gifts and hospitality and never offer or accept anything that breaks them.

STAY ON THE TRAIL

- Before offering or accepting a gift or hospitality, know what's allowed under the Gift and Hospitality Policy and, if required, submit a Disclosure Form.
- Use care in every interaction with suppliers, dealers, distributors or other third parties. Never offer, give, request or accept anything that could cloud someone's judgment or be interpreted as a conflict of interest.
- Use good judgment and focus on the basics: If it looks like something is being offered with an expectation of something in return or to win business, this is no longer a gift.
- Pay special attention when dealing with government officials with whom the exchange of gifts or hospitality could be perceived as bribery or be prohibited by local laws.
- If you have questions, please contact the Ethics and Compliance team.





Appropriate offers are:

- Nominal in value, like promotional items.
- Legal and in line with both parties' policies.
- Reasonable, like decently priced business meals.
- Given or received in an honest and transparent manner.

Inappropriate offers are:

- Cash or a cash equivalent, stock, special discounts, loans, payment of travel expenses, or charitable or political contributions.
- Valued above the established threshold by both parties' policies.
- Offered frequently or for non-business reasons.
- Likely to create an obligation or influence someone's judgment.
- Offered to win favours or special treatment.

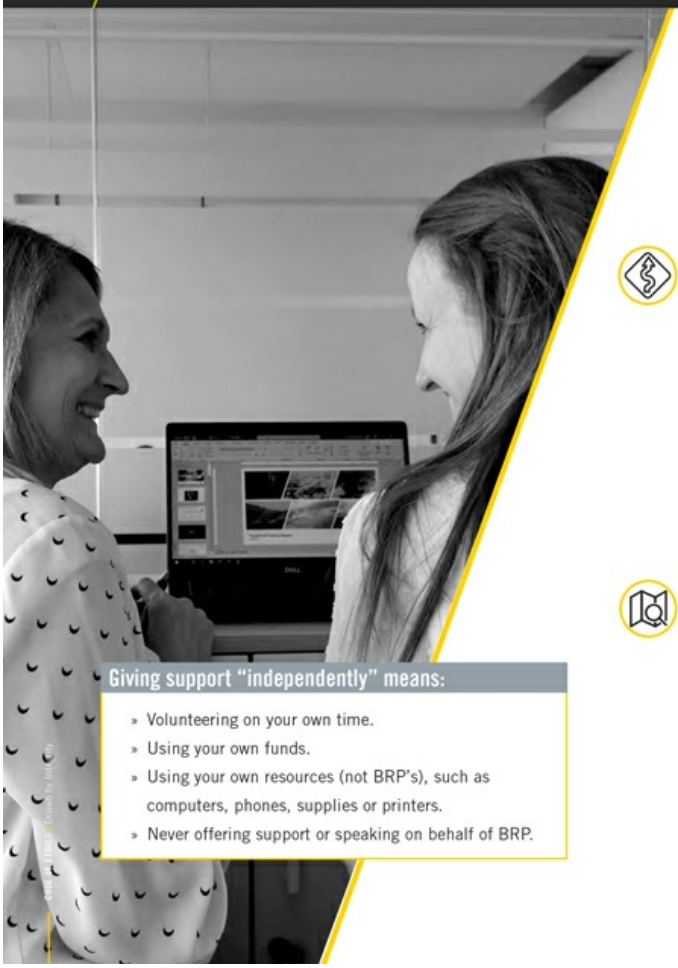
LOST YOUR WAY?

A supplier I've worked with for years has sent me a gift for the holidays. I'm not sure how much it's worth, but it seems expensive and probably violates our policies. On the other hand, I'm worried I might insult the supplier if I refuse it. What should I do?

It depends. Since you're not sure of its value, talk to your manager first for advice. If the gift is something you can share with your colleagues (like food), it may be acceptable. If it's not, and you're not comfortable refusing it, the Ethics and Compliance team can help you take appropriate action, such as donating it to charity.

KEEP GOING

Gift and Hospitality Policy



Giving support "independently" means:

- Volunteering on your own time.
- Using your own funds.
- Using your own resources (not BRP's), such as computers, phones, supplies or printers.
- Never offering support or speaking on behalf of BRP.

POLITICAL ACTIVITIES

At BRP, participating freely in political activities and causes we are passionate about is encouraged. As employees, our political actions must, however, be undertaken on our own behalf and not involve or engage BRP in any way.

STAY ON THE TRAIL

- Remember, every person has a right to their own beliefs and to support their preferred candidates and causes. Never pressure colleagues to donate or give their support.
- Keep your political activities separate from your job with BRP. Don't let them interfere with your (or anyone else's) work or cause a conflict of interest.
- Give your support or express your views independently, as an individual – never on behalf of the company.
- Any interaction with government officials in the context of your BRP duties must be coordinated with the Public Affairs and Government Relations team.

LOST YOUR WAY?

A friend who volunteers for a local political campaign has invited me to an upcoming event. I'm thinking about making a small donation on behalf of BRP. Is it OK if it's my money?

No, it isn't. You must donate in your own name and use your own funds. Not BRP's. BRP does not support any political candidates or parties.

DATA PRIVACY

At BRP, we recognize the value of privacy. That's why we protect the personal information entrusted to us. Our employees and customers all share personal information with us. It's our job to handle it with extreme care and do everything we can to protect it.

If it's personal, handle the information with care.

Always ...

- Use personal information only for legitimate business purposes, and in accordance with BRP's policies on data privacy.
- Gather only the necessary and minimum amount of personal information needed to fulfill the purpose.
- Process the personal information solely if the individual's consent was obtained, or if there is another adequate legal basis that allows the processing.
- Protect it as you would your own.

Never ...

- Share it with anyone who isn't authorized.
- Access it or send it via unsecured networks.





STAY ON THE TRAIL

- Protect personal information from misuse or unauthorized disclosure. Examples of personal information include an individual's name, address, email, date of birth, phone number, location data or any other information that can identify an individual, directly or indirectly.
- Make sure you respect our internal Data Privacy Policy when collecting, using or sharing an individual's personal information.
- Immediately report any potential privacy breach, or any activity you're aware of that violates our policies on data privacy or the law to the Information Systems and Technology team and to BRP's Privacy Officer so we can act to protect the personal information and the individuals involved.
- Consider data privacy at the beginning of any new project or initiative that will involve personal information.

LOST YOUR WAY?

One of our suppliers has asked for a list of employee addresses for a marketing campaign. Since this is a trusted supplier we've worked with for years, can I share this information?

No, you shouldn't. Even if we have a long relationship with this supplier and his intention is good, sharing personal employee information in this context goes against our Data Privacy Policy. It could also violate privacy laws. Contact the Ethics and Compliance team for help.

KEEP GOING

Data Privacy Policy
Employee Privacy Notice
Guidelines for Use, Access and Management of Information
Information Security Policy



GLOBAL TRADE COMPLIANCE

BRP serves customers around the world. Sending our products across borders or sharing technology abroad can be tricky. Just one misstep can disrupt our business and expose the company to hefty fines, reputational damage or even criminal prosecution. To preserve our ability and privilege to do business globally, we carefully follow the applicable import, export and trade compliance laws.

STAY ON THE TRAIL

- If your work at BRP involves importing or exporting items, remember that international trade compliance laws are complex and subject to frequent change. These laws address:
  - **Import and customs activities** – to ensure accurate tariff classification, value, country of origin, product marking and other elements.
  - **Exports and export controls** – to regulate or restrict the export of items for reasons of national security, foreign policy, anti-terrorism or non-proliferation.
  - **Trade embargoes and economic sanctions** – to prohibit or restrict business dealings with certain countries and their nationals, and/or with designated entities or persons.
  - **Anti-boycott** – to prohibit participation in unsanctioned boycotts or refusal to trade with a specific country.
- Do not hesitate to ask our Global Trade Services team for help.



INSIDER TRADING

A thriving marketplace requires trust that every investor has access to the same information. We don't allow trades based on material non-public information that we learn through our work at BRP – an illegal practice known as insider trading.

Information is:

"Material"

When it influences an investor's decision to buy, sell or hold stocks or is expected to result in a significant change in the price of the shares.

"Non-public"

When it hasn't been released to the public (through a press release or other public communication).

STAY ON THE TRAIL

- Understand what "material non-public information" is (also called "inside information") and be able to identify it. It can include sales or earnings, potential mergers or acquisitions, leadership changes, new product announcements or pending legal actions.
- Never trade the shares of the company based on inside information, and don't "tip" this information to others (whether clients, suppliers, family or friends). Either action can violate insider trading laws.
- If you're not sure if information is considered inside information, ask the Legal Department about it before trading on it.
- Honour any trading windows or special blackout periods that BRP may impose. Do not trade until we lift the restriction.



LOST YOUR WAY?

While meeting with some colleagues, I learned about an upcoming acquisition the company is contemplating. Since I am not subject to a scheduled blackout period, is it OK for me to share this with my father for him to buy shares in the company?

No, it isn't. Whether or not you are subject to a scheduled blackout period, you are still in possession of material non-public information and prohibited from trading on such information or "tipping" others to do so.

I have an urgent need for cash to address a family emergency. Selling some of my BRP stock is the easiest way for me to raise money. At the same time, I am aware of information in our quarterly financial results which are not public yet and may have a negative impact on our stock price. Given that I'm not an officer of the company, I can still trade, right?

No, you should not trade because you have inside information. If you have any doubts when considering whether to buy or sell shares, you should speak with your manager or with any lawyer in the Legal Department.

KEEP GOING

Insider Trading Policy



TRUST IN OUR COMPANY

- Company assets
- Confidential information and intellectual property
- Accurate recordkeeping
- Responsible communications
- Product quality and safety



COMPANY ASSETS

We put everything we have into the development and manufacturing of our products. Great ideas. Facilities. Equipment. It's up to each of us to handle these assets with care and protect them from loss, theft or misuse.

STAY ON THE TRAIL

- Make sure the BRP assets you're entrusted with are used for legitimate business purposes, in accordance with our policies and the law.
- Help prevent loss, misuse, waste, damage and theft of all assets: electronic and information assets, as well as physical ones.
- Keep personal use of our assets to a minimum, and don't let it interfere with your work or responsibilities at BRP. Remember, anything you create, store or send on company equipment belongs to BRP.
- Never borrow or lend company assets without authorization, and don't use them for personal gain.
- Never share confidential information or intellectual property with anyone unless they have a business need to know it and are authorized to do so.
- Never use your personal email or devices for your work.
- Practice good physical security and cybersecurity. Prevent unauthorized access to our facilities. Use only BRP approved software and hardware. Never click on suspicious links or share your password (see our Password Policy).
- Speak up about potential breaches or other security issues immediately.

WHAT SHOULD I PROTECT?



Physical assets

Resources we can see and touch, such as:

- Facilities and furniture
- Equipment and tools
- BRP vehicles
- Office supplies
- Company funds or credit cards



Electronic assets

Resources that support our systems and networks, such as:

- Computer hardware and software
- Networks and databases
- Mobile devices
- Internet access



Information assets

Information we collect or create, such as:

- Proprietary information
- Trade secrets
- Logos and trademarks
- Emails and records



LOST YOUR WAY?

I found some free software online that I believe would help me with my work. Can I install this software on my BRP computer?

No. We only permit the installation on company devices of software that's approved by BRP. Even if it's free and doesn't require a licence, you should never download software without checking first with the Information Systems and Technology (IS&T) Department. They can help you install appropriate and approved software.

A visitor forgot his access card and asked me to let him in the building. Is that OK?

No, it isn't. If someone without proper identification (i.e., an access card) tries to follow you as you enter a BRP building, you should not let them in and refer them to site security or the receptionist for assistance. Security is everyone's responsibility.

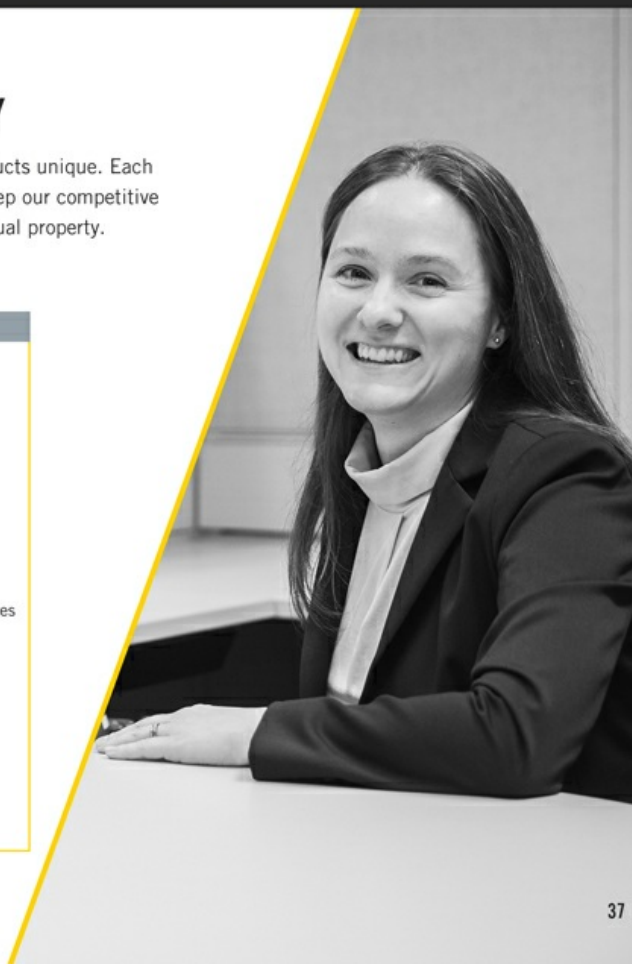


KEEP GOING

Confidentiality and Clean Desk Policy
Information Security Policy
Mobile Devices Policy
Password Policy

CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY

Innovation is part of our DNA and makes our company and products unique. Each of us works hard to take the company to higher levels and, to keep our competitive edge, we must protect our confidential information and intellectual property.



Protect information that's:

Confidential, including:

- Acquisitions or investment plans
- Marketing strategies
- Projected sales or earnings
- Employee, dealer, distributor or customer lists
- Price lists

Proprietary, including:

- Manufacturing methods
- Creative work, like designs, trade secrets, drawings or white board notes
- New product development
- Proprietary software

Personal, including:

- Addresses or phone numbers
- Email addresses
- Employment or medical information
- Banking information



STAY ON THE TRAIL

- Take responsibility for protecting confidential information about BRP (i.e., proprietary and not available to the public) you come across while doing your job. If you're not sure if it's confidential, treat it like it is.
- Handle confidential information and intellectual property carefully. Never share it with anyone who isn't authorized to see it, and never discuss it publicly or on social media.
- Be just as protective of information belonging to our third parties or any other organizations.
- Continue to protect confidential information even after you leave BRP.

LOST YOUR WAY?

A candidate I interviewed volunteered confidential information from their previous job with a competitor. Since I didn't ask for this information, may I pass it along to my team?

No, you may not. While you didn't ask for this information, it's confidential and doesn't belong to us. Don't use it or share it with anyone.

KEEP GOING

Confidentiality and Clean Desk Policy
Guidelines for Use, Access and Management of Information



BRP's records include ...

- Accounting records
- Invoices
- Timecards
- Expense reports
- Contracts and proposals
- Performance reviews

... and many more.

ACCURATE RECORDKEEPING

The integrity of the company's books and records goes hand in hand with its reputation and maintains the trust of our stakeholders. No matter how we contribute to BRP's records, whether physical or electronic, we do so with care.

STAY ON THE TRAIL

- Be accurate, clear and complete in every transaction and every record you make.
- Never falsify our records or make a misleading entry. Don't let anyone pressure you into falsifying a BRP record, no matter what position they hold.
- Follow our policies and internal controls, including the Authorities and Limits Policy, as well as applicable laws, accounting principles and regulations, whenever you create or update our records.
- Also follow our Records Management Policy and Retention Schedule when it comes to maintaining, handling, retaining or destroying our records. Keep any required supporting documentation, such as receipts or notes.
- Never destroy a record that has been requested for a lawsuit, investigation or audit.
- Give accurate, complete, timely and transparent information when you disclose financial information on BRP's behalf. Comply with our internal controls, any internal or external audits or inquiries in the same way.
- Speak up immediately if you see any suspicious activity.

KEEP GOING

Authorities and Limits Policy
Records Management Policy
Travel and Entertainment Expenses Policy

RESPONSIBLE COMMUNICATIONS

Each of us is a BRP brand ambassador. The things we do and say – both as employees and as individuals – impact the way the world sees the company. We must represent BRP with integrity, communicate with care and help BRP speak with a consistent voice.

STAY ON THE TRAIL

- Don't speak for BRP. Always allow our designated representatives to speak on behalf of the company.
- Don't respond to a request for a comment or information if you are not authorized to do so. Refer the request to the Corporate Communications Department.
- Market and advertise our products honestly. Never disparage the competition or make claims that can't be backed up with supporting documentation.
- Use social media responsibly. Keep your posts professional, respectful, helpful and in line with our values. Never post anything that could be seen as harassment or abuse, and never share private or confidential information or intellectual property – whether it belongs to BRP or someone else.





Think before you post something ...

Ask yourself, is what I'm about to write ...

- My view and not BRP's?
- Necessary?
- Truthful?
- Respectful?
- Helpful?

If it's not all those things, it isn't BRP, and it doesn't need to be said.

LOST YOUR WAY?

I saw a post on social media that was saying something negative and false about one of our products. Since my response will be helpful and I know I can correct this statement in a respectful way, may I respond?

No. Only designated representatives are authorized to do so. Even though your intentions are good, you run the risk of saying something that doesn't align with our messaging. You should forward this post to the Corporate Communications Department.

KEEP GOING

Social Media Policy



PRODUCT QUALITY AND SAFETY

We're creating more than products – we're creating memory-filled experiences. That's what our customers trust us to deliver. We strive to honour their trust and lead by example.

STAY ON THE TRAIL

- Carefully follow applicable internal quality, safety guidelines and requirements as well as industry standards.
- Watch for potential safety hazards or policy violations involving our products.
- Never sacrifice quality or safety to meet a deadline. That includes never taking shortcuts (or allowing others to) when developing or manufacturing our products.
- Complete the appropriate Ride Safely certification before you use our products and make sure to follow its requirements.
- Expect our dealers, distributors, suppliers and other third parties to maintain the same commitment to quality and safety.
- Speak up immediately about any concerns or complaints about safety or quality.

Help us ensure quality and safety:

In our product development and manufacturing
Follow all requirements – legal, quality and safety.

From our suppliers
Regularly monitor their work, procedures and safety record.

From our dealers and distributors
Monitor all aspects of our distribution systems and respond to safety or quality issues.

Through our marketing and communications
Promote and show safe use of our products.

Responsible Rider Program

There is an opportunity for everyone in the powersports industry to come together and rethink how we approach safety, the environment and riding etiquette. The Responsible Rider program is a BRP initiative to further awareness and education, and most importantly, act to help make every rider a Responsible Rider. Whether we ride on trails, roads, water or snow, we at BRP are committed to driving positive change. As employees of BRP, we are expected to be ambassadors of the Responsible Rider program and to adhere to its principles.

RESPONSIBLE RIDER

A BRP PROGRAM





TRUST WITHIN OUR COMMUNITIES

- Human rights
- Environmental stewardship
- Community engagement



HUMAN RIGHTS

BRP's products are designed by people, for people. It is the responsibility of each of us to protect the rights and dignity of every individual who is part of our operations or our supply chain – we fight for their right to work freely and fairly.

STAY ON THE TRAIL

- Support BRP's efforts to protect human rights and prevent any violations. Know and uphold our prohibitions on all forms of modern slavery.
- Make sure third parties you work with share our commitment to protecting human rights. Don't do business with any organization that engages in human rights abuses. That includes sourcing materials responsibly and ensuring our use of conflict-free minerals.
- Speak up immediately if you see any signs of human rights abuses in our business, our supply chain or in a third party's operations. We need to know.

Modern slavery includes ...

- Child labour
- Forced or compulsory labour
- Human trafficking
- Physical punishment
- Unsafe working conditions
- Unreasonable or illegal work hours

These are only a few examples. Stay alert for any harmful activity.

KEEP GOING

Conflict Minerals Statement

ENVIRONMENTAL STEWARDSHIP

BRP doesn't just enable unforgettable memories to be created today. We all want future generations to make lasting memories too and, as a company, we're committed to protecting the world they'll inherit. By promoting sustainability and conserving resources. It's all about being good stewards of the planet and minimizing the environmental impact of the company's operations and product lines.



STAY ON THE TRAIL

- Do your part to conserve, recycle or re-use resources and reduce the emissions our business generates.
- Follow all environmental laws that apply to us, wherever we operate. Know how they apply to your job and complete all required training to ensure compliance.
- Focus on developing safe and energy-efficient vehicles, as well as considering the use of recyclable/recycled material when developing new products.
- Choose options that are clean, sustainable and responsible when sourcing materials for our business, including using conflict-free minerals.
- Get informed on BRP's Corporate Social Responsibility (CSR) program and reach out to our CSR team for guidance.
- Speak up right away if you see or suspect an environmental hazard or violation, so we can minimize any damage.



Live and work sustainably.

- Reduce energy and water usage.
- Recycle materials.
- Compost organic material when that service is available.
- Support local farmers and reduce food waste.
- When possible, use public transportation or car sharing services.

LOST YOUR WAY?

There are some disposal practices in our facility that I think may harm the environment. What we do now complies with the law, but I think we could do better. What should I do?

At BRP, we never stop looking for ways to do better. If you have ideas, share them with us right away. Talk to your manager or another internal resource to see if we can implement them.

KEEP GOING

Conflict Minerals Statement
Sustainable Development Policy



COMMUNITY ENGAGEMENT

At BRP, we are actors in creating a positive and lasting impact in each community where we work, live and play. Every day, we roll up our sleeves to make our communities as socially sustainable as they can be – by contributing to local initiatives or by tackling intimidation, our global cause. We are constantly looking to involve our vast network with the goal of truly moving the needle on social issues that touch our people in their everyday lives.

STAY ON THE TRAIL

- Obtain the necessary approval before making a financial contribution on behalf of BRP or if an organization wishes to submit a contribution request, as detailed in the Donation Policy.
- Make sure your personal volunteering activities are undertaken on your own time.
- Don't solicit coworkers through mass email or pressure them to participate or donate to any cause. Remember that participation in community or volunteer events is strictly personal.
- Reach out to the Corporate Social Responsibility team to get involved with our community engagement initiatives, and in the programs and activities that BRP contributes to.

KEEP GOING

Donation Policy



OUR JOURNEY

You've reached the end of the Code … but reading it is just the beginning of the journey.

By this point, you've seen that some of the challenges we face as a company can make for a twisting and sometimes rocky trail. As we continue our growth trajectory, that trail will likely not always be smooth!

As an ambassador of BRP, you influence the path we take. The things you say, the choices you make, the way you conduct business – each can contribute to building trust in BRP. When in doubt or facing a dilemma, never hesitate to ask for help, or to speak up if you come across a situation that you believe is inconsistent with our Code.

When you follow the Code and do what's right, you're keeping us moving in the right direction. Together, **Driven by Integrity**, we'll make sure BRP endures – for the adventure seekers, the memory makers and anyone hoping to join the ride.



Martin Langelier
Chief Legal Officer

OUR RESOURCES

Board of Directors	BRP, c/o the Corporate Secretary 726 St. Joseph Street, Valcourt (QC) J0E 2L0 Canada
Ethics and Compliance	compliance@brp.com / E&C Google Site / Integrity Hotline
Corporate Communications	medias@brp.com
Corporate Social Responsibility (CSR)	csr@brp.com donations@brp.com
Data Privacy	compliance@brp.com
Global Security	globalsecurity@brp.com
Global Trade Services	gtsstrategygroup@brp.com
Health and Safety	globalhs@brp.com
Human Resources	mybrp@brp.com
Information Systems and Technology	servicedesk@brp.com cybersecurity@brp.com phishing@brp.com
Legal	compliance@brp.com
Public Affairs and Government Relations	compliance@brp.com

RELEVANT DOCUMENTS

All policies referenced in this Code are available in BRP's Policy Repository.

Additional departmental or geographical requirements may apply. Please ask your manager for additional guidance.



Exhibit 23.1

Deloitte LLP
La Tour Deloitte
1190 Avenue des Canadiens-de-Montréal
Suite 500
Montreal QC H3B 0M7
Canada

Tel: 514-393-7115
Fax: 514-390-4100
www.deloitte.ca

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-249027 on Form F-10 and to the use of our reports dated March 22, 2023, relating to the financial statements of BRP Inc. (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 40-F for the year ended January 31, 2023.

/s/ Deloitte LLP

Chartered Professional Accountants
Montréal, Canada
March 23, 2023

Exhibit 31.1

CERTIFICATIONS

I, José Boisjoli, certify that:

1. I have reviewed this annual report on Form 40-F of BRP Inc.

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 issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer 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 issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the issuer'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 issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer'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 issuer'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 issuer's internal control over financial reporting.

Date: March 23, 2023

/s/ José Boisjoli

Name: José Boisjoli
Title: President and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Sébastien Martel, certify that:

1. I have reviewed this annual report on Form 40-F of BRP Inc.
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 issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer 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 issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the issuer'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 issuer's internal control over financial reporting; and
5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer'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 issuer'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 issuer's internal control over financial reporting.

Date: March 23, 2023

/s/ Sébastien Martel

Name: Sébastien Martel
Title: Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Annual Report of BRP Inc. (the "Company") on Form 40-F for the fiscal year ended January 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, José Boisjoli, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 23, 2023

/s/ José Boisjoli
Name: José Boisjoli
Title: President and Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Annual Report of BRP Inc. (the "Company") on Form 40-F for the fiscal year ended January 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Sébastien Martel, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 23, 2023

/s/ Sébastien Martel
Name: Sébastien Martel
Title: Chief Financial Officer