

ATS

ATS Automation
Annual Report 2020

**Work with
Purpose**

At ATS, the work we do, across all operations and locations, touches people's lives every day. We support health and well-being through life sciences. We're contributing to the evolution of electric vehicles, which will make transportation more sustainable. Our efforts are helping to maintain and improve crucial energy infrastructure. Our services help make customers more efficient and effective. We are focused on constant improvement, on making every day better than the one before. That's work with purpose.

ATA

Stock market listing

\$1.4B

Revenue

4,500+

Employees worldwide

22

Facilities

50+

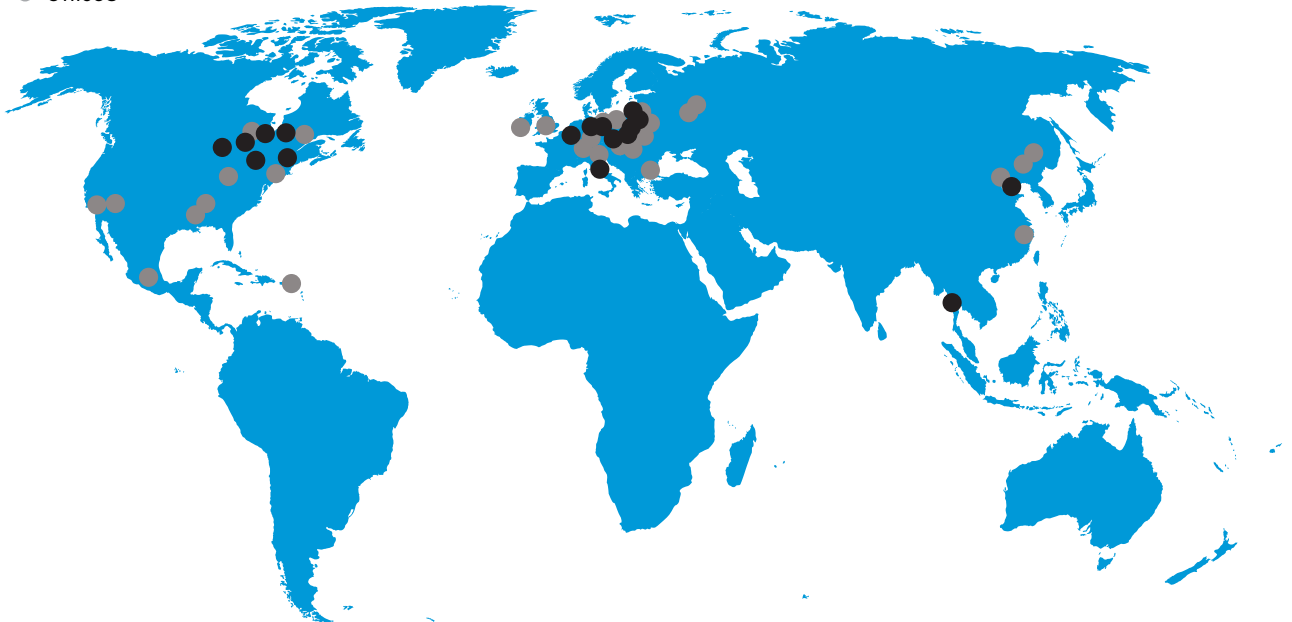
Offices

21

Countries

Global Presence:

- Manufacturing Facilities
- Offices



Contents

Message from Our CEO **2** Achieving the Best ATS **6** Growing with Purpose **10** Extending Our Reach **14**
Driving Purpose with the ATS Business Model (ABM) **18** Management's Discussion and Analysis **22**
Management's Responsibility for Financial Reporting **47** Independent Auditor's Report **48** Consolidated Financial
Statements **50** Notes to Consolidated Financial Statements **55** Board of Directors **98** Shareholder Information **100**

ATS at-a-Glance

Make tomorrow better than today. More innovative. More productive. More valuable. And more useful to customers and communities. A culture of continuous improvement is what defines our company and our people. Working across a range of markets, we provide customers with industry-leading solutions that allow them to optimize their manufacturing operations and make their tomorrows better.

Delivering solutions through innovation and automation

ATS delivers end-to-end technology and automation solutions. We provide both fully customized and out of the box approaches. We cover every stage of the project life-cycle, from pre-automation through automation and integration, to post-automation support. We start by matching the right people with each customer to ensure we understand their needs. Then we conceive, simulate and refine solutions before installation. We deliver solutions and products that optimize performance, including conveyance systems, assembly platforms, advanced vision systems, aseptic processing and containment technologies, specialized multi-staged robotic assembly, process and other automation equipment. After installation, we provide support through remote diagnostics, critical analysis, preventive maintenance and performance insights; these services are delivered in various ways, including online through Illuminate™ Manufacturing Intelligence, our scalable Industrial Internet of Things platform.

A diversified, global company focused on driving growth and delivering value

Established in Cambridge, Ontario, over forty years ago, today ATS has operations and offices in 21 countries around the world. We serve customers in four key industrial markets – life sciences, energy, transportation and consumer. We continue to build capacity in life sciences, which now accounts for over 50% of our annual revenues; we support the manufacturing and automation initiatives of leading medical device, pharmaceutical and biotechnology companies. Our customers in the energy sector encompass nuclear, batteries, oil and gas and solar. In the transportation sector, we have a particular focus on electric vehicle technology, but also serve automotive, powertrain and aerospace customers. In consumer, we provide precision manufacturing and materials handling solutions for customers in cosmetics, personal care, warehousing and food and beverage.

Decentralized operations and a culture of excellence built upon the ATS Business Model

Across all of ATS' geographies and diverse operations, we are united by the ATS Business Model (ABM). The ABM is our playbook – an approach built upon people, process and performance and focused on continuous improvement in everything we do. It is a repeatable model for analyzing challenges and developing solutions that will ultimately drive performance and growth. As ATS has grown, both organically and through mergers and acquisitions, the ABM provides a common language and a unifying viewpoint shared across the company.

(in millions of dollars, except per share data)	Fiscal 2020	Fiscal 2019	Fiscal 2018
Revenues	\$1,429.7	\$1,253.6	\$1,114.9
Earnings from operations	\$95.6	\$114.8	\$85.5
Adjusted earnings from operations ¹	\$157.4	\$142.8	\$117.3
EBITDA ¹	\$167.0	\$157.2	\$122.1
Net income from continuing operations	\$52.9	\$70.8	\$47.2
Earnings per share – basic from continuing operations	\$0.57	\$0.76	\$0.50
Adjusted earnings per share ¹	\$1.06	\$0.98	\$0.74
Order Bookings ¹	\$1,468	\$1,408	\$1,182
Order Backlog ¹	\$942	\$904	\$746

¹ Non-IFRS measure. See Management's Discussion and Analysis: Notice to reader.

ATS is listed on the Toronto Stock Exchange under the symbol "ATA."



Andrew Hider

MESSAGE FROM OUR CEO

As this report is being written in the spring of 2020, economies around the world, shut down by the global pandemic, are starting to take the first steps toward reopening. The hope shared everywhere is that the world will make this transition successfully while remaining vigilant and prudent. For the last several months, ATS has been working with customers around the world, enabling them to overcome capacity constraints and supply chain shortages. We are helping them turn their focus to manufacturing products that are essential to meeting the challenges of COVID-19, items like test kits, personal protective equipment, ventilators and respirators. I cannot think of a better demonstration of the commitment of our employees or a more precise embodiment of the term “work with purpose.”

Like every business, we continue to be affected by the pandemic. Inevitably, there were impacts on our performance. However, for ATS, the pandemic’s most significant impact was what it revealed about the resilience of our people, the underlying strength of our business and the value of the ATS Business Model.

2020 Financial Performance

ATS enjoyed strong performance for most of FY2020, but as the year came to a close, we began to feel the impact of the COVID-19 pandemic. At this point, no one is certain about the timetable for global economic recovery, but we can be sure of challenging times ahead. However, I am fundamentally an optimist. While I accept that the world may be changed, I believe in the long-term possibility of change for the better.

For the third year in a row, we achieved double-digit growth (14%), with substantial revenues of \$1,429.7 million. Our Order Bookings for the year were \$1,468 million, 4% higher than FY2019, and Order Backlog at year end was \$942 million, also a 4% increase over last year. As a percentage of revenues, our Working Capital of 12.3% was within our target range for the year.

Deploying Capital

As part of our growth strategy, we continually look at how we deploy capital to confirm that it is generating the results needed to meet the requirements of our business and the expectations of our shareholders. Through that lens, we undertook a reorganization in fiscal 2020 and made the decision to exit from some underperforming businesses. This allowed us to redirect capital into businesses and opportunities that will deliver a better return for our invested capital, and for the hard work of our employees and the confidence of our investors.

We made three strategic acquisitions in fiscal 2020:

- MARCO, a U.K.-based provider of yield control and recipe formulation systems for customers in the food, nutraceuticals and cosmetic sectors. MARCO is an initial step into a product-based niche segment of the food sector with a dependable growth rate. As a strictly regulated sector with steady demand for high-precision technologies, the food industry is perfectly aligned with our strengths and growth strategy;
- iXLOG, an IT consulting and service provider based in Germany that specializes in analytics, business intelligence and business process optimization; and
- Industrial Automation Partners B.V. (IAP), a Netherlands-based provider of process automation services.

Together, iXLOG and IAP will help expand the capabilities of our ATS Process Automation business.

Along with acquisitions, we made significant investments in capacity building this year. We expanded existing operations, including facilities in Cambridge, Chicago and Europe; this includes our new Cambridge-based Innovation Centre, which will be part of ATS Life Sciences. These investments also include training for our people in the ATS Business Model and role-specific skills. Expanding capacity in high-performing areas of our business and enhancing our capabilities will help us meet the evolving needs of our customers and deliver value for our shareholders.

As part of our growth strategy, we continually look at how we deploy capital to confirm that it is generating the results needed.

The Kaizen process empowers our people to develop solutions that continue to deliver improvements in efficiency, productivity and quality, delivering greater value to our customers and shareholders.

ATS Business Model

Around ATS, you'll hear us describe the ATS Business Model (ABM) as "our playbook" – the collection of tools and approaches that drives continuous improvement and guides us in achieving our business goals. But it's more than that. Now in its third year, the ABM is the foundation of our culture and the common language that is essential to building a global leader. It unites our businesses and provides a common playbook for our decentralized company to deliver value for our employees, customers and shareholders.

In fiscal 2020, we held our second annual President's Kaizen Event, where our executive leadership team take an active role on Kaizen teams throughout the business. The enthusiastic participation shows the organization our commitment to the ABM and the improvements it delivers. It also highlights the talent and depth of our leadership team, which I believe is one of our company's greatest long-term strengths.

At the same time, the core value of our ABM is that its impact comes from the shop floor and the front line. The Kaizen process empowers our people to develop solutions that continue to deliver improvements in efficiency, productivity and quality, delivering greater value to our customers and shareholders.

As you'll read in a following section (Driving Purpose with the ATS Business Model), we also held our first ABM event with Comecer. That event, and Kaizens in locations across our operations, highlight the vital role the ABM plays in uniting our organization. It remains our most powerful tool for getting the most from our people.

With the ABM thoroughly embedded in our approach to operations, it is now expanding to include strategy, product innovation and commercial excellence. We are beginning to see how the principles of "common sense, rigorously applied" – process orientation, problem definition, leveraging data and setting clear performance metrics – are refining the way we deploy marketing initiatives, set sales targets and approach customers. We are in the early stage of an evolution that will deliver lasting value to our clients and our shareholders.

Looking Ahead

In October 2019, ATS Life Sciences and Comecer received a \$32 million Order Booking from a leading global pharmaceutical company to supply an automated pharmaceutical assembly and filling line. Operating separately, neither business could have won this contract; working jointly they did, while pointing the way to future successes for ATS. By working together, by leveraging the talents and capacity available across our organization, ATS can achieve remarkable things.

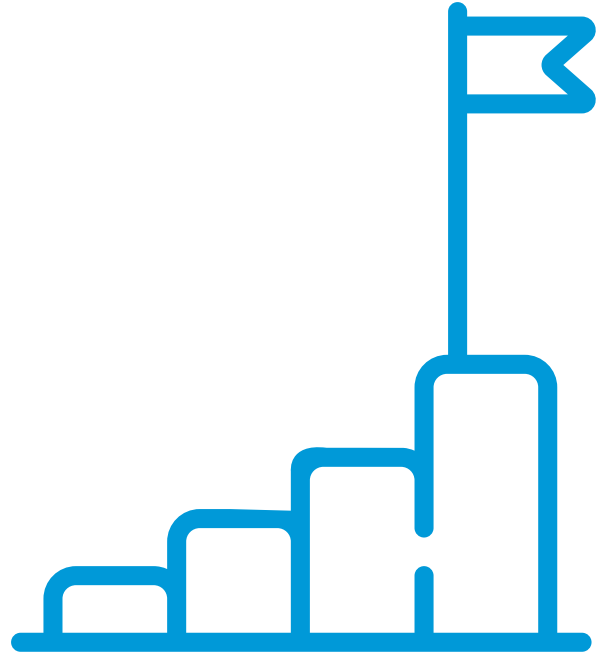
A case in point is the adaptability and flexibility we've been able to show in redesigning and repurposing systems and facilities to help meet the COVID-19 challenge. As we move into a post-pandemic world, I believe that supply chains are going to be different. Governments and businesses will move to reduce the risks associated with being dependent on a single source for essential goods. Such an environment positions ATS to help companies rethink and realign their supply chains and manufacturing capabilities.

Our growing strength in sectors such as life sciences, pharmaceuticals, electric vehicles and the Industrial Internet of Things all point to ATS' outstanding capacity to meet the demands and the realities of the future. Across ATS, our people, process and performance will continue to align, so we can work with purpose and create sustainable value for our shareholders and our customers.

Sincerely,



Andrew Hider
Chief Executive Officer
ATS Automation



Achieving

the Best ATS

A commitment to continuous improvement is the foundation that enables us to deliver dependable shareholder value.

The process of continuous improvement provides a platform that has led ATS to grow from our base in Cambridge, Ontario, to become a global company with 22 manufacturing facilities and over 50 offices in 21 countries on three continents. Recognized for our ability to provide our clients with options as well as strategic solutions, ATS has completed over 24,000 projects. We work for many of the world's leading companies, and our reach continues to expand. Our growth is directly linked to our people's ability to analyze, adapt, and provide our customers with answers and strategies that meet the needs of continually changing markets.

Our constant focus on improvement includes regularly reviewing our business and operations to be sure our capital is deployed productively. This approach may require adjusting our portfolio of businesses, in order to reallocate capital to where it will provide the best returns.

Adaptability creates access to opportunity, and that is a crucial strength for ATS. For example, we were able to quickly adapt to the challenges of COVID-19 by rapidly converting existing capacity and processes at some of our customers' operations to the production of masks and ventilators. This ability to turn idea to execution is a testament to our people's capabilities.

Our employees are highly skilled, technically sophisticated and passionately committed to the work they do. This commitment fuels their embrace of the ABM, which they recognize as a method for fostering their engagement and supporting their development. It is also a powerful tool for developing leaders within ATS, and for shaping a cohesive, global growth strategy.

At every level of our organization, everywhere we operate, we make it a priority to ensure we have the right people in the right roles making the right decisions at the right times. For several years, we have focused on building our senior ranks and have a team of outstanding leaders across ATS, who will be able to help guide the company's long-term future.

One of the defining strengths of ATS is our use of widely understood metrics to evaluate performance. We use our “8 Value Drivers” to gauge our success in producing Financial value, value for our Customers, and value for our People while pursuing continuous improvement. We use standardized performance measurements across

all our business units, not to enforce conformity but to provide clarity. The insights we gain reveal where additional support or a fresh approach might be necessary. More importantly, it shows what we’re doing right and where there may be opportunities to share best practices across a diverse organization.

Our Value Drivers

ATS has diverse operations in diverse geographies around the world – that’s one of our great strengths. Another core strength is the consistent approach we take to driving improvements and measuring performance across everything we do. We use eight value drivers to evaluate results and help ensure that our efforts and investments create clear, dependable value.

Financial

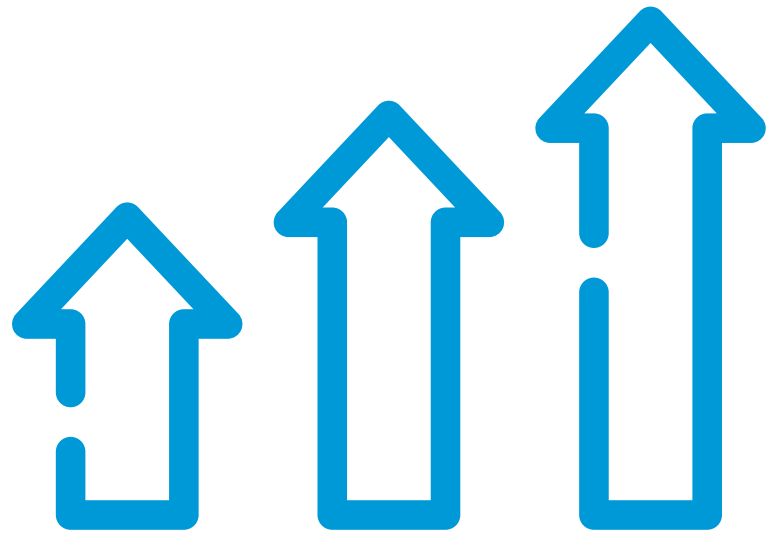
- Order Bookings
- Revenues
- EBIT Margin
- Working Capital

Customer

- On-time Delivery
- Quality

People

- Internal Fill Rate
- Employee Turnover



Growing

with Purpose

At ATS, we pursue a diverse growth strategy in which acquisitions and innovation play a key role.

Our strategy is founded upon a disciplined approach to organic growth driven by analysis, deep understanding of our markets, strong customer relationships and purposeful alignment to our own capabilities and potential.

By fostering process improvements and efficiencies that make our products and services more valuable to our customers, the ABM makes a pivotal contribution to organic growth, which has averaged 9% for the last three years. We have also added new customers and expanded long-term customer relationships across different markets and geographies. Our success confirms that we are following the right strategy.

We see strong potential for delivering sustainable growth by expanding the range of products and services, including after-market services, that we sell to existing clients. Our sales team is also focused on engaging customers on enterprise solutions. The benefits of this approach are threefold: more strategic customer relationships, increased workload predictability and program control, and reduced short-term sensitivity to large-scale economic forces. Not surprisingly, winning such business takes a significant investment

of time and effort, but the rewards in terms of dependable, long-term revenues are clear. Our current Order Backlog includes several large enterprise programs.

We are also putting an emphasis on high-potential, high-value sub-segments in target markets such as life sciences, pharmaceuticals and food. These areas all demand the kind of complex, technologically intense solutions that people identify with ATS. These markets are also highly regulated, which presents a significant barrier to entry for new market entrants. ATS is a known commodity with a proven track record; this gives us a substantial edge in pursuing the higher-margin returns associated with these opportunities.

In Q3 2020, ATS Life Sciences and Comecer secured a CAD \$32 million Order Booking from a leading global pharmaceutical company for the supply of an automated pharmaceutical assembly and filling line. This achievement validates our strategy of establishing an offering that encompasses both custom automation and integration (ATS Life Sciences) and specialized pharmaceutical technology (Comecer). It shows how we can drive growth and shareholder value through strategic acquisitions that complement our existing strengths.

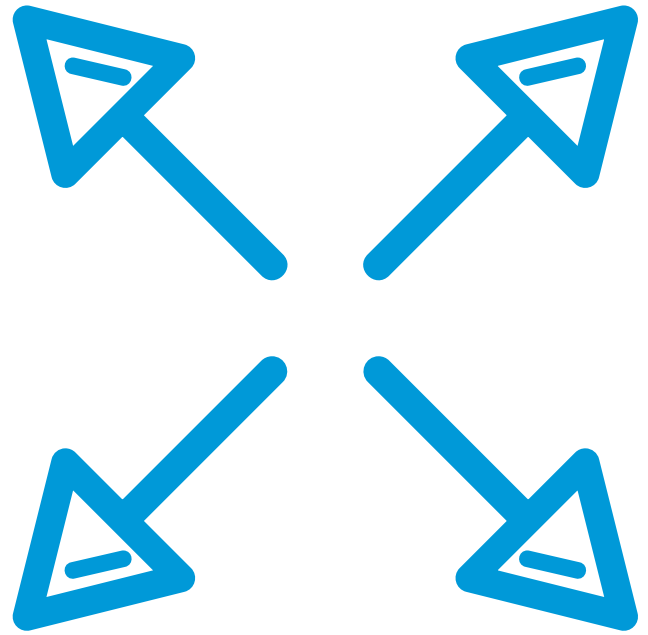
Transitioning into a post-pandemic environment, we believe there are opportunities for ATS as a trusted partner. We are confident about the long-term health and survival of the global supply chain network, but we also recognize that for certain products, companies may want to bring their supply closer to home. ATS is well positioned to help companies reconfigure existing supply chains or to develop entirely new sources of supply. In fact, we've already done it for a leading manufacturer of wearable devices for the treatment of diabetes. A few years ago, the customer contracted with ATS to design and construct a U.S.-based automated manufacturing assembly line for its products. This customer's decision to re-shore its manufacturing facility to the U.S. will help mitigate risk for its customers and improve the efficiency of its operations.

Another high-potential source for near-term growth is in the area of After-Sales Service and Support. Customers that have seen their bottom lines impacted by COVID-19 are naturally going to be prudent about capital expenditures. ATS can provide value by maintaining and extending the operating life of their existing equipment. In addition to generating revenue, providing these higher-margin services will also help deepen our relationships with existing customers.

Margin Expansion

We implemented our margin expansion program to increase adjusted earnings from operations margin over the long term. It is built upon five connected strategies:

1. Growing higher-margin after-sales service business
2. Improving global supply chain management
3. Increasing the use of standardized platforms and technologies
4. Growing revenues while leveraging the current cost structure
5. Continuous improvement enabled by the ABM



Extending

Our Reach

The foundation we create through robust organic growth provides ATS with the capacity to extend our reach into new avenues of growth: new markets, new products and services, and new platforms.

In addition to expanding our access to opportunity, pursuing such growth helps ATS by adding diversity to our portfolio.

In 2020, we acquired three companies:

MARCO Limited (“MARCO”), a U.K.-based provider of yield control and recipe formulation systems that help customers in the food, nutraceuticals and cosmetic sectors increase productivity;

iXLOG, a Germany-based IT consulting and service provider specializing in business process optimization that will play a critical role in expanding the data analytics and business intelligence offerings of ATS’ Process Automation Solutions (“PA”) business; and

Industrial Automation Partners B.V., a Netherlands-based provider of process automation services that also complement ATS’ PA growth strategy.

These acquisitions all contribute to our potential growth. The MARCO acquisition, in particular, gives ATS a foothold in an attractive new vertical market that is expected to provide dependable growth in the mid-single-digit range. Additionally, MARCO operates in a regulated sector that drives the need for high-precision technologies and, consequently, raises a high barrier to entry for potential competitors. It is a model of the kind of company we see as a strategic acquisition target.

Some of these companies have already been introduced to the ABM which, as our experience with Comecer demonstrates, is a powerful tool for integrating an acquisition. Because it is process-focused, the ABM does not seek to supplant an acquisition’s existing culture. Instead, it becomes a useful boost to productivity that also helps open doors for the acquired company to collaborate smoothly with its new partners across ATS.

Innovation has long been one of our recognized strengths. Customized solutions come from drawing on our years of experience and an extensive library of tools and approaches to develop a working solution for whatever a customer may need. Innovation goes a step further. When we discover a useful product or process that is not already in our toolkit, we create it.

To help fuel the innovation that we need to deliver growth, we invested almost \$60 million in developing and enhancing capacity across ATS in 2020. This included building a new Innovation

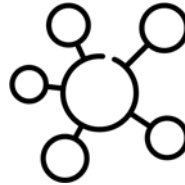
Our Strategic Growth Platforms



Life Sciences



Expanded Services



New Frontiers

Centre in Cambridge, Ontario. The centre will focus on advancing key product lines such as conveyor systems, imaging platforms and machine intelligence. More importantly, it will help ATS look to the future, anticipating customer needs and business opportunities so that when they arise, we're ready.

After-sales service has always offered a clear pathway to sustainable growth: it extends our reach physically and digitally; it allows us to expand our offering, using digital and non-digital means to help our customers; and it will enable us to deepen our relationships with customers. An exceptional after-sales experience is a well-established gateway to new sales.

During the COVID-19 emergency, it has become apparent that the kind of digital support we offer through After-Sales Service and Support and through our Illuminate™ Manufacturing Intelligence platform is an enormous competitive advantage. At a time when on-site visits are not possible, we are still able to support our customers. Using the IIoT (the Industrial Internet of Things), we can analyze data, anticipate challenges, diagnose problems, provide maintenance and deliver solutions that help keep our customers up and running.

In a post-COVID world, the cost- and time-efficiency of digital solutions will continue to be attractive to customers and provide them with a compelling reason to choose ATS.

Naturally, the ABM also plays a crucial role in helping to source and secure new opportunities for growth. We are expanding the ABM beyond operations and applying it to our commercial execution. The same rigorous, proven approach that has helped reduce costs and eliminate inefficiencies will be used to enhance returns and increase sales.

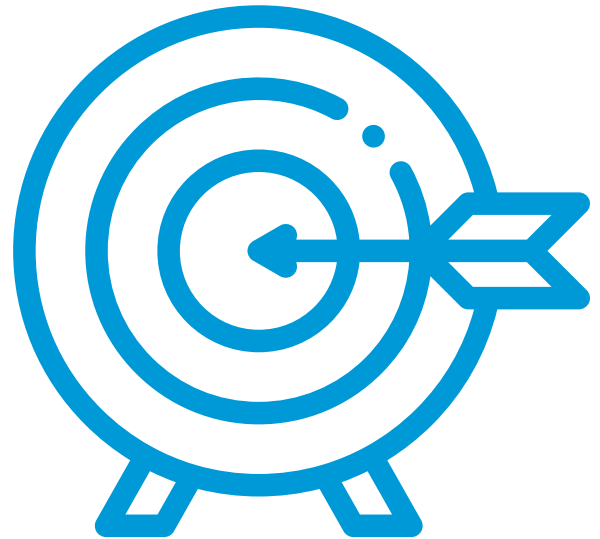
Our Strategic Growth Platforms

We see growth potential in

- Life Sciences;
- Expanded Services; and
- New Frontiers, like the regulated food sector.

In addition to strong secular drivers, these attractive markets share the following traits:

- **Quality is Critical** with no margin for error
- Products are developed through **Complex Processes**
- Production process is **Technologically Intense**
- **Regulated Environments** with exacting standards for process and product



Driving

Purpose with
the **ATS Business
Model (ABM)**

ATS has operations in over 20 countries across three continents, incorporating many languages and many cultures, and the common thread that runs through everything we do is the ABM – the ATS Business Model, our structured approach to continuous improvement.

Since its introduction in fiscal 2018, the ABM has significantly shaped our culture. It's the playbook that guides our actions, helps us integrate new businesses and supports our drive toward excellence. Moving forward, the ABM will actively contribute to driving growth as it is applied to sales and marketing.

Over the last three years, we've seen greater adoption of the ABM. Terms like *Kaizen*, *Gemba*, *5s* and *Muda* can be heard in hallways from Cambridge to Castel Bolognese to Samutprakarn. More importantly, people are implementing best practices across the organization and driving measurable results that can be directly attributed to the ABM.

Across the organization, people are seeing the results that come from the ABM – including greater efficiencies, improved turnaround times and increased innovation – rather than just learning the tools. Throughout ATS, people are using the ABM and seeing how it delivers results on a daily basis. Fiscal 2020 was also the first year that all of the businesses created business-level strategies that draw upon the ABM. As it becomes fully deployed, the ABM evolves from its initial tactical focus to become a tool for setting organizational goals and developing strategic plans.

By the end of fiscal 2020, more than 75% of our business units will have achieved “bronze-level status.” This means they have successfully installed the fundamentals of the ATS Business

Model. Over the year, we held more than three times the number of Kaizen continuous improvement events than we did in fiscal 2019. We held ABM boot camps in China, Germany and North America. Compared to the previous year, we trained more than four times the number of employees, with more than 300 attending ABM Boot Camps and more than 1,000 receiving Introduction to ABM training on the fundamentals.

A highlight for the year was our Second Annual President's Kaizen event. We simultaneously held two events in Canada and two in Germany. Each event was headed by a divisional leader, and expanded our focus beyond traditional operational improvements. In 2020, we began to apply the ABM to sales, product development, marketing, human resources and talent retention. Our vision is to extend the ABM to all aspects of our business, including commercial excellence.

At our President's Kaizen in Cambridge, one of the participants, a buyer planner, noted that the focus on the GEN3™ (SuperTrak) system identified “a huge savings in time” and that “with this time given back, now I can focus on getting further savings on other programs.”

This observation encapsulated a defining feature of the ABM in 2020. Because the basics are mostly in place, we can now help people on the critical thinking processes that make the ABM so powerful.

As we continue to pursue growth through strategic acquisition, the ABM has also become a vital tool for integrating new companies into ATS.

At our President's Kaizen in Cambridge, one of the participants, a buyer planner, noted that the focus on the GEN3™ (SuperTrak) system identified “a huge savings in time” and that “with this time given back, now I can focus on getting further savings on other programs.”

We start by considering what functions ATS performs and how those functions will mesh with what the new company brings to the table. *‘What do they do most effectively?’ ‘How do we create standard work?’ ‘How do we create the right metrics?’*

To answer these and other questions, we conduct a five-week ABM-guided integration process. We use this opportunity to get to know each other and to make it clear that this process depends on their input and insights. Our new colleagues drive the process; the integration team from ATS is there to help.

Through this process, we also establish the ABM fundamentals. For us, this means agreeing on

metrics that support identified value drivers, putting daily visual management in place so that we can see problems and solutions, and use Kaizen techniques to solve problems and seize opportunities.

Our experience with Comecer was so successful that it has become our playbook for integrating acquisitions. It also shows the critical role that the ABM plays not only in problem solving but also in providing the foundation for a vibrant, supportive corporate culture. In a company that benefits from diverse insights and perspectives, we also benefit from the fact that we all speak ABM.

Ciao, ABM

When our CEO Andrew Hider arrived at the Comecer facility in Castel Bolognese, Italy, for the company's first-ever ABM event, everyone said he had to meet El Mribba Issam. One of the highly skilled welders employed at Comecer, Issam had been an enthusiastic participant in the ABM. In fact, as part of a more extensive materials management solution, he was instrumental in coming up with a simple organizing idea that has now been adopted by the entire welding team.

“I didn't know the 5s methodology. I really like this approach.” When he and his colleagues were asked to take out all the materials around their work-stations, “we didn't know what to do. We were

amazed by all the extra material.” After engaging in a Kaizen process, Issam and his colleagues developed several practical, we-can-make-it-ourselves solutions; these included improved work trays (Issam made the prototype) and a customized mobile screw trolley.

The innovations developed by Issam and his colleagues helped to consolidate and organize the many materials they use to fabricate specialized products for Comecer and its clients. The result has improved efficiency and dramatically reduced time spent looking for parts. With this improved organization, Issam noted, “You don't waste time, and all things are clear and visible. I thank the company that has allowed me to make this new experience.”

Management's Discussion and Analysis

For the Year Ended March 31, 2020

This Management's Discussion and Analysis ("MD&A") for the year ended March 31, 2020 (fiscal 2020) is as of May 26, 2020 and provides information on the operating activities, performance and financial position of ATS Automation Tooling Systems Inc. ("ATS" or the "Company") and should be read in conjunction with the audited consolidated financial statements of the Company for fiscal 2020, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are reported in Canadian dollars. Additional information is contained in the Company's filings with Canadian securities regulators, including its Annual Information Form, found on SEDAR at www.sedar.com and on the Company's website at www.atsautomation.com.

Notice to reader: Non-IFRS measures and additional IFRS measures

Throughout this document, management uses certain non-IFRS measures to evaluate the performance of the Company. The terms "operating margin", "EBITDA", "EBITDA margin", "adjusted net income", "adjusted earnings from operations", "adjusted basic earnings per share", "non-cash working capital", "Order Bookings" and "Order Backlog" do not have any standardized meaning prescribed within IFRS and therefore may not be comparable to similar measures presented by other companies. Such measures should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. In addition, management uses "earnings from operations", which is an additional IFRS measure, to evaluate the performance of the Company. Earnings from operations is presented on the Company's consolidated statements of income as net income excluding income tax expense and net finance costs. Operating margin is an expression of the Company's earnings from operations as a percentage of revenues. EBITDA is defined as earnings from operations excluding depreciation and amortization (which includes amortization of intangible assets and right-of-use assets). EBITDA margin is an expression of the Company's EBITDA as a percentage of revenues. Adjusted earnings from operations is defined as earnings from operations before items excluded from management's internal analysis of operating results, such as amortization expense of acquisition-related intangible assets, acquisition-related transaction and integration costs, restructuring charges, and certain other adjustments which would be non-recurring in nature ("adjustment items"). Adjusted basic earnings per share is defined as adjusted net income on a basic per share basis, where adjusted net income is defined as adjusted earnings from operations less net finance costs and income tax expense, plus tax effects of adjustment items. Non-cash working capital is defined as the sum of accounts receivable, contract assets, inventories, deposits, prepaids and other assets, less accounts payable, accrued liabilities, provisions and contract liabilities. Order Bookings represent new orders for the supply of automation systems, services and products that management believes are firm. Order Backlog is the estimated unearned portion of revenues on customer contracts that are in process and have not been completed at the specified date.

Earnings from operations and EBITDA are used by the Company to evaluate the performance of its operations. Management believes that earnings from operations is an important indicator in measuring the performance of the Company's operations on a pre-tax basis and without consideration as to how the Company finances its operations. Management believes that EBITDA is an important indicator of the Company's ability to generate operating cash flows to fund continued investment in its operations. Management believes that adjusted earnings from operations and adjusted basic earnings per share (including adjusted net income) are important measures to increase comparability of performance between periods. The adjustment items used by management to arrive at these metrics are not considered to be indicative of the business' ongoing operating performance. Management uses the measure "non-cash working capital as a percentage of revenues" to evaluate the Company's management of its investment in non-cash working capital. Management calculates non-cash working capital as a percentage of revenues using period-end non-cash working capital divided by trailing two fiscal quarter revenues annualized. Order Bookings provide an indication of the Company's ability to secure new orders for work during a specified period, while Order Backlog provides a measure of the value of Order Bookings that have not been completed at a specified point in time. Both Order Bookings and Order Backlog are indicators of future revenues that the Company expects to generate based on contracts that management believes to be firm. Management believes that ATS shareholders and potential investors in ATS use these additional IFRS measures and non-IFRS financial measures in making investment decisions and measuring operational results.

A reconciliation of (i) earnings from operations and EBITDA to net income, and (ii) adjusted earnings from operations to earnings from operations, adjusted net income to net income and adjusted basic earnings per share to basic earnings per share, in each case for the three- and 12-month periods ended March 31, 2020 and March 31, 2019, is contained in this MD&A (see “Reconciliation of Non-IFRS Measures to IFRS Measures”). A reconciliation of Order Bookings and Order Backlog to total Company revenues for the three- and 12-month periods ended March 31, 2020 and March 31, 2019 is also contained in this MD&A (see “Order Backlog continuity”).

Company Profile

ATS is an industry-leading automation solutions provider to many of the world’s most successful companies. ATS uses its extensive knowledge base and global capabilities in custom automation, repeat automation, automation products and value-added services, including pre-automation and after-sales services, to address the sophisticated manufacturing automation systems and service needs of multinational customers in markets such as life sciences, chemicals, consumer products, electronics, food, beverage, transportation, energy, and oil and gas. Founded in 1978, ATS employs approximately 4,500 people at 22 manufacturing facilities and has over 50 offices in North America, Europe, Southeast Asia and China.

Strategy

To drive the creation of long-term sustainable shareholder value, the Company has developed a three-part value creation strategy: Build, Grow and Expand.

Build: To build on the Company’s foundation and drive performance improvements, management is focused on the advancement of the ATS Business Model (“ABM”), the pursuit and measurement of value drivers and key performance indicators, a rigorous strategic planning process, succession planning, talent management and employee engagement, and driving autonomy and accountability into its businesses.

Grow: To drive growth, management is focused on growing organically through the development and implementation of growth tools under the ABM, providing innovation and value to the Company’s customers and markets, and growing the Company’s recurring revenue.

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

The Company pursues these initiatives with a focus on strategic capital allocation in order to drive the creation of long-term sustainable shareholder value.

ATS Business Model

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

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

The ABM is ATS’ playbook, serving as the framework utilized by the Company to achieve its business goals and objectives through disciplined, continuous improvement. The ABM has been rolled out across ATS divisions globally, supported with extensive training in the use of key problem-solving tools, and applied through various projects to drive continuous improvement.

Focus areas include:

- **Strengthening the core:** adopting a customer-first mindset; implementing a robust performance management system; adhering to eight value drivers; managing using Key Performance Indicators; and leveraging daily management to measure at the point of impact;
- **Delivering growth:** alignment with customer success; focusing on organizational talent development; constantly confirming that progress is being made toward stated goals; and developing annual operating and capital deployment plans for each ATS division;
- **Pursuing excellence:** deploying specific goals that segment strategies into relevant focus areas; and improving continuously using Kaizen events, problem solving and other continuous improvement initiatives, which increase performance annually; and
- **Pioneering innovation:** driving automation market technology leadership; creating innovative platforms and analytics that benefit customers by reducing complexity, shortening development cycles and improving production efficiencies; and expanding the reach and scope of ATS' capabilities for competitive advantage.

Business Overview

ATS and its subsidiaries serve customers in the following industrial markets: life sciences, which includes medical devices, pharmaceuticals, radiopharmaceuticals and chemicals; transportation, which includes electric vehicles, automotive and aerospace; energy, which includes nuclear energy and solar energy; and, consumer products, which includes warehousing automation, cosmetics, electronics, food, beverage, and durable goods. With broad and in-depth knowledge across multiple industries and technical fields, ATS delivers single-source solutions to customers that lower production costs, accelerate product delivery, and improve quality control. ATS engages with customers on both greenfield programs, such as equipping new factories, and brownfield programs, such as capacity expansions, line moves, equipment upgrades, software upgrades, efficiency improvements and factory optimization.

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

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

Post automation, ATS offers a number of services, including training, process optimization, preventative maintenance, emergency and on-call support, spare parts, retooling, retrofits and equipment relocation. Service agreements are often attached at the time of new equipment sale or are available on an after-market basis on installed equipment. The Company employs a service strategy to increase the revenue derived from these activities. To enhance its service offering, the Company offers *Illuminate™ Manufacturing Intelligence*, a connected factory floor management system that captures, analyzes and uses real time machine performance data to quickly and accurately troubleshoot, deliver process and product solutions, prevent equipment downtime, drive greater operational efficiency and unlock performance for sustainable production improvements.

Contract values for individual automation systems vary and are often in excess of \$1 million, with some contracts for enterprise-type programs well in excess of \$10 million. Due to the custom nature of customer projects, contract durations vary, with typical durations ranging from six to 12 months, and some larger contracts extending up to 18 to 24 months. Contract values for pre-automation services and post-automation services range in value and can exceed \$1 million with varying durations, which can sometimes extend over a number of years.

Competitive strengths

Management believes ATS has the following competitive strengths:

Global presence, size and critical mass: ATS' global presence and scale provide advantages in serving multinational customers, as many of the Company's competitors are smaller and operate with a narrower geographic and/or industrial market focus. ATS and its subsidiaries have locations in Canada, the United States, Germany, Italy, Belgium, Netherlands, United Kingdom, Austria, Switzerland, Czech Republic, Slovakia, Poland, Ireland, Turkey, Sweden, Mexico, India, China, Thailand, Malaysia, and Singapore. ATS can deliver localized service through its network of over 50 locations globally. Management believes that ATS' scale and global footprint provide it with competitive advantages in winning large, multinational customer programs and in delivering a life-cycle-oriented service platform to customers' global operations.

Technical skills, capabilities and experience: ATS has designed, manufactured, assembled and serviced over 24,000 automation systems worldwide and has an extensive knowledge base and accumulated design expertise. Management believes ATS' broad experience in many different industrial markets and with diverse technologies, its talented workforce, which includes over 1,700 engineers and over 300 program management personnel, and its ability to provide custom automation, repeat automation, automation products and value-added services, position the Company well to serve complex customer programs in a variety of markets.

Product and technology portfolio: Through its history of bringing thousands of unique automation projects to market, ATS has developed an extensive product and technology portfolio. ATS has a number of standard automation platforms and products, including: innovative linear motion transport systems; robust cam-driven assembly platforms; advanced vision systems used to ensure product or process quality; progressive material handling technologies; test systems; factory management and intelligence software; other software solutions; proprietary weighing hardware and process control software technologies; aseptic processing and containment technologies; and high-performance tube filling and cartoning systems. Management believes the Company's extensive product and technology portfolio provides advantages in developing unique and leading solutions for customers and in maintaining competitiveness.

Recognized brands: Management believes ATS is well known within the global automation industry due to its long history of innovation and broad scope of operations. In addition, ATS' subsidiaries include several strong brands: "sortimat", which specializes in the life sciences market; "IWK", which specializes in the packaging market; "Process Automation Solutions" ("PA"), which provides innovative automation solutions for process and production sectors; "KMW", which specializes in custom micro-assembly systems and test equipment solutions; "Comecer", which provides high-tech automation systems for the nuclear medicine and pharmaceutical industries; and "MARCO", which provides yield control and recipe formulation systems in the food, nutraceuticals and cosmetics sectors. Management believes that ATS' brand names and global reputation improve sales prospecting, allowing the Company to be considered for a wide variety of customer programs.

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

Total solutions capabilities: Management believes the Company gains competitive advantages because ATS provides total turnkey solutions in automation. This allows customers to single-source their most complex projects to ATS rather than rely on multiple engineering firms and equipment builders. In addition, ATS can provide customers with other value-added services including pre-automation consulting, total cost of ownership studies, life-cycle material management, post-automation service, training and support.

Overview – Operating Results

Consolidated Revenues

(In millions of dollars)

Revenues by market	Q4 2020	Q4 2019	Fiscal 2020	Fiscal 2019
Life sciences	\$ 199.8	\$ 193.1	\$ 770.2	\$ 608.5
Transportation	116.2	82.3	385.0	302.3
Consumer products	41.2	39.2	172.7	203.3
Energy	24.9	34.0	101.8	139.5
Total revenues	\$ 382.1	\$ 348.6	\$ 1,429.7	\$ 1,253.6

Revenues by customer location	Q4 2020	Q4 2019	Fiscal 2020	Fiscal 2019
North America	\$ 172.3	\$ 137.6	\$ 588.3	\$ 510.5
Europe	175.0	186.4	709.4	600.4
Asia/Other	34.8	24.6	132.0	142.7
Total revenues	\$ 382.1	\$ 348.6	\$ 1,429.7	\$ 1,253.6

Fourth Quarter

Fiscal 2020 fourth quarter revenues were 10% higher than in the corresponding period a year ago and included \$26.3 million of revenues earned by acquired companies (see “Business Acquisitions”). Excluding acquired companies, fourth quarter revenues increased \$7.2 million, or 2% compared to the corresponding period a year ago. Compared to the corresponding period a year ago, revenues generated from construction contracts increased 23% primarily due to the timing of third-party materials. Revenues from services decreased 13% due primarily to travel restrictions and customer facility closures related to COVID-19.

By market, revenues generated in life sciences increased 3% primarily on revenues earned by Comecer. Revenues in the transportation market increased 41% due to higher Order Backlog for both electric vehicle and internal combustion engine projects entering the fourth quarter of fiscal 2020. Revenues from consumer products increased 5% on revenues earned by MARCO. Revenues from energy markets decreased 27% due to timing of projects, primarily in the nuclear market.

Full Year

Fiscal 2020 revenues were \$1,429.7 million, 14% higher than in the prior fiscal year and included \$126.8 million of revenues earned by acquired companies. Excluding acquired companies, revenues for fiscal 2020 increased \$49.3 million, or 4% over the corresponding period a year ago, primarily reflecting higher Order Backlog entering fiscal 2020 compared to a year ago. Revenues generated from construction contracts and services both increased by 16% and 6%, respectively, compared to the corresponding period a year ago.

By market, fiscal 2020 revenues from life sciences markets increased 27%, primarily reflecting revenues earned by ATS' Comecer, iXLOG and IAP BV subsidiaries and higher Order Backlog entering fiscal 2020 due to increased revenues for medical device, pharmaceutical and radiopharmaceutical applications. Revenues in the transportation market increased 27% due to higher Order Backlog entering fiscal 2020, primarily for automotive assembly systems and electric vehicle projects. Consumer products revenues decreased 15% compared to a year ago due primarily to lower activity in warehouse automation. Revenues from energy markets decreased 27% compared to a year ago, primarily due to lower Order Backlog for nuclear projects entering fiscal 2020.

Consolidated Operating Results

(In millions of dollars)

	Q4 2020	Q4 2019	Fiscal 2020	Fiscal 2019
Earnings from operations	\$ 24.9	\$ 30.3	\$ 95.6	\$ 114.8
Amortization of acquisition-related intangible assets	8.5	6.8	33.7	23.3
Restructuring charges	5.8	–	26.6	–
Acquisition-related transaction costs	0.1	1.1	1.5	4.7
Adjusted earnings from operations¹	\$ 39.3	\$ 38.2	\$ 157.4	\$ 142.8

¹ See “Notice to Reader: Non-IFRS Measures and Additional IFRS Measures.”

	Q4 2020	Q4 2019	Fiscal 2020	Fiscal 2019
Earnings from operations	\$ 24.9	\$ 30.3	\$ 95.6	\$ 114.8
Depreciation and amortization	18.3	12.3	71.4	42.4
EBITDA²	\$ 43.2	\$ 42.6	\$ 167.0	\$ 157.2

² See “Notice to Reader: Non-IFRS Measures and Additional IFRS Measures.”

Fourth Quarter

Fiscal 2020 fourth quarter earnings from operations were \$24.9 million (7% operating margin) compared to \$30.3 million (9% operating margin) in the fourth quarter of fiscal 2019. Fourth quarter fiscal 2020 earnings from operations included \$5.8 million of restructuring charges incurred as part of the Company’s reorganization plan (see “Reorganization Plan”), \$0.1 million of incremental costs related to the Company’s acquisition activity, down from \$1.1 million in the comparable period a year ago, and \$8.5 million related to amortization of acquisition-related intangible assets, up from \$6.8 million of amortization of acquisition-related intangible assets in the comparable period a year ago.

Excluding these items in both comparable quarters, fourth quarter fiscal 2020 adjusted earnings from operations were \$39.3 million (10% margin), compared to adjusted earnings from operations of \$38.2 million (11% margin) a year ago. Higher adjusted earnings from operations reflected higher revenues and a stock compensation recovery compared to higher stock compensation expenses a year ago. These increases were partially offset by higher costs of revenues and selling, general and administrative expenses. As expected, fourth quarter fiscal 2020 adjusted earnings from operations reflected a lower gross margin due to under absorption of employee and fixed costs in facilities affected by the reorganization plan, which negatively impacted earnings by approximately \$5.0 million. In addition, gross margin was negatively impacted by certain programs that exceeded budget, which negatively impacted earnings by approximately \$4.0 million. Operating margins were also negatively impacted by measures implemented in response to the COVID-19 pandemic, including protocols to enable physical distancing, and travel restrictions and customer closures, which disrupted customer activities. The adoption of IFRS 16 positively impacted earnings from operations by \$0.9 million compared to the prior year due to the implied finance costs recorded on lease obligations.

Depreciation and amortization expense was \$18.3 million in the fourth quarter of fiscal 2020, compared to \$12.3 million a year ago. The increase primarily reflected \$4.3 million of incremental depreciation of right-of-use assets as a result of the adoption of IFRS 16 and incremental amortization of acquisition-related intangible assets due to the acquisitions of Comecer, iXLOG and MARCO.

EBITDA was \$43.2 million (11% EBITDA margin) in the fourth quarter of fiscal 2020 compared to \$42.6 million (12% EBITDA margin) in the fourth quarter of fiscal 2019. Higher EBITDA reflected higher revenues and lower stock compensation expenses and operating lease costs related to the adoption of IFRS 16, which positively impacted EBITDA by \$5.2 million. These increases were partially offset by \$5.8 million of restructuring charges, approximately \$5.0 million of inefficiencies from the implementation of the reorganization plan, \$4.0 million of costs related to certain programs that exceeded budget and the impacts from the COVID-19 pandemic.

Full Year

Earnings from operations were \$95.6 million (7% operating margin) in fiscal 2020, compared to \$114.8 million (9% operating margin) a year ago. Excluding \$26.6 million of restructuring costs, \$1.5 million of incremental costs related to the Company's acquisition activity, and \$33.7 million related to amortization of identifiable intangible assets recorded on business acquisitions, adjusted earnings from operations were \$157.4 million (11% operating margin) in fiscal 2020, compared to adjusted earnings from operations of \$142.8 million (11% operating margin) a year ago. Higher adjusted earnings from operations primarily reflected higher revenues in fiscal 2020, partially offset by higher selling, general and administrative expenses. Fiscal 2020 adjusted earnings from operations reflected a lower gross margin due to inefficiencies from the implementation of the reorganization plan, which negatively impacted earnings by approximately \$10.0 million. This cost was partially offset by the adoption of IFRS 16 which positively impacted earnings from operations by \$3.6 million due to the implied finance costs recorded on lease obligations.

Depreciation and amortization expense was \$71.4 million in fiscal 2020 compared to \$42.4 million a year ago. The increase primarily reflected \$15.9 million of incremental depreciation of right-of-use assets as a result of the adoption of IFRS 16 and amortization of acquisition-related intangible assets of KMW, Comecer, iXLOG and MARCO.

Fiscal 2020 EBITDA was \$167.0 million (12% EBITDA margin) compared to \$157.2 million (13% EBITDA margin) in fiscal 2019. Higher EBITDA reflected increased revenues and lower stock compensation expenses, partially offset by lower gross margin due to inefficiencies from the implementation of the reorganization plan and higher selling, general and administrative expenses. Higher selling, general and administrative expenses in the period were partially offset by \$19.5 million of lower operating lease expenses related to the adoption of IFRS 16.

Impact of Adoption of IFRS 16 – Leases

The nature of expenses related to identified lease arrangements changed as IFRS 16 replaced straight-line operating lease expense with depreciation and interest expense relating to lease liabilities. For the three- and 12-months ended March 31, 2020, the adoption of IFRS 16 resulted in increased depreciation expenses related to right-of-use assets of \$4.3 million and \$15.9 million, respectively, with a corresponding decrease in operating lease costs which were recognized in cost of revenues and selling, general and administrative expenses. In addition, the adoption of IFRS 16 resulted in incremental interest expenses of \$0.9 million and \$3.6 million for the three and 12 months ended March 31, 2020, respectively, with corresponding decreases in operating lease costs. The combined impact of these changes was to increase earnings from operations by \$0.9 million and \$3.6 million and to increase EBITDA by \$5.2 million and \$19.5 million for the three and 12 months ended March 31, 2020, respectively. The impact on net income was negligible. See "Accounting Standard Adopted in Fiscal 2020."

Order Bookings by Quarter

(In millions of dollars)

	Fiscal 2020	Fiscal 2019
Q1	\$ 423	\$ 358
Q2	321	355
Q3	368	397
Q4	356	298
Total Order Bookings	\$ 1,468	\$ 1,408

Fourth Quarter

Fourth quarter fiscal 2020 Order Bookings were \$356 million, a 19% increase compared to the fourth quarter of fiscal 2019. Organic growth in Order Bookings was 11% with 8% coming from acquisitions. By market, higher Order Bookings in the consumer products, energy, and transportation markets more than offset lower Order Bookings in the life sciences market. Order Bookings in the life sciences market decreased due primarily to timing of customer decisions.

Full Year

Fiscal 2020 Order Bookings were \$1,468 million, a 4% increase over prior year Order Bookings of \$1,408 million. Excluding Business Acquisitions, fiscal 2020 Order Bookings were \$1,330 million, which excludes the \$32 million joint ATS and Comecer Order Booking for a new pharmaceutical customer secured in October 2019 (third fiscal quarter of 2020). By market, higher Order Bookings in the life sciences, energy and transportation markets more than offset lower Order Bookings in the consumer products market.

Order Backlog Continuity

(In millions of dollars)

	Q4 2020	Q4 2019	Fiscal 2020	Fiscal 2019
Opening Order Backlog	\$ 939	\$ 926	\$ 904	\$ 746
Revenues	(382)	(349)	(1,430)	(1,254)
Order Bookings	356	298	1,468	1,408
Order Backlog adjustments ¹	29	29	-	4
Total	\$ 942	\$ 904	\$ 942	\$ 904

¹ Order Backlog adjustments include incremental Order Backlog of \$4 million acquired with MARCO, foreign exchange adjustments and cancellations.

Order Backlog by Market

(In millions of dollars)

As at	March 31, 2020	March 31, 2019
Life sciences	\$ 467	\$ 501
Transportation	273	244
Consumer products	90	86
Energy	112	73
Total	\$ 942	\$ 904

At March 31, 2020, Order Backlog was \$942 million, 4% higher than at March 31, 2019. Order Backlog growth was primarily driven by Order Backlog from acquired businesses.

Reorganization Plan

In fiscal 2020, ATS announced the expansion and investment in targeted high-performing facilities globally, as part of a \$60 million capital investment plan to increase capacity, address the Company's significant Order Backlog and enable long-term growth in strategic markets such as life sciences. To drive continued improvement in operations and focus investment in strategic growth areas of the business, the Company announced a reorganization plan in the third quarter of fiscal 2020. The reorganization plan included the consolidation of certain operations and the closure of some underperforming facilities and small branch offices – none of which were strategically important to future growth. Costs to implement the restructuring were comprised primarily of severances and lease termination costs. The Company has recorded charges of \$2.0 million, \$18.8 million and \$5.8 million in the second, third and fourth quarters, respectively, in relation to the reorganization. In addition, and as expected, operating margins were negatively impacted by approximately \$5 million in each of the third and fourth quarters due primarily to unabsorbed costs from closing facilities and cost inefficiencies from transferring projects. As a result of the improvements in the Company's cost structure and elimination of unprofitable facilities, commencing in fiscal 2021, management expects annualized improvements to operating earnings of approximately \$15 million to \$18 million. These improvements are expected to be offset in fiscal 2021 due to pressure on revenues and operating margins brought on by the current economic environment.

Outlook

The recent outbreak of COVID-19 has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-isolation and quarantine periods, and physical distancing, have affected economies and financial markets around the world resulting in an economic slowdown. This outbreak may also cause staff shortages, affect customer demand, disrupt global supply chains and increase government regulations or intervention, all of which may negatively impact the business, financial results and conditions of the Company.

Order Bookings are generally variable and sensitive to changes in the major economies the Company serves including the U.S., Canada, Europe and Asia. The global pandemic has caused uncertainty in the Company's end markets, which is expected to negatively impact customer ordering activity. Funnel activity (which includes customer requests for proposal and ATS identified customer opportunities) has been impacted, as some customers have delayed their planned project timing. Overall, the Company's funnel remains significant; however, the timing of conversion of opportunities into Order Bookings is more variable and uncertain.

By market, the life sciences funnel remains relatively strong, with some short-term opportunities related to the fight against the COVID-19 virus, such as the \$65 million Order Booking announced by the Company on April 21, 2020, and other strategic customer opportunities. The addition of Comecer has improved ATS' customer offerings in both pharmaceuticals and radiopharmaceuticals, as demonstrated by the \$32 million Order Booking for a pharmaceutical customer announced in the third quarter. In transportation, some strategic opportunities related to new technologies have proceeded, such as the \$60 million EV program won by the Company in the fourth quarter. However, customer shut-downs have limited service opportunities and focused efforts by transportation companies to preserve liquidity have caused those customers to re-examine capital investment plans. Funnel activity in energy is variable and this market provides niche opportunities for ATS. Funnel activity in the consumer products market remains low relative to other customer markets and management expects customers to be cautious in deploying capital in these markets in the current economic environment. The Company expects its Order Backlog of \$942 million at the end of the fourth quarter of fiscal 2020 to partially mitigate the impact of volatile Order Bookings on revenues in the short term.

The Company's sales organization continues to work to engage customers on enterprise-type solutions. Enterprise orders are expected to provide ATS with more strategic customer relationships, better program control and workload predictability and less short-term sensitivity to macroeconomic forces. This approach to market and the timing of customer decisions on larger opportunities is expected to cause variability in Order Bookings from quarter to quarter and lengthen the performance period and revenue recognition for certain customer programs.

The Company's Order Backlog includes several large enterprise programs. These enterprise programs have longer periods of performance and therefore longer revenue recognition cycles. To date, the Company has had one customer put a program on hold, which impacts approximately \$30 million of the Company's reported Order Backlog. The Company has not experienced any material cancellations to date. In the first quarter of fiscal 2021, management expects the conversion of Order Backlog to revenues to be in the 30% to 35% range. Order Backlog conversion in the fourth quarter of fiscal 2020 was higher than expected due to higher than expected deliveries of third-party equipment. As well, inefficiencies as a result of travel restrictions, customer facility closures and measures implemented to enable physical distancing across the Company's operations are expected to cause revenues to be in this expected conversion range.

The services strategy is expected to add incremental revenues over time as the attach rate of services' contracts on new equipment increases and as the penetration of the installed base improves. The Company is working to grow service revenues as a percentage of overall revenues over time, which is expected to provide some balance to the capital expenditure cycle of the Company's customers but may not fully offset capital spending volatility.

Measures implemented to enable physical distancing across ATS' operations, including remote work and flexible schedules, have caused the Company to operate below full capacity. Travel restrictions and closures of customer facilities have disrupted customer projects and service activity. These factors are expected to negatively impact the Company's operating results in the first quarter of fiscal 2021. Partially offsetting these inefficiencies, the Company expects to benefit from the recently enacted Canada Emergency Wage Subsidy (CEWS), which provides a subsidy for a portion of the Company's Canadian workforce. Based on lower revenues in ATS' Canadian operations, the Company expects to receive between \$4.0 million and \$8.0 million from the CEWS, which will assist with workforce retention. Management is focused on cost-containment measures and the preservation of liquidity. Actions taken include reductions to discretionary expenditures, deferral of some capital investments, and in certain locations, temporary layoffs and reductions to working hours. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably

estimate the duration and severity of these developments as well as the impact on the financial results and condition of the Company in future periods. ATS' businesses are currently characterized as essential in all jurisdictions requiring such a designation to date.

The initial roll-out of the ABM has been completed, which included Company-wide training and deployment of tools to standardize problem solving and continuous improvement processes. As the initial ABM tools are implemented, management will deploy additional tools as part of the ongoing advancement of the ABM, with the goal of driving growth and continuous, sustained performance improvements across the Company. Management expects that the ABM will provide the Company with a long-term competitive advantage in delivering value to its customers and shareholders.

The Company is pursuing several initiatives with the goal of expanding its adjusted earnings from operations margin over the long term including: growing the Company's higher margin after-sales service business; improving global supply chain management; increasing the use of standardized platforms and technologies; growing revenues while leveraging the Company's current cost structure; and the ongoing development and adoption of the ABM. In fiscal 2021, these initiatives will be affected by the economic impacts of the COVID-19 pandemic.

Over the long term, the Company generally expects to continue increasing its overall investment in non-cash working capital to support the growth of its business, with fluctuations on a quarter-over-quarter basis. Based on the uncertainty associated with the existing business environment and the current business mix, the Company's investment in non-cash working capital as a percentage of annualized revenues could exceed 15% during fiscal 2021.

In order to increase capacity, the Company increased its investment in capital assets and intangible assets to \$56.6 million in fiscal 2020 to fund expansions underway at several facilities. These expansions are largely complete, and as a result, the Company expects to reduce its investment in capital assets and intangible assets in fiscal 2021 to a range of \$25 million to \$30 million.

The Company expects that continued cash flows from operations, together with cash and cash equivalents on hand and credit available under operating and long-term credit facilities, will be sufficient to: provide additional liquidity should the economic impacts of the COVID-19 pandemic persist for an extended period; fund its requirements for investments in non-cash working capital and capital assets; and fund strategic investment plans including some potential acquisitions. Significant acquisitions could result in additional debt or equity financing requirements.

Business Acquisitions

MARCO Limited

On December 16, 2019, the Company acquired 100% of the shares of MARCO Limited ("MARCO"), a U.K. based provider of yield control and recipe formulation systems to help customers in the food, nutraceuticals and cosmetics sectors increase productivity and meet stringent industry regulations. MARCO's solutions are based on its proprietary weighing hardware and process control software technologies. MARCO provides ATS with the means of entering a product-based, niche segment of the food industry that is growing at a mid-single digit rate. The food industry is attractive because it is subject to industry and government regulations, driving a need for high-precision technologies.

Cash consideration paid in the third quarter of fiscal 2020 was \$44.4 million (25.2 million U.K. pounds sterling). Additional contingent consideration of up to \$12.8 million (7.3 million U.K. pounds sterling) is payable if certain performance targets are met within two years of the acquisition date. The fair value of the contingent consideration was valued at \$7.4 million (4.2 million U.K. pounds sterling) at the acquisition date. This acquisition was accounted for as a business combination with the Company as the acquirer of MARCO. The purchase method of accounting was used and the earnings were consolidated from the acquisition date, December 16, 2019.

iXLOG

On September 19, 2019, the Company acquired 100% of the shares of iXLOG Unternehmensberatung GmbH ("iXLOG"), a Germany-based IT consulting and service provider specializing in business process optimization, business intelligence and analytics, primarily for large- and medium-sized industrial manufacturing customers. The addition of iXLOG is highly complementary to ATS' Process Automation Solutions ("PA") business. iXLOG will play a critical role in expanding PA's data analytics and business intelligence offerings and in building additional solutions to broaden PA's digitization capabilities that are used to optimize customer manufacturing operations.

The total purchase price was \$10.6 million (7.2 million Euros). Cash consideration paid in the second quarter was \$7.7 million (5.2 million Euros), with the balance related to an earn-out to be paid within 20 months of the acquisition date. The cash consideration of the purchase price, along with transaction costs, were funded with existing cash on hand. The acquisition was accounted for as a business combination with the Company as the acquirer of iXLOG. The purchase method of accounting was used and the earnings of iXLOG were consolidated from the acquisition date, September 19, 2019.

IAP BV

On October 31, 2019, the Company acquired 60% of the shares of Industrial Automation Partners B.V. ("IAP"), a Netherlands-based provider of process automation services to medium-sized international companies.

The total purchase price paid in the third quarter of fiscal 2020 was \$2.6 million (1.8 million Euros). This acquisition was accounted for as a business combination with the Company as the acquirer of IAP. The purchase method of accounting was used and the earnings were consolidated from the acquisition date, October 31, 2019.

Consolidated Results

(In millions of dollars, except per share data)

	Q4 2020	Q4 2019	Fiscal 2020	Fiscal 2019	Fiscal 2018
Revenues	\$ 382.1	\$ 348.6	\$ 1,429.7	\$ 1,253.6	\$ 1,114.9
Cost of revenues	293.4	256.0	1,067.6	924.9	826.8
Selling, general and administrative	59.0	56.1	233.7	204.1	194.3
Restructuring costs	5.8	–	26.6	–	–
Stock-based compensation	(1.0)	6.2	6.2	9.8	8.3
Earnings from operations	\$ 24.9	\$ 30.3	\$ 95.6	\$ 114.8	\$ 85.5
Net finance costs	\$ 7.8	\$ 5.8	\$ 28.1	\$ 20.9	\$ 23.8
Provision for income taxes	4.0	6.3	14.6	23.1	14.5
Net income	\$ 13.1	\$ 18.2	\$ 52.9	\$ 70.8	\$ 47.2
Basic earnings per share	\$ 0.14	\$ 0.20	\$ 0.57	\$ 0.76	\$ 0.50
Diluted earnings per share	\$ 0.14	\$ 0.20	\$ 0.57	\$ 0.75	\$ 0.50
Total assets			\$ 2,098.0	\$ 1,688.8	\$ 1,542.2
Total cash and short-term investments			\$ 358.6	\$ 224.5	\$ 330.1
Total debt			\$ 665.6	\$ 348.7	\$ 318.2
Other non-current liabilities			\$ 121.1	\$ 113.4	\$ 102.0

Revenues. At \$382.1 million, consolidated revenues for the fourth quarter of fiscal 2020 were \$33.5 million, or 10%, higher than in the corresponding period a year ago. At \$1,429.7 million, annual consolidated revenues were \$176.1 million, or 14%, higher than a year ago (see "Overview – operating results").

Cost of revenues. At \$293.4 million, fourth quarter fiscal 2020 cost of revenues increased compared to the corresponding period a year ago by \$37.4 million, or 15%, primarily due to higher revenues. Annual cost of revenues of \$1,067.6 million increased \$142.7 million, or 15%, primarily due to higher revenues. Fourth quarter fiscal 2020 gross margin was 23%, compared to 27% in the corresponding period a year ago, due primarily to inefficiencies from the implementation of the Company's reorganization plan, costs related to certain programs that exceeded budget and the impacts from the COVID-19 pandemic. Fiscal 2020 gross margin was 25%, compared to 26% in fiscal 2019. Lower gross margin for fiscal 2020 was due primarily to inefficiencies from the implementation of the Reorganization Plan, which negatively impacted earnings by approximately \$10.0 million.

Selling, general and administrative (“SG&A”) expenses. SG&A expenses for the fourth quarter of fiscal 2020 were \$59.0 million, which included \$8.5 million of costs related to the amortization of identifiable intangible assets on business acquisitions and \$0.1 million of incremental costs related to the Company's acquisition activity. Excluding these costs, SG&A expenses were \$50.4 million in the fourth quarter of fiscal 2020. Comparably, SG&A expenses for the fourth quarter of fiscal 2019 were \$48.2 million, which excluded \$6.8 million of costs related to the amortization of identifiable intangible assets recorded on business acquisitions and \$1.1 million of acquisition-related transaction costs. Higher SG&A expenses in the fourth quarter of fiscal 2020 primarily reflected the additions of iXLOG, IAP and MARCO, and increased professional fees, partially offset by lower employee incentive expenses.

Fiscal 2020 SG&A expenses were \$233.7 million, which included \$33.7 million of expenses related to the amortization of identifiable intangible assets on business acquisitions and \$1.5 million of incremental costs related to the Company's acquisition activity. Excluding these costs, SG&A expenses were \$198.5 million for fiscal 2020. Comparably, SG&A expenses for fiscal 2019 were \$176.1 million, which excluded \$23.3 million of expenses related to the amortization of identifiable intangible assets on business acquisitions and \$4.7 million of acquisition-related transaction costs. Higher SG&A expenses in fiscal 2020 primarily reflected the additions of KMW, Comecer, iXLOG, IAP and MARCO and increased sales-related expenses.

Restructuring costs. For the three and 12 months ended March 31, 2020, restructuring costs were \$5.8 million and \$26.6 million, respectively, compared to restructuring costs of \$nil in the corresponding periods a year ago (see “Reorganization Plan”).

Stock-based compensation. Stock-based compensation recovery amounted to \$1.0 million in the fourth quarter of fiscal 2020 compared to an expense of \$6.2 million in the corresponding period a year ago. Fiscal 2020 stock-based compensation expense was \$6.2 million compared to \$9.8 million a year ago. The decrease in stock-based compensation costs is attributable to lower expenses from the revaluation of deferred stock units and restricted share units based on the Company's stock price.

Earnings from operations. For the three- and 12-month periods ended March 31, 2020, earnings from operations were \$24.9 million (7% operating margin) and \$95.6 million (7% operating margin), respectively, compared to earnings from operations of \$30.3 million (9% operating margin) and \$114.8 million (9% operating margin) in the corresponding periods a year ago. Excluding the impact of adopting IFRS 16, earnings from operations were \$24.0 million (6% operating margin) and \$92.0 million (6% operating margin) for the three- and 12-month periods ended March 31, 2020, respectively (see “Overview – Operating Results”).

Net finance costs. Net finance costs were \$7.8 million in the fourth quarter of fiscal 2020, compared to \$5.8 million a year ago. Fiscal 2020 finance costs were \$28.1 million compared to \$20.9 million a year ago. The increase was primarily due to additional interest expense of \$0.9 million and \$3.6 million, respectively, recorded on lease liabilities on the adoption of IFRS 16, and lower interest income compared to the corresponding period a year ago.

Income tax provision. For the three and 12 months ended March 31, 2020, the Company's effective income tax rates of 23% and 22%, respectively, differed from the combined Canadian basic federal and provincial income tax rate of 27% primarily due to losses in certain jurisdictions with different statutory tax rates, primarily as a result of the Reorganization Plan.

Net income. Fiscal 2020 fourth quarter net income was \$13.1 million (14 cents per share basic and diluted) compared to \$18.2 million (20 cents per share basic and diluted) for the fourth quarter of fiscal 2019. Adjusted basic earnings per share were 26 cents in the fourth quarter of fiscal 2020 compared to 26 cents in the fourth quarter of fiscal 2019 (see “Reconciliation of non-IFRS measures to IFRS measures”).

Fiscal 2020 net income was \$52.9 million (57 cents per share basic and diluted) compared to \$70.8 million (76 and 75 cents per share basic and diluted) for the corresponding period a year ago. Adjusted basic earnings per share were \$1.06 in fiscal 2020 compared to 98 cents in the corresponding period a year ago (see “Reconciliation of non-IFRS measures to IFRS measures”).

Reconciliation of Non-IFRS Measures to IFRS Measures

(In millions of dollars, except per share data)

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

	Fiscal 2020	Fiscal 2019	Fiscal 2018
EBITDA	\$ 167.0	\$ 157.2	\$ 122.1
Less: depreciation and amortization expense	71.4	42.4	36.6
Earnings from operations	\$ 95.6	\$ 114.8	\$ 85.5
Less: net finance costs	28.1	20.9	23.8
Provision for income taxes	14.6	23.1	14.5
Net income	\$ 52.9	\$ 70.8	\$ 47.2

	Q4 2020	Q4 2019
EBITDA	\$ 43.2	\$ 42.6
Less: depreciation and amortization expense	18.3	12.3
Earnings from operations	\$ 24.9	\$ 30.3
Less: net finance costs	7.8	5.8
Provision for income taxes	4.0	6.3
Net income	\$ 13.1	\$ 18.2

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

	Three Months Ended March 31, 2020				Three Months Ended March 31, 2019			
	IFRS	Adjustments	Adjusted (non-IFRS)		IFRS	Adjustments	Adjusted (non-IFRS)	
Earnings from operations	\$ 24.9	\$ -	\$ 24.9	\$ 30.3	\$ -	\$ 30.3		
Acquisition-related transaction costs	-	0.1	0.1	-	1.1	1.1		
Amortization of acquisition-related intangible assets	-	8.5	8.5	-	6.8	6.8		
Restructuring costs	-	5.8	5.8	-	-	-		
	\$ 24.9	\$ 14.4	\$ 39.3	\$ 30.3	\$ 7.9	\$ 38.2		
Less: net finance costs	\$ 7.8	\$ -	\$ 7.8	\$ 5.8	\$ -	\$ 5.8		
Income before income taxes	\$ 17.1	\$ 14.4	\$ 31.5	\$ 24.5	\$ 7.9	\$ 32.4		
Provision for income taxes	\$ 4.0	\$ -	\$ 4.0	\$ 6.3	\$ -	\$ 6.3		
Adjustment to provision for income taxes ¹	-	3.9	3.9	-	2.2	2.2		
	\$ 4.0	\$ 3.9	\$ 7.9	\$ 6.3	\$ 2.2	\$ 8.5		
Net income	\$ 13.1	\$ 10.5	\$ 23.6	\$ 18.2	\$ 5.7	\$ 23.9		
Basic earnings per share	\$ 0.14	\$ 0.12	\$ 0.26	\$ 0.20	\$ 0.06	\$ 0.26		

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

	Twelve Months Ended March 31, 2020			Twelve Months Ended March 31, 2019		
	IFRS	Adjustments	Adjusted (non-IFRS)	IFRS	Adjustments	Adjusted (non-IFRS)
Earnings from operations	\$ 95.6	\$ -	\$ 95.6	\$ 114.8	\$ -	\$ 114.8
Acquisition-related transaction costs	-	1.5	1.5	-	4.7	4.7
Amortization of acquisition-related intangible assets	-	33.7	33.7	-	23.3	23.3
Restructuring costs	-	26.6	26.6	-	-	-
	\$ 95.6	\$ 61.8	\$ 157.4	\$ 114.8	\$ 28.0	\$ 142.8
Less: net finance costs	\$ 28.1	\$ -	\$ 28.1	\$ 20.9	\$ -	\$ 20.9
Income before income taxes	\$ 67.5	\$ 61.8	\$ 129.3	\$ 93.9	\$ 28.0	\$ 121.9
Provision for income taxes	\$ 14.6	\$ -	\$ 14.6	\$ 23.1	\$ -	\$ 23.1
Adjustment to provision for income taxes ¹	-	16.9	16.9	-	7.5	7.5
	\$ 14.6	\$ 16.9	\$ 31.5	\$ 23.1	\$ 7.5	\$ 30.6
Net income	\$ 52.9	\$ 44.9	\$ 97.8	\$ 70.8	\$ 20.5	\$ 91.3
Basic earnings per share	\$ 0.57	\$ 0.49	\$ 1.06	\$ 0.76	\$ 0.22	\$ 0.98

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

Investments, Liquidity, Cash Flow and Financial Resources

Investments

(In millions of dollars)

	Fiscal 2020	Fiscal 2019
Investments – increase (decrease)		
Non-cash operating working capital	\$ 112.6	\$ (2.5)
Acquisition of property, plant and equipment	45.4	21.1
Acquisition of intangible assets	11.1	19.8
Proceeds from disposal of assets	(0.1)	(5.2)
Total net investments	\$ 169.0	\$ 33.2

In fiscal 2020, the Company's investment in non-cash working capital increased \$112.6 million, compared to a decrease of \$2.5 million a year ago. Accounts receivable increased 34%, or \$73.9 million, and net contracts in progress increased 117%, or \$61.4 million, compared to March 31, 2019, due to increased revenue and the timing of billings on certain customer contracts. The Company actively manages its accounts receivable and net contracts in progress balances through billing terms on long-term contracts, collection efforts and supplier payment terms. Inventories increased 1%, or \$0.4 million, primarily due to an increase in work-in-process on certain customer projects. Deposits and prepaid assets increased 8%, or \$2.4 million, compared to March 31, 2019 due to the timing of program execution. Accounts payable and accrued liabilities increased 14%, or \$35.1 million, compared to March 31, 2019. Provisions increased 130%, or \$18.2 million, compared to March 31, 2019, due to provisions related to the Company's Reorganization Plan.

Cash investments in property, plant and equipment totalled \$45.4 million in fiscal 2020, primarily related to the expansion and improvement of certain manufacturing facilities, and investments in computer hardware and office equipment. Cash investments in property, plant and equipment totalled \$21.1 million for fiscal 2019, primarily related to computer hardware, building additions, and office equipment.

Intangible assets expenditures were \$11.1 million for fiscal 2020 and primarily related to computer software and various internal development projects. Intangible assets expenditures were \$19.8 million for fiscal 2019 and primarily related to the \$10.0 million acquisition of substantially all of the intellectual property assets of Transformix Engineering Inc.

Proceeds from disposal of assets were \$0.1 million in fiscal 2020, compared to \$5.2 million in fiscal 2019. The decrease primarily reflected the sale of redundant assets in fiscal 2019.

The Company performs impairment tests on its goodwill and intangible asset balances on an annual basis or as warranted by events or circumstances. The Company conducted its annual impairment assessment in the fourth quarter of fiscal 2020 and determined there is no impairment of goodwill or intangible assets as of March 31, 2020 (fiscal 2019 – \$nil).

All the Company's investments involve risks and require that the Company make judgments and estimates regarding the likelihood of recovery of the respective costs. In the event management determines that any of the Company's investments have become permanently impaired or recovery is no longer reasonably assured, the value of the investment would be written down to its estimated net realizable value as a charge against earnings.

Liquidity, Cash Flow and Financial Resources

(In millions of dollars, except ratios)

As at	March 31, 2020	March 31, 2019
Cash and cash equivalents	\$ 358.6	\$ 224.5
Debt-to-equity ratio	0.86:1	0.48:1
Cash flows provided by operating activities	\$ 20.3	\$ 127.6

At March 31, 2020, the Company had cash and cash equivalents of \$358.6 million compared to \$224.5 million at March 31, 2019. At March 31, 2020, the Company's debt-to-total equity ratio was 0.86:1 and reflected \$250.0 million utilized under the Company's senior secured credit facility and increased lease liabilities due to the adoption of IFRS 16.

In fiscal 2020, cash flows provided by operating activities were \$20.3 million (\$127.6 million provided by operating activities in the corresponding period a year ago). The decrease in operating cash flows related primarily to the timing of investments in non-cash working capital in certain customer programs.

At March 31, 2020, the Company had \$377.4 million of unutilized multipurpose credit, including letters of credit, available under existing credit facilities and an additional \$6.2 million available under letter of credit facilities.

On July 28, 2017, the Company amended its senior secured credit facility to extend the agreement by three years to mature on August 29, 2021 (the "Credit Facility"). The Credit Facility provides a committed revolving credit facility of \$750.0 million. The Credit Facility is secured by the Company's assets, including certain real estate in North America and a pledge of shares of certain of the Company's subsidiaries. Certain of the Company's subsidiaries also provide guarantees under the Credit Facility. At March 31, 2020, the Company had utilized \$399.4 million under the Credit Facility, of which \$250.0 million was classified as long-term debt (March 31, 2019 – \$nil) and \$149.4 million by way of letters of credit (March 31, 2019 – \$134.3 million).

The Credit Facility is available in Canadian dollars by way of prime rate advances and/or bankers' acceptances, in U.S. dollars by way of base rate advances and/or LIBOR advances, in Swiss francs, Euros and U.K. pounds sterling by way of LIBOR advances and by way of letters of credit for certain purposes in Canadian dollars, U.S. dollars and Euros. The interest rates applicable to the Credit Facility are determined based on a net debt-to-EBITDA ratio as defined in the Credit Facility. For prime rate advances and base rate advances, the interest rate is equal to the bank's prime rate or the bank's U.S. dollar base rate in Canada, respectively, plus a margin ranging from 0.45% to 2.00%. For bankers' acceptances and LIBOR advances, the interest rate is equal to the bankers' acceptance fee or LIBOR, respectively, plus a margin that varies from 1.45% to 3.00%. The Company pays a fee for usage of financial letters of credit that ranges from 1.45% to 3.00%, and a fee for usage of non-financial letters of credit that ranges from 0.97% to 2.00%. The Company pays a standby fee on the unadvanced portions of the amounts available for advance or draw-down under the Credit Facility at rates ranging from 0.29% to 0.68%.

The Credit Facility is subject to financial covenants including a net debt-to-EBITDA test and an interest coverage test. Under the terms of the Credit Facility, the Company is restricted from encumbering any assets with certain permitted exceptions. The Credit Facility also limits advances to subsidiaries and partially restricts the Company from repurchasing its common shares and paying dividends. At March 31, 2020, all of the covenants were met.

The Company has additional credit facilities available of \$32.0 million (10.1 million Euros, \$10.0 million U.S., 50.0 million Thai Baht and 1.8 million Czech Koruna). The total amount outstanding on these facilities at March 31, 2020 was \$4.8 million (March 31, 2019 – \$20.6 million), of which \$4.6 million was classified as bank indebtedness (March 31, 2019 – \$2.0 million) and \$0.2 million was classified as long-term debt (March 31, 2019 – \$18.6 million). The interest rates applicable to the credit facilities range from 1.75% to 6.50% per annum. A portion of the long-term debt is secured by certain assets of the Company.

The Company's U.S. \$250.0 million aggregate principal amount of senior notes (the "Senior Notes") are unsecured, were issued at par, bear interest at a rate of 6.50% per annum and mature on June 15, 2023. The Company may redeem the Senior Notes, in whole at any time or in part, from time to time, at specified redemption prices and subject to certain conditions required by the Senior Notes. If the Company experiences a change of control, the Company may be required to repurchase the Senior Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount of the Senior Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date. The Senior Notes contain customary covenants that restrict, subject to certain exceptions and thresholds, some of the activities of the Company and its subsidiaries, including the Company's ability to dispose of assets, incur additional debt, pay dividends, create liens, make investments and engage in specified transactions with affiliates. At March 31, 2020, all of the covenants were met. Subject to certain exceptions, the Senior Notes are guaranteed by each of the subsidiaries of the Company that is a borrower or has guaranteed obligations under the Credit Facility. Transaction fees of \$7.2 million were deferred and are being amortized over the seven-year term of the Senior Notes.

Contractual Obligations

(In millions of dollars)

The Company's minimum purchase obligations are as follows:

	Purchase obligations
Less than one year	\$ 158.9
One–two years	4.1
Two–three years	2.1
Three–four years	0.4
Four–five years	0.1
	\$ 165.6

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

In accordance with industry practice, the Company is liable to customers for obligations relating to contract completion and timely delivery. In the normal conduct of its operations, the Company may provide letters of credit as security for advances received from customers pending delivery and contract performance. In addition, the Company provides letters of credit for post-retirement obligations and may provide letters of credit as security on equipment under lease and on order. At March 31, 2020, the total value of outstanding letters of credit was approximately \$219.0 million (March 31, 2019 – \$203.3 million).

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

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

Share Data

During fiscal 2020, 522,927 stock options were exercised. At May 26, 2020 the total number of shares outstanding was 92,130,955 and there were 1,162,149 stock options outstanding to acquire common shares of the Company.

Normal Course Issuer Bid

On December 19, 2019, the Company announced that the Toronto Stock Exchange ("TSX") had accepted a notice filed by the Company of its intention to make a normal course issuer bid ("NCIB"). Under the NCIB, ATS has the ability to purchase for cancellation up to a maximum of 5,134,930 common shares, representing approximately 10% of the public float of 51,349,307 common shares of the Company during the 12-month period ending December 22, 2020. As at December 16, 2019, there were 92,196,223 common shares of the Company issued and outstanding. The NCIB followed the conclusion of a prior NCIB that expired on December 4, 2019.

Some purchases under the NCIB may be made pursuant to an automatic purchase plan between ATS and its broker. This plan enables the purchase of ATS common shares when ATS would not ordinarily be active in the market due to internal trading blackout periods, insider trading rules, or otherwise. ATS security holders may obtain a copy of the notice, without charge, upon request from the Secretary of the Company.

In fiscal 2020, the Company purchased, for cancellation, a total of 301,386 common shares at an average cost of \$15.87 per share for aggregate consideration of \$4.8 million. At March 31, 2020, a total of 4,834,162 common shares remained available for repurchase under the NCIB program.

Related Party Transactions

The Company has an agreement with a shareholder, Mason Capital Management, LLC ("Mason Capital"), pursuant to which Mason Capital has agreed to provide ATS with ongoing strategic and capital markets advisory services for an annual fee of U.S. \$0.5 million. As part of the agreement, a member of the Company's Board of Directors who is associated with Mason Capital has waived any fees to which he may have otherwise been entitled for serving as a member of the Board of Directors or as a member of any committee of the Board of Directors.

There were no other significant related party transactions in fiscal 2020.

Foreign Exchange

The Company is exposed to foreign exchange risk as a result of transactions in currencies other than its functional currency of the Canadian dollar, through borrowings made by the Company in currencies other than its functional currency and through its investments in its foreign-based subsidiaries.

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

The Company uses cross-currency swaps as derivative financial instruments to hedge a portion of its foreign exchange risk related to its U.S.-dollar-denominated Senior Notes. On March 29, 2016, the Company entered into a cross-currency interest rate swap instrument to swap U.S. \$150.0 million into Canadian dollars. The Company will receive interest of 6.50% U.S. per annum and pay interest of 6.501% Canadian. The terms of the hedging relationship will end on June 15, 2023.

The Company manages foreign exchange risk on its Euro-denominated net investments. The Company uses a cross-currency interest rate swap as derivative financial instruments to hedge a portion of the foreign exchange risk related to its Euro-denominated net investment. On March 29, 2016, the Company entered into a cross-currency interest rate swap instrument to swap 134.1 million Euros into Canadian dollars. The Company will receive interest of 6.501% Canadian per annum and pay interest of 5.094% Euros. The terms of the hedging relationship will end on June 15, 2023.

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

Period Average Exchange Rates in CDN\$

	Year-end actual exchange rates			Period average exchange rates		
	March 31, 2020	March 31, 2019	% change	March 31, 2020	March 31, 2019	% change
U.S. dollar	1.408	1.336	5.4%	1.331	1.313	1.4%
Euro	1.552	1.499	3.5%	1.479	1.518	(2.6%)

Consolidated Quarterly Results

(In millions of dollars, except per share amounts)

	Q4 2020	Q3 2020	Q2 2020	Q1 2020	Q4 2019	Q3 2019	Q2 2019	Q1 2019
Revenues	\$ 382.1	\$ 367.2	\$ 341.2	\$ 339.2	\$ 348.6	\$ 321.4	\$ 283.6	\$ 300.0
Earnings from operations	\$ 24.9	\$ 10.4	\$ 31.7	\$ 28.6	\$ 30.3	\$ 38.5	\$ 19.0	\$ 27.0
Adjusted earnings from operations ¹	\$ 39.3	\$ 37.5	\$ 42.5	\$ 38.0	\$ 38.2	\$ 46.7	\$ 25.4	\$ 32.6
Net income	\$ 13.1	\$ 4.1	\$ 19.3	\$ 16.4	\$ 18.2	\$ 25.1	\$ 10.8	\$ 16.7
Basic and diluted earnings per share	\$ 0.14	\$ 0.04	\$ 0.21	\$ 0.18	\$ 0.20	\$ 0.27	\$ 0.11	\$ 0.18
Adjusted basic earnings per share ¹	\$ 0.26	\$ 0.26	\$ 0.29	\$ 0.25	\$ 0.26	\$ 0.33	\$ 0.17	\$ 0.22
Order Bookings ²	\$ 356.0	\$ 368.0	\$ 321.0	\$ 423.0	\$ 298.0	\$ 397.0	\$ 355.0	\$ 358.0
Order Backlog ³	\$ 942.0	\$ 939.0	\$ 945.0	\$ 982.0	\$ 904.0	\$ 926.0	\$ 830.0	\$ 789.0

¹ Non-IFRS measure. See "Notice to reader: Non-IFRS measures and additional IFRS measures" and "Reconciliation of Non-IFRS Measures to IFRS Measures."

² Non-IFRS measure. See "Notice to reader: Non-IFRS measures and additional IFRS measures" and "Order Bookings by Quarter."

³ Non-IFRS measure. See "Notice to reader: Non-IFRS measures and additional IFRS measures" and "Order Backlog Continuity."

Interim financial results are not necessarily indicative of annual or longer-term results because many of the individual markets served by the Company tend to be cyclical in nature. Operating performance quarter to quarter may also be affected by the timing of revenue recognition on large programs in Order Backlog, which is impacted by such factors as customer delivery schedules, the timing of third-party content, and by the timing of acquisitions. General economic trends, product life cycles and product changes may impact revenues and operating performance. ATS typically experiences some seasonality with its Order Bookings, revenues and earnings from operations due to employee vacation time and summer plant shutdowns by its customers. The COVID-19 pandemic may affect quarterly performance patterns in fiscal 2021.

Critical Accounting Estimates and Assumptions

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

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

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

COVID-19

There is significant uncertainty regarding the extent and duration of the impact of the COVID-19 pandemic on the Company's operations. The impact of the pandemic on the Company's financial condition, cash flows, operations, credit risk, liquidity and availability of credit is highly uncertain and cannot be predicted. Management will continue to monitor and assess the impact of the pandemic on its judgments, estimates, accounting policies and amounts recognized in the consolidated financial statements.

The Company tests for impairment on an annual basis and if there are indicators that impairment may have arisen. In calculating the recoverable amount for impairment testing, management is required to make several assumptions, including, but not limited to, expected future revenues, expected future cash flows and forward multiples. The outbreak of COVID-19 presents significant measurement uncertainties associated with the assumptions about the Company's future operating results used in calculating the recoverable amount for impairment testing at March 31, 2020.

Revenue recognition and contracts in progress

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

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

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

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

Investment tax credits and income taxes

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

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

Stock-based payment transactions

The Company measures the cost of transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for stock-based payment transactions requires the determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model, including the future forfeiture rate, the expected life of the share option, weighted average risk-free interest rate, volatility and dividend yield, and formation of assumptions. The assumptions and models used for estimating fair value for stock-based payment transactions are disclosed in note 19 to the consolidated financial statements.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculations involve significant estimates and assumptions. Items estimated include cash flows, discount rates and assumptions on revenue growth rates. These estimates could affect the Company's future results if the current estimates of future performance and fair values change. Goodwill is assessed for impairment on an annual basis as described in note 11 to the consolidated financial statements. The Company performed its annual impairment test of goodwill as at March 31, 2020 and determined there was no impairment (March 31, 2019 – \$nil).

Provisions

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

Employee benefits

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

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

Changes in Accounting Policies

Accounting Standard Adopted in Fiscal 2020

IFRS 16 – Leases

Effective April 1, 2019, the Company adopted IFRS 16, using the modified retrospective approach and accordingly the information presented for the 2019 reporting period has not been restated.

IFRS 16 introduced significant changes to the lessee accounting by removing the distinction between operating and finance leases and requiring the recognition of a right-of-use asset ("ROU asset") and a lease liability at the lease commencement for all leases, except for short-term leases (lease terms of 12 months or less) and leases of low-value assets. In applying IFRS 16, the Company recognized ROU assets and lease liabilities in the consolidated statement of financial position, initially measured at the present value of future lease payments; recognized amortization of ROU assets and interest on lease liabilities in the consolidated statements of income; and separated the total amount of lease payments into a principal portion (presented in financing activities) and interest (presented in operating activities) in the consolidated statements of cash flows. For short-term leases and leases of low-value assets, the Company has elected not to recognize right-of-use assets and lease liabilities. The respective lease payments associated with these leases are recognized in the consolidated statements of income on a straight-line basis.

For leases that were classified as operating leases under IAS 17, lease liabilities at transition have been measured at the present value of remaining lease payments, discounted at the Company's incremental borrowing rate of 5% as at April 1, 2019.

The Company has used the following practical expedients permitted by the standard:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics;
- Applied the standard only to contracts that were previously identified as leases under IAS 17 at the date of initial application;
- Applied the recognition exemptions for low-value leases and leases that end within 12 months of the date of application, and accounted for them as low-value and short-term leases respectively;
- Accounted for non-lease components and lease components as a single lease component;
- Relied on previous assessments of whether leases are onerous;
- Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

On transition to IFRS 16 at April 1, 2019, the Company recognized ROU assets of \$74.3 million and lease liabilities of \$74.5 million and reduced retained earnings by \$0.2 million in the consolidated statement of financial position.

At March 31, 2019, the minimum operating lease obligations of the Company were \$42.9 million, as presented in the audited consolidated financial statements. The difference between the lease liabilities of \$74.5 million at April 1, 2019 and the minimum lease obligation disclosed at March 31, 2019 was mainly due to: (i) the impact of discounting the remaining lease payments; (ii) the exclusion of short-term leases and leases of low-value assets; (iii) the inclusion of non-lease components in measuring the lease liability; and (iv) assumptions made on the probability of exercising early termination or renewal options.

For the three- and 12-month periods ended March 31, 2020, the Company recognized expense related to short-term and low-value leases of \$1.1 million and \$3.5 million, respectively, in cost of revenues, and \$0.4 million and \$1.4 million, respectively, in selling, general and administrative expenses in the consolidated statements of income.

The following accounting policy is applicable from April 1, 2019:

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

Right-of-use assets

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

Lease liabilities

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

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

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

Determining the lease term of contracts with renewal or termination options

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

Controls and Procedures

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

Disclosure Controls and Procedures

An evaluation of the design and operating effectiveness of the Company's disclosure controls and procedures was conducted as of March 31, 2020 under the supervision of the CEO and CFO as required by CSA National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*. The evaluation included documentation, review, enquiries and other procedures considered appropriate in the circumstances. Based on that evaluation, the CEO and the CFO have concluded that the Company's disclosure controls and procedures are effective to provide reasonable assurance that information relating to the Company and its consolidated subsidiaries that is required to be disclosed in reports filed under provincial and territorial securities legislation is recorded, processed, summarized and reported to senior management, including the CEO and the CFO, so that appropriate decisions can be made by them regarding required disclosure within the time periods specified in the provincial and territorial securities legislation.

Internal Control over Financial Reporting

CSA National Instrument 52-109 requires the CEO and CFO to certify that they are responsible for establishing and maintaining internal control over financial reporting for the Company, and that those internal controls have been designed and are effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

The CEO and CFO have, using the framework and criteria established in "Internal Control – Integrated Framework (2013)" issued by COSO, evaluated the design and operating effectiveness of the Company's internal controls over financial reporting and concluded that, as of March 31, 2020, internal controls over financial reporting were effective to provide reasonable assurance that information related to consolidated results and decisions to be made based on those results were appropriate.

In response to the COVID-19 pandemic, the Company implemented measures to enable physical distancing across ATS' operations, including remote work. This change required certain processes and controls that were previously done or documented manually to be completed and retained in electronic form. The Company continues to monitor whether remote work arrangements have adversely affected the Company's ability to maintain internal controls over financial reporting and disclosure controls and procedures. Despite the changes required by the current environment, there have been no significant changes in the design of the Company's internal controls over financial reporting during the years ended March 31, 2020 and March 31, 2019, that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

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

Other Major Considerations and Risk Factors

Any investment in ATS will be subject to risks inherent to ATS' business. The following risk factors are discussed in the Company's Annual Information Form, which may be found on SEDAR at www.sedar.com.

- Market volatility;
- Strategy execution risks;
- Acquisition risks;
- Expansion risks;
- Natural disasters, epidemics, pandemics, acts of war, terrorism, international conflicts or other disruptions;
- Industry consolidation;
- Liquidity, access to capital markets and leverage;
- Restrictive covenants;
- Availability of performance and other guarantees from financial institutions;
- Share price volatility;
- Competition;
- First-time program and production risks;
- Automation systems pricing;
- Revenue mix risk;
- Pricing, quality, delivery and volume risks;
- Product failure;
- New product market acceptance, obsolescence and commercialization;

- Security breaches or disruptions of information technology systems;
- Insurance coverage;
- Availability of raw materials and other manufacturing inputs;
- Customer risks;
- Insolvency or financial distress of third parties;
- Availability of human resources and dependence on key personnel;
- Cumulative loss of several significant contracts;
- Lengthy sales cycle;
- Lack of long-term customer commitment;
- Foreign exchange risk;
- Doing business in foreign countries;
- Legislative compliance;
- Environmental compliance;
- Corruption of Foreign Public Officials Act, United States Foreign Corrupt Practices Act and Anti-bribery laws risk;
- Intellectual property protection risks;
- Infringement of third parties' intellectual property rights risk;
- Internal controls;
- Impairment of intangible assets risk;
- Income and other taxes and uncertain tax liabilities;
- Variations in quarterly results;
- Litigation;
- Manufacturing facilities disruption;
- Restructuring and work stoppage risk; and
- Dependence on performance of subsidiaries.

Note to Readers: Forward-Looking Statements

This management's discussion and analysis of financial conditions, and results of operations of ATS contains certain statements that may constitute forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of ATS, or developments in ATS' business or in its industry, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Forward-looking statements include all disclosure regarding possible events, conditions or results of operations that is based on assumptions about future economic conditions and courses of action. Forward-looking statements may also include, without limitation, any statement relating to future events, conditions or circumstances. ATS cautions you not to place undue reliance upon any such forward-looking statements, which speak only as of the date they are made. Forward-looking statements relate to, among other things: the strategic framework; the Company's strategy to expand organically and through acquisition; the ATS Business Model ("ABM"); a reorganization plan, including impact on operating earnings and offset due to the current economic environment; the potential impact of COVID-19 and government emergency measures; conversion of opportunities into Order Bookings; the Company's Order Backlog partially mitigating the impact of volatile Order Bookings; the expected benefits where the company engages with customers on enterprise-type solutions and the potential impact on Order Bookings, performance period, and timing of revenue recognition; rate of Order Backlog conversion; expected benefits with respect to the Company's efforts to expand its services revenues; impact of the measures the Company has implemented to enable physical distancing and travel

restrictions; expected benefit from Canadian Emergency Wage Subsidy (CEWS); the expected impact of the ABM; initiatives having the goal of expanding adjusted earnings from operations margin over the long-term and the impact of the pandemic on those initiatives; non-cash working capital levels as a percentage of revenues; expectation to reduce investment in capital assets and intangible assets in fiscal 2021; expectation in relation to meeting liquidity and funding requirements for investments; potential to use leverage to support growth strategy; expected contribution of MARCO and iXLOG; and the Company's belief with respect to the outcome of certain lawsuits, claims and contingencies. The risks and uncertainties that may affect forward-looking statements include, among others: the progression of COVID-19 and its impacts on the Company's ability to operate its assets, including the possible shut-down of facilities due to COVID-19 outbreaks; the severity and duration of the COVID-19 pandemic in all jurisdictions where the Company conducts its business; the nature and extent of government imposed restrictions on travel and business activities and the nature, extent and applicability of government assistance programs, in both cases related to the COVID-19 pandemic, as applicable in all jurisdictions where the Company conducts its business; the impact of the COVID-19 pandemic on the Company's employees, customers and suppliers; impact of COVID-19 on the global economy; general market performance including capital market conditions and availability and cost of credit; performance of the markets that ATS serves; foreign currency and exchange risk; the relative strength of the Canadian dollar; impact of factors such as increased pricing pressure and possible margin compression; the regulatory and tax environment; inability to successfully expand organically or through acquisition, due to an inability to grow expertise, personnel and/or facilities at required rates or to identify, negotiate and conclude one or more acquisitions, or to raise, through debt or equity, or otherwise have available, required capital; that acquisitions made are not integrated as quickly or effectively as planned or expected and, as a result, anticipated benefits and synergies are not realized; that the reorganization plan does not achieve the anticipated benefits, resulting in delays, increased costs, and/or lower than expected improvements to operating performance; that some or all of the sales funnel is not converted to Order Bookings due to competitive factors or failure to meet customer needs; timing of customer decisions related to large enterprise programs and potential for negative impact associated with any cancellations or non-performance in relation thereto; variations in the amount of Order Backlog completed in any given quarter; that the Company is not successful in growing its service offering or that expected benefits are not realized; that the Company is unable to qualify for or benefit from the CEWS; that the impact of the ABM is other than as expected; that efforts to expand adjusted earnings from operations margin over the long-term is unsuccessful, due to any number of reasons, including a less than anticipated increase in after-sales service revenues or reduced margins attached to those revenues, inability to achieve lower costs through supply chain management, failure to develop, adopt internally, or have customers adopt, standardized platforms and technologies, inability to maintain current cost structure if revenues were to grow, and failure of ABM to impact margins; non-cash working capital as a percentage of revenues operating at a level other than as expected due to reasons, including, the timing and nature of Order Bookings, the timing of payment milestones and payment terms in customer contracts, and delays in customer programs; that the Company changes its plans in regards to investment in capital assets or that the cost of capital assets are greater than expected; that MARCO's and/or iXLOG's impact is other than expected; risk that the ultimate outcome of lawsuits, claims and contingencies give rise to material liabilities for which no provisions have been recorded; that one or more customers, or other entities with which the Company has contracted, experience insolvency or bankruptcy with resulting delays, costs or losses to the Company; political, labour or supplier disruptions; the development of superior or alternative technologies to those developed by ATS; the success of competitors with greater capital and resources in exploiting their technology; market risk for developing technologies; risks relating to legal proceedings to which ATS is or may become a party; exposure to product and/or professional liability claims; risks associated with greater than anticipated tax liabilities or expenses; and other risks detailed from time to time in ATS' filings with Canadian provincial securities regulators. Forward-looking statements are based on management's current plans, estimates, projections, beliefs and opinions, and other than as required by applicable securities laws, ATS does not undertake any obligation to update forward-looking statements should assumptions related to these plans, estimates, projections, beliefs and opinions change.

Management's Responsibility for Financial Reporting

The preparation and presentation of the Company's consolidated financial statements is the responsibility of management. The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. The consolidated financial statements and other information in Management's Discussion and Analysis include amounts that are based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the consolidated financial statements are presented fairly, in all material respects. Financial information presented elsewhere in Management's Discussion and Analysis is consistent with that in the consolidated financial statements, except as described further in the "Non-IFRS Measures" section of Management's Discussion and Analysis.

Management maintains appropriate systems of internal accounting and administrative controls, which are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with International Financial Reporting Standards as further described in the "Controls and Procedures" section of Management's Discussion and Analysis.

Management's responsibilities for financial reporting are overseen by the Board of Directors (the "Board"), which is ultimately responsible for reviewing and approving the consolidated financial statements. The Board carries out this responsibility principally through its Audit and Finance Committee (the "Committee").

The Committee is appointed by the Board and all of its members are independent directors. The Committee meets periodically with management and the external auditors to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, to satisfy itself that each party is properly discharging its responsibilities and to review the consolidated financial statements and the external auditor's report. The Committee has reported its findings to the Board, which has approved the consolidated financial statements and Management's Discussion and Analysis for issuance to shareholders. The Committee also considers, for review by the Board and approval of shareholders, the engagement or reappointment of the external auditors.

The consolidated financial statements have been audited on behalf of shareholders by Ernst & Young LLP, the external auditor, in accordance with Canadian generally accepted auditing standards. The external auditor have full and free access to management and the Committee.



Andrew Hider
Chief Executive Officer



Maria Perrella
Chief Financial Officer

Independent Auditor's Report

To the Shareholders of
ATS Automation Tooling Systems Inc.

Opinion

We have audited the consolidated financial statements of ATS Automation Tooling Systems Inc. and its subsidiaries, (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2020 and 2019, and the consolidated statement of income, consolidated statements of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2020 and 2019, and its consolidated results of operations and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information, other than the consolidated financial statements and our auditor's report thereon, in the Annual Report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

The Annual Report is expected to be made available to use after the date of the auditor's report. If based on the work we will perform on this other information, we conclude there is a material misstatement of other information, we are required to report that fact to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Scott Kerr.



Chartered Professional Accountants
Licensed Public Accountants

Toronto, Canada

May 26, 2020

Consolidated Statements of Financial Position

(in thousands of Canadian dollars)

As at	Note	March 31, 2020	March 31, 2019
ASSETS	16		
Current assets			
Cash and cash equivalents		\$ 358,645	\$ 224,540
Accounts receivable		291,126	217,245
Income tax receivable		3,720	4,938
Contract assets	22	231,531	213,553
Inventories	6	68,436	67,998
Deposits, prepaids and other assets	7	31,149	28,719
		984,607	756,993
Non-current assets			
Property, plant and equipment	10	136,284	97,669
Right-of-use assets	8	61,156	–
Other assets	9	20,220	2,446
Goodwill	11	608,243	551,643
Intangible assets	12	220,169	213,945
Deferred income tax assets	18	2,725	3,194
Investment tax credit receivable	18	64,569	62,953
		1,113,366	931,850
Total assets		\$ 2,097,973	\$ 1,688,843
LIABILITIES AND EQUITY			
Current liabilities			
Bank indebtedness	16	\$ 4,572	\$ 1,950
Accounts payable and accrued liabilities		289,313	254,227
Income tax payable		3,084	7,721
Contract liabilities	22	117,757	161,139
Provisions	14	32,126	13,943
Current portion of lease liabilities	8	15,696	–
Current portion of long-term debt	16	133	18,550
		462,681	457,530
Non-current liabilities			
Employee benefits	15	26,247	28,187
Long-term lease liabilities	8	47,209	–
Long-term debt	16	597,965	328,247
Deferred income tax liabilities	18	86,821	78,585
Other long-term liabilities	9	8,037	6,663
		766,279	441,682
Total liabilities		\$ 1,228,960	\$ 899,212
Commitments and contingencies	16, 20		
EQUITY			
Share capital	17	\$ 521,884	\$ 516,613
Contributed surplus		11,680	11,709
Accumulated other comprehensive income		92,585	69,549
Retained earnings		242,076	191,449
Equity attributable to shareholders		868,225	789,320
Non-controlling interests		788	311
Total equity		869,013	789,631
Total liabilities and equity		\$ 2,097,973	\$ 1,688,843

On behalf of the Board:



David McAusland
Director



Neil D. Arnold
Director

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Income

(in thousands of Canadian dollars, except per share amounts)

Years ended March 31	Note	2020	2019
Revenues			
Revenues from construction contracts		\$ 884,913	\$ 763,228
Sale of goods		121,569	90,005
Services rendered		423,252	400,383
Total revenues	21, 22	1,429,734	1,253,616
Operating costs and expenses			
Cost of revenues		1,067,599	924,898
Selling, general and administrative		233,653	204,073
Restructuring costs		26,624	–
Stock-based compensation	19	6,245	9,850
Earnings from operations		95,613	114,795
Net finance costs	23	28,074	20,909
Income before income taxes		67,539	93,886
Income tax expense	18	14,588	23,124
Net income		\$ 52,951	\$ 70,762
Attributable to			
Shareholders		\$ 52,898	\$ 70,743
Non-controlling interests		53	19
		\$ 52,951	\$ 70,762
Earnings per share attributable to shareholders			
Basic	24	\$ 0.57	\$ 0.76
Diluted	24	\$ 0.57	\$ 0.75

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Comprehensive Income

(in thousands of Canadian dollars)

Years ended March 31	Note	2020	2019
Net income		\$ 52,951	\$ 70,762
Other comprehensive income (loss):			
Items to be reclassified subsequently to net income:			
Currency translation adjustment (net of income taxes of \$nil)		13,385	(12,145)
Net unrealized loss on derivative financial instruments designated as cash flow hedges	13	(2,570)	(109)
Tax impact		639	23
Loss (gain) transferred to net income for derivatives designated as cash flow hedges	13	(2,342)	90
Tax impact		594	(12)
Cash flow hedge reserve adjustment	13	17,773	7,826
Tax impact		(4,443)	(1,954)
Items that will not be reclassified subsequently to net income:			
Actuarial gains (losses) on defined benefit pension plans	15	1,447	(675)
Tax impact		(404)	12
Other comprehensive income (loss)		24,079	(6,944)
Comprehensive income		\$ 77,030	\$ 63,818
Attributable to			
Shareholders		\$ 76,977	\$ 63,799
Non-controlling interests		53	19
		\$ 77,030	\$ 63,818

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Changes in Equity

(in thousands of Canadian dollars)

Year ended March 31, 2020	Share capital	Contributed surplus	Retained earnings	Currency translation adjustments	Cash flow hedge reserve	Total accumulated other comprehensive income	Non-controlling interests	Total equity
Balance, as at March 31, 2019	\$ 516,613	\$ 11,709	\$ 191,449	\$ 67,773	\$ 1,776	\$ 69,549	\$ 311	\$ 789,631
Adoption of IFRS 16 (note 3)	-	-	(221)	-	-	-	-	(221)
At April 1, 2019 (adjusted)	\$ 516,613	\$ 11,709	\$ 191,228	\$ 67,773	\$ 1,776	\$ 69,549	\$ 311	\$ 789,410
Net income	-	-	52,898	-	-	-	53	52,951
Other comprehensive income	-	-	1,043	13,385	9,651	23,036	-	24,079
Total comprehensive income	-	-	53,941	13,385	9,651	23,036	53	77,030
Non-controlling interest (note 5)	-	-	-	-	-	-	424	424
Stock-based compensation	-	949	-	-	-	-	-	949
Exercise of stock options	6,963	(978)	-	-	-	-	-	5,985
Repurchase of common shares (note 17)	(1,692)	-	(3,093)	-	-	-	-	(4,785)
Balance, as at March 31, 2020	\$ 521,884	\$ 11,680	\$ 242,076	\$ 81,158	\$ 11,427	\$ 92,585	\$ 788	\$ 869,013

Year ended March 31, 2019	Share capital	Contributed surplus	Retained earnings	Currency translation adjustments	Cash flow hedge reserve	Total accumulated other comprehensive income	Non-controlling interests	Total equity
Balance, as at March 31, 2018	\$ 548,747	\$ 12,535	\$ 121,369	\$ 79,918	\$ (4,088)	\$ 75,830	\$ 292	\$ 758,773
Net income	-	-	70,743	-	-	-	19	70,762
Other comprehensive income (loss)	-	-	(663)	(12,145)	5,864	(6,281)	-	(6,944)
Total comprehensive income (loss)	-	-	70,080	(12,145)	5,864	(6,281)	19	63,818
Stock-based compensation	-	910	-	-	-	-	-	910
Exercise of stock options	7,145	(1,736)	-	-	-	-	-	5,409
Repurchase of common shares (note 17)	(39,279)	-	-	-	-	-	-	(39,279)
Balance, as at March 31, 2019	\$ 516,613	\$ 11,709	\$ 191,449	\$ 67,773	\$ 1,776	\$ 69,549	\$ 311	\$ 789,631

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Cash Flows

(in thousands of Canadian dollars)

Years ended March 31	Note	2020	2019
Operating activities			
Net income		\$ 52,951	\$ 70,762
Items not involving cash			
Depreciation of property, plant and equipment	10	14,675	12,137
Amortization of right-of-use assets	8	15,913	–
Amortization of intangible assets	12	40,814	30,254
Deferred income taxes	18	(951)	13,718
Other items not involving cash		3,270	(11,587)
Stock-based compensation	19	6,245	9,850
		132,917	125,134
Change in non-cash operating working capital		(112,570)	2,464
Cash flows provided by operating activities		\$ 20,347	\$ 127,598
Investing activities			
Acquisition of property, plant and equipment		\$ (45,448)	\$ (21,096)
Acquisition of intangible assets		(11,119)	(19,824)
Business acquisition, net of cash acquired	5	(53,367)	(156,351)
Proceeds from disposal of property, plant and equipment		139	5,209
Cash flows used in investing activities		\$ (109,795)	\$ (192,062)
Financing activities			
Bank indebtedness		\$ 2,546	\$ (2,512)
Repayment of long-term debt		(17,087)	(5,175)
Proceeds from long-term debt		250,183	335
Proceeds from exercise of stock options		5,985	5,409
Repurchase of common shares	17	(4,785)	(39,279)
Principal lease payments		(14,533)	–
Cash flows provided by (used in) financing activities		\$ 222,309	\$ (41,222)
Effect of exchange rate changes on cash and cash equivalents		1,244	78
Increase (decrease) in cash and cash equivalents		134,105	(105,608)
Cash and cash equivalents, beginning of year		224,540	330,148
Cash and cash equivalents, end of year		\$ 358,645	\$ 224,540
Supplemental information			
Cash income taxes paid		\$ 10,807	\$ 10,468
Cash interest paid		\$ 30,365	\$ 26,243

See accompanying notes to the consolidated financial statements.

Notes to Consolidated Financial Statements

(in thousands of Canadian dollars, except per share amounts)

1. Corporate Information

ATS Automation Tooling Systems Inc. and its subsidiaries (collectively, “ATS” or the “Company”) design and build custom-engineered turn-key automated manufacturing and test systems and provide pre-automation and post-automation services to their customers.

The Company is listed on the Toronto Stock Exchange and is incorporated and domiciled in Ontario, Canada. The address of its registered office is 730 Fountain Street North, Cambridge, Ontario, Canada.

The consolidated financial statements of the Company for the year ended March 31, 2020 were authorized for issue by the Board of Directors (the “Board”) on May 26, 2020.

2. Basis of Preparation

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

Statement of compliance

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

Basis of consolidation

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

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. The Company’s material subsidiaries are Automation Tooling Systems Enterprises GmbH, ATS Tooling Systems BC 1 ULC, Automation Tooling Systems Enterprises Inc. and ATS Automation Tooling Systems GmbH. The Company has a 100% voting and equity securities interest in each of these corporations. All material intercompany balances, transactions, revenues and expenses and profits or losses, including dividends resulting from intercompany transactions, have been eliminated on consolidation.

3. Summary of Significant Accounting Policies

(a) Business combinations and goodwill

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

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions at the acquisition date.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes in the fair value of the contingent consideration that is deemed to be an asset or liability will be recognized in accordance with IFRS 9 – *Financial Instruments* (“IFRS 9”) either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured. Subsequent settlement is accounted for within equity. In instances where the contingent consideration does not fall within the scope of IFRS 9, it is measured in accordance with the appropriate IFRS policy.

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

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

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

(b) Foreign currency

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

Transactions

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

Translation

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

(c) Revenue

The Company generates revenue from construction contracts, the sale of goods, and by services rendered. Revenue is measured based on the consideration specified in a contract and the Company recognizes revenue when it transfers control of a product or provides a service to a customer. With respect to incremental costs such as sales commissions incurred in obtaining a contract, the Company has elected to apply the practical expedient to expense these costs when incurred as the term of the Company’s contracts are typically one year or less.

Construction contracts

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

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

- The stage of completion of fixed price contracts is measured based on costs incurred, excluding costs that are not representative of progress to completion, as a percentage of total costs anticipated on each contract.
- The stage of completion of time and material contracts is measured using the right to invoice practical expedient – revenue is recognized at the contractual rates as labour hours are delivered and direct expenses are incurred.

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

Sale of goods

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

Services rendered

Service contracts are either executed separately or bundled together with construction contracts. Where these contracts are bundled together, they are regarded as separate performance obligations, as each of the promises are capable of being distinct and are separately identifiable. Accordingly, a portion of the transaction price is allocated to each performance obligation relative to standalone selling prices.

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

- The stage of completion of fixed price contracts to provide specified services at specific times is measured based on costs incurred, excluding costs that are not representative of progress to completion, as a percentage of total costs anticipated on each contract.
- The stage of completion of fixed price contracts to provide an indeterminable number of services over a specified period of time is measured based on contract term elapsed as a percentage of the full contract term.
- The stage of completion of time and material contracts is measured using the right to invoice practical expedient – revenue is recognized at the contractual rates as labour hours are delivered and direct expenses are incurred.

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

Revenue-related assets and liabilities:

Trade receivables

A trade receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract assets

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

Contract liabilities

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

Unearned revenue

Unearned revenue relates to deposits or prepayments from customers for service and sale of goods contracts where revenue is earned at a point in time.

(d) Investment tax credits and government grants

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

(e) Taxes**Current income tax**

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

Deferred income tax

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

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

- When the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint operations, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

- When the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint operations, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

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

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

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

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

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

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

(f) Property, plant and equipment

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

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

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

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

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

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

(g) Leases

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

Right-of-use assets

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

Lease liabilities

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

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

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

Determining the lease term of contracts with renewal or termination options

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

(h) Borrowing costs

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

(i) Intangible assets

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

Intangible assets with finite lives are amortized over their useful economic lives, ranging from 1 to 20 years, on a straight-line basis. Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as a change in accounting estimate. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of income in the expense category consistent with the function of the intangible assets.

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

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

Research and development expenditures

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

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

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

(j) Financial instruments

Recognition

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

Classification

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

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

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

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

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

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

Measurement

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

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amounts outstanding, are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at fair value at the end of subsequent accounting periods, with changes recognized in profit or loss or other comprehensive income (irrevocable election at the time of recognition). Designation at FVTOCI is not permitted if the equity investment is held for trading. The cumulative fair value gain or loss will not be reclassified to profit or loss on the disposal of the investments.

Derecognition

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

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

Impairment

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

Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicates that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. Trade receivables are reviewed qualitatively on a case-by-case basis to determine whether they need to be written off.

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

The Company measures expected credit loss by considering the risk of default over the contract period and incorporates forward-looking information into its measurement.

Fair value of financial instruments

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

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities

Level 2 – inputs other than quoted prices included in Level 1 that are observable or can be corroborated by observable market data

Level 3 – unobservable inputs that are supported by no market activity

(k) Derivative financial instruments and hedge accounting

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

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

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

Cash flow hedges

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

Amounts recognized in other comprehensive income and accumulated in equity are transferred to the consolidated statements of income when the hedged item is recognized in profit or loss. These earnings are included within the same line of the consolidated statements of income as the hedged item. Where the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognized in other comprehensive income are transferred at the initial carrying amount of the non-financial asset or liability.

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

The Company uses forward foreign exchange contracts as hedges of its exposure to foreign currency risk on anticipated revenues or costs, and cross-currency interest rate swap contracts as hedges of its exposure to foreign currency-denominated Senior Notes. The Company may use interest rate swap contracts to reduce its exposure to floating interest rates.

Hedges of net investments

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

(I) Inventories

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

(m) Impairment of non-financial assets

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

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

(n) Provisions

Provisions are recognized when: the Company has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statements of income net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Warranty provisions

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

Restructuring provisions

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

(o) Employee benefits

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

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

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

(p) Stock-based payments

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

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

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

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

(q) Standard adopted in fiscal 2020

IFRS 16 – Leases

Effective April 1, 2019, the Company adopted IFRS 16, using the modified retrospective approach, and accordingly the information presented for the 2019 reporting period has not been restated.

IFRS 16 introduced significant changes to the lessee accounting by removing the distinction between operating and finance leases and requiring the recognition of an ROU asset and a lease liability at the lease commencement for all leases, except for short-term leases (lease terms of 12 months or less) and leases of low-value assets. In applying IFRS 16, the Company recognized ROU assets and lease liabilities in the consolidated statement of financial position, initially measured at the present value of future lease payments; recognized amortization of ROU assets and interest on lease liabilities in the consolidated statements of income; and separated the total amount of lease payments into a principal portion (presented in financing activities) and interest (presented in operating activities) in the consolidated statements of cash flows. For short-term leases and leases of low-value assets, the Company has elected not to recognize ROU assets and lease liabilities. The respective lease payments associated with these leases are recognized in the consolidated statements of income on a straight-line basis.

For leases that were classified as operating leases under IAS 17, lease liabilities at transition have been measured at the present value of remaining lease payments, discounted at the Company's incremental borrowing rate of 5% as at April 1, 2019.

The Company has used the following practical expedients permitted by the standard:

- Used a single discount rate for a portfolio of leases with reasonably similar characteristics;
- Applied the standard only to contracts that were previously identified as leases under IAS 17 at the date of initial application;
- Applied the recognition exemptions for low-value leases and leases that end within 12 months of the date of application, and accounted for them as low-value and short-term leases respectively;
- Accounted for non-lease components and lease components as a single lease component;
- Relied on previous assessments of whether leases are onerous;
- Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

On transition to IFRS 16 at April 1, 2019, the Company recognized ROU assets of \$74,296 and lease liabilities of \$74,517, and reduced retained earnings by \$221 in the consolidated statement of financial position.

At March 31, 2019, the minimum operating lease obligations of the Company were \$42,878, as presented in the 2019 audited consolidated financial statements. The difference between the lease liabilities of \$74,517 at April 1, 2019 and the minimum lease obligation disclosed at March 31, 2019 was mainly due to: (i) the impact of discounting the remaining lease payments; (ii) the exclusion of short-term leases and leases of low-value assets; (iii) the inclusion of non-lease components in measuring the lease liability; and (iv) assumptions made on the probability of exercising early termination or renewal options.

(r) Amendments issued but not yet effective

A number of amendments to standards have been issued but are not yet effective for the financial year ended March 31, 2020, and accordingly, have not been applied in preparing these consolidated financial statements. The Company reviewed these amendments and concluded that there would be no impact on adoption given their nature and applicability.

4. Critical Accounting Estimates and Assumptions

The preparation of the Company's consolidated financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities at the end of the reporting period. However, uncertainty about these estimates, judgments and assumptions could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. The Company based its estimates, judgments and assumptions on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the estimates when they occur.

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

(a) COVID-19

There is significant uncertainty regarding the extent and duration of the impact of the COVID-19 pandemic on the Company's operations. The impact of the pandemic on the Company's financial condition, cash flows, operations, credit risk, liquidity and availability of credit is highly uncertain and cannot be predicted. Management will continue to monitor and assess the impact of the pandemic on its judgments, estimates, accounting policies and amounts recognized in these consolidated financial statements.

The Company tests for impairment on an annual basis and if there are indicators that impairment may have arisen. In calculating the recoverable amount for impairment testing, management is required to make several assumptions, including, but not limited to, expected future revenues, expected future cash flows and forward multiples. The outbreak of COVID-19 presents significant measurement uncertainties associated with the assumptions about the Company's future operating results used in calculating the recoverable amount for impairment testing at March 31, 2020.

(b) Revenue recognition and contracts in progress

Revenues from construction contracts are recognized on a percentage of completion basis as outlined in note 3(c) "Revenue." In applying the accounting policy on construction contracts, judgment is required in determining the expected profitability of the contract and the estimated costs to complete a contract. These factors are reviewed at each reporting period and by their nature may give rise to income volatility.

(c) Income taxes

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

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

(d) Stock-based payment transactions

The Company measures the cost of transactions with employees by reference to the fair value of the equity instruments. Estimating fair value for stock-based payment transactions requires the determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the future forfeiture rate, the expected life of the share option, weighted average risk-free interest rate, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for stock-based payment transactions are disclosed in note 19.

(e) Employee benefits

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

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

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

(f) Fair value measurement

Acquisitions that meet the definition of a business combination require the Company to recognize the assets acquired and liabilities assumed at their fair value on the date of the acquisition. The calculation of fair value of the assets and liabilities may require the use of estimates and assumptions, based on discounted cash flows, market information and using independent valuations and management's best estimates.

5. Acquisitions

(i) On October 31, 2018, the Company completed its acquisition of 100% of the shares of Konstruktion, Maschinen- & Werkzeugbau GmbH & Co. KG, and KMW GmbH (collectively, "KMW"). KMW is a German-based supplier of custom micro-assembly systems and test equipment solutions. The total purchase price was \$27,326 (18,330 Euros). Cash consideration paid was \$24,506 (16,438 Euros) with the balance paid upon satisfactory conclusion of pre-acquisition tax audits. The balance to be paid is included in accounts payable and accrued liabilities on the consolidated statements of financial position. During the year ended March 31, 2020, the Company finalized the allocation of the purchase price for the previously completed acquisition of KMW. There were no changes to the KMW purchase price allocation upon finalization.

Cash used in investing activities was determined as follows:

Cash consideration	\$	24,506
Less: cash acquired		(227)
	\$	24,279

The purchase price was allocated to the underlying assets acquired and liabilities assumed based upon the estimated fair values at the date of acquisition. The Company determined the fair values based on discounted cash flows, market information, and using independent valuations and management's best estimates.

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

Purchase price allocation		
Cash	\$	227
Current assets		5,747
Property, plant and equipment		4,552
Intangible assets with a definite life		
Customer relationships		1,300
Other		79
Current liabilities		(2,153)
Deferred income tax liability		(386)
Net identifiable assets		9,366
Residual purchase price allocated to goodwill		17,960
	\$	27,326

Current assets included accounts receivable of \$3,180, representing gross contractual amounts receivable of \$3,219 less management's best estimate of the contractual cash flows not expected to be collected of \$39.

The primary factors that contributed to a residual purchase price that resulted in the recognition of goodwill are: the acquired workforce; access to growth opportunities in new markets and with existing customers; and the combined strategic value to the Company's growth plan. The amounts assigned to goodwill and intangible assets are not expected to be deductible for tax purposes. This acquisition was accounted for as a business combination with the Company as the acquirer of KMW. The purchase method of accounting was used and the earnings were consolidated from the acquisition date, October, 31, 2018.

(ii) On February 28, 2019, the Company completed its acquisition of 100% of the shares of Comecer S.p.A. ("Comecer"), a leader in the design, engineering, manufacture and servicing of advanced aseptic containment and processing systems for the nuclear medicine and pharmaceutical industries. The total purchase price of \$170,456 (113,000 Euros) less working capital and net debt adjustments resulted in cash consideration paid of \$143,349 (95,030 Euros) in fiscal 2019 and \$3,466 (2,298 Euros) in fiscal 2020. During the year ended March 31, 2020, the Company finalized the allocation of the purchase price for the acquisition of Comecer S.p.A. Changes to the purchase price allocation during fiscal 2020 resulted in a decrease in working capital of \$3,867, an increased deferred tax asset of \$889, an increase in intangible assets of \$4,223, an increase in goodwill of \$798 and a decreased deferred tax liability of \$1,423.

Cash used in investing activities for fiscal 2020 and 2019 was determined as follows:

Cash consideration	\$	146,815
Less: cash acquired		(11,277)
	\$	135,538

The purchase price was allocated to the underlying assets acquired and liabilities assumed based upon the estimated fair values at the date of acquisition.

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

Purchase price allocation		
Cash	\$	11,277
Current assets		44,577
Property, plant and equipment		3,479
Intangible assets with a definite life		
Technology		36,957
Brands		36,203
Customer relationships		6,184
Other		5,434
Deferred income tax asset		889
Current liabilities		(68,120)
Deferred income tax liability		(21,005)
Other long-term liabilities		(2,318)
Net identifiable assets		53,557
Residual purchase price allocated to goodwill		93,258
	\$	146,815

Current assets included accounts receivable of \$23,370, representing gross contractual amounts receivable of \$25,570 less management's best estimate of the contractual cash flows not expected to be collected of \$2,200.

The primary factors that contributed to a residual purchase price that resulted in the recognition of goodwill are: the acquired workforce; access to growth opportunities in new markets and with existing customers; and the combined strategic value to the Company's growth plan. The amounts assigned to goodwill and intangible assets are not expected to be deductible for tax purposes. This acquisition was accounted for as a business combination with the Company as the acquirer of Comecer. The purchase method of accounting was used and the earnings have been consolidated from the acquisition date, February 28, 2019.

(iii) On September 19, 2019, the Company completed its acquisition of 100% of the shares of iXLOG Unternehmensberatung GmbH ("iXLOG"), a German-based IT consulting service provider specializing in business process optimization, business intelligence and analytics, primarily for large- and medium-sized industrial manufacturing customers. The total purchase price was \$10,588 (7,228 Euros). Cash consideration paid was \$7,658 (5,228 Euros), with the balance related to the fair value of an earn-out to be paid within 20 months of the acquisition date.

Cash used in investing activities was determined as follows:

Cash consideration	\$	7,658
Less: cash acquired		(992)
	\$	6,666

The purchase price was allocated to the underlying assets acquired and liabilities assumed based upon the estimated fair values at the date of acquisition. The Company determined the fair value of the assets acquired and the liabilities assumed based on discounted cash flows, market information and information that was available to the Company.

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

Purchase price allocation	
Cash	\$ 992
Current assets	1,332
Right-of-use assets	432
Property, plant and equipment	72
Brand and other intangible assets with a definite life	287
Current liabilities	(684)
Deferred income tax liability	(81)
Long-term lease liabilities	(282)
Net identifiable assets	2,068
Residual purchase price allocated to goodwill	8,520
	\$ 10,588

Current assets include accounts receivable of \$1,231, representing gross contractual amounts receivable of \$1,231 less management's best estimate of the contractual cash flows not expected to be collected of \$nil.

The primary factors that contributed to a residual purchase price that resulted in the recognition of goodwill are: the acquired workforce; access to growth opportunities in new markets and with existing customers; and the combined strategic value to the Company's growth plan. The amounts assigned to goodwill and intangible assets are not expected to be deductible for tax purposes. This acquisition was accounted for as a business combination with the Company as the acquirer of iXLOG. The purchase method of accounting was used and the earnings were consolidated from the acquisition date, September 19, 2019. iXLOG has contributed approximately \$4,023 in revenue and \$199 in net income during the year ended March 31, 2020. If iXLOG had been acquired at the beginning of ATS' fiscal year (April 1, 2019), the Company estimates that revenues of the combined iXLOG and ATS entity for the year ended March 31, 2020 would have been approximately \$8,047 higher.

(iv) On October 31, 2019, the Company completed its acquisition of 60% of the shares of Industrial Automation Partners B.V. ("IAP"), a Netherlands-based provider of process automation services to medium-sized international companies. The total purchase price was \$2,607 (1,775 Euros).

Cash used in investing activities was determined as follows:

Cash consideration	\$ 2,607
Less: cash acquired	(345)
	\$ 2,262

The purchase price was allocated to the underlying assets acquired and liabilities assumed based upon the estimated fair values at the date of acquisition. The Company determined the fair value of the assets acquired and the liabilities assumed based on information that was available to the Company.

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

Purchase price allocation	
Cash	\$ 345
Current assets	1,746
Right-of-use assets	479
Property, plant and equipment	236
Current liabilities	(653)
Long-term lease liabilities	(270)
Net identifiable assets	1,883
Non-controlling interest	(755)
Residual purchase price allocated to goodwill	1,479
	\$ 2,607

Current assets include accounts receivable of \$728, representing gross contractual amounts receivable of \$728 less management's best estimate of the contractual cash flows not expected to be collected of \$nil.

The primary factors that contributed to a residual purchase price that resulted in the recognition of goodwill are: the acquired workforce; access to growth opportunities in new markets and with existing customers; and the combined strategic value to the Company's growth plan. The amount assigned to goodwill is not expected to be deductible for tax purposes. This acquisition was accounted for as a business combination with the Company as the acquirer of IAP. The purchase method of accounting was used and the earnings were consolidated from the acquisition date, October 31, 2019. IAP has contributed approximately \$2,061 in revenue and \$86 in net income during the year ended March 31, 2020. If IAP had been acquired at the beginning of ATS' fiscal year (April 1, 2019), the Company estimates that revenues of the combined IAP and ATS entity for the year ended March 31, 2020 would have been approximately \$4,946 higher.

(v) On December 16, 2019, the Company completed its acquisition of 100% of the shares of MARCO Limited ("MARCO"), a provider of yield control and recipe formulation systems to help customers in the food, nutraceuticals and cosmetics sectors increase productivity and meet stringent industry regulations. Cash consideration paid was \$44,407 (25,193 U.K. pounds sterling). Additional contingent consideration of up to \$12,797 (7,260 U.K. pounds sterling) is payable if certain performance targets are met within two years of the acquisition date. The fair value of the contingent consideration was valued at \$7,404 (4,200 U.K. pounds sterling) at the acquisition date.

Cash used in investing activities was determined as follows:

Cash consideration	\$ 44,407
Less: cash acquired	(3,434)
	\$ 40,973

The purchase price was allocated to the underlying assets acquired and liabilities assumed based upon the estimated fair values at the date of acquisition. The fair value of the assets acquired and the liabilities assumed have been determined on a provisional basis based on information that is currently available to the Company. Final valuations of certain assets including working capital and other items including intangible assets are not yet complete due to the inherent complexity associated with valuations. Therefore, the purchase price allocation is preliminary and is subject to adjustment upon completion of the valuation process and analysis of resulting tax effects.

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

Purchase price allocation	
Cash	\$ 3,434
Current assets	5,128
Property, plant and equipment	2,949
Intangible assets with a definite life	
Technology	19,741
Customer relationships	2,997
Other	286
Intangible assets with an indefinite life	
Brand	3,173
Current liabilities	(4,847)
Deferred income tax liability	(5,125)
Net identifiable assets	27,736
Residual purchase price allocated to goodwill	24,075
	\$ 51,811

Current assets include accounts receivable of \$2,523, representing gross contractual amounts receivable of \$2,523 less management's best estimate of the contractual cash flows not expected to be collected of \$nil.

The primary factors that contributed to a residual purchase price that resulted in the recognition of goodwill are: the acquired workforce; access to growth opportunities in new markets and with existing customers; and the combined strategic value to the Company's growth plan. The amounts assigned to goodwill and intangible assets are not expected to be deductible for tax purposes. This acquisition was accounted for as a business combination with the Company as the acquirer of MARCO. The purchase method of accounting was used and the earnings were consolidated from the acquisition date, December 16, 2019. MARCO has contributed approximately \$5,492 in revenue and \$1,223 in net loss during the year ended March 31, 2020. If MARCO had been acquired at the beginning of ATS' fiscal year (April 1, 2019), the Company estimates that revenues of the combined MARCO and ATS entity for the year ended March 31, 2020 would have been approximately \$21,970 higher.

6. Inventories

As at	March 31, 2020	March 31, 2019
Raw materials	\$ 32,133	\$ 29,462
Work in progress	34,436	35,878
Finished goods	1,867	2,658
	\$ 68,436	\$ 67,998

The amount charged to net income and included in cost of revenues for the write-down of inventories for valuation issues during the year ended March 31, 2020 was \$997 (March 31, 2019 – \$346). The amount of inventories carried at net realizable value as at March 31, 2020 was \$1,177 (March 31, 2019 – \$1,166).

7. Deposits, Prepaids and Other Assets

As at	March 31, 2020	March 31, 2019
Prepaid assets	\$ 15,228	\$ 13,819
Restricted cash ¹	-	447
Supplier deposits	10,497	12,373
Forward foreign exchange contracts	5,424	2,080
	\$ 31,149	\$ 28,719

¹ Restricted cash primarily consisted of cash collateralized to secure letters of credit.

8. Right-of-Use Assets and Lease Liabilities

Changes in the net balance of right-of-use assets during the year ended March 31, 2020 were as follows:

As at	Note	Buildings	Vehicles and equipment	Total
Balance, at April 1, 2019	3	\$ 61,332	\$ 12,964	\$ 74,296
Additions		4,583	4,466	9,049
Amortization		(10,907)	(5,006)	(15,913)
Acquisition of subsidiaries	5	421	490	911
Exchange and other adjustments		(5,107)	(2,080)	(7,187)
Balance, at March 31, 2020		\$ 50,322	\$ 10,834	\$ 61,156

Changes in the balance of lease liabilities during the year ended March 31, 2020 were as follows:

	Note	
Balance, at April 1, 2019	3	\$ 74,517
Additions		9,049
Interest		3,631
Payments		(18,164)
Acquisition of subsidiary		911
Exchange and other adjustments		(7,039)
Balance, at March 31, 2020		\$ 62,905
Less: current portion		15,696
		\$ 47,209

The right-of-use assets and lease liabilities relate to leases of real estate properties, automobiles and other equipment. For the year ended March 31, 2020, the Company recognized expense related to short-term and low-value leases of \$3,486, in cost of revenues, and \$1,428, in selling, general and administrative expenses in the consolidated statements of income.

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

As at	March 31, 2020
Less than one year	\$ 15,164
One – two years	11,819
Two – three years	8,911
Three – four years	6,891
Four – five years	5,416
Due in over five years	14,665
Total undiscounted lease liabilities	\$ 62,866

The Company does not face a significant liquidity risk in regard to its lease obligations.

9. Cross-Currency Interest Rate Swap

As at	March 31, 2020	March 31, 2019
Cross-currency interest rate swap instrument	\$ 12,183	\$ (4,217)
Disclosed as:		
Other assets	\$ 20,220	\$ 2,446
Other long-term liabilities	(8,037)	(6,663)
	\$ 12,183	\$ (4,217)

The Company holds a cross-currency interest rate swap instrument to swap U.S. \$150,000 into Canadian dollars to hedge a portion of its foreign exchange risk related to its U.S. dollar-denominated Senior Notes. The Company receives interest of 6.50% U.S. per annum and pays interest of 6.501% Canadian. The Company holds a cross-currency interest rate swap instrument to swap 134,084 Euros into Canadian dollars to hedge a portion of the foreign exchange risk related to its Euro-denominated net investment. The Company receives interest of 6.501% Canadian per annum and pays interest of 5.094% Euros. The terms of the hedging relationships will end on June 15, 2023.

10. Property, Plant and Equipment

	Note	Land	Buildings and leaseholds	Production equipment	Other equipment	Total
Cost:						
Balance, at March 31, 2018		\$ 21,411	\$ 71,839	\$ 15,617	\$ 56,900	\$165,767
Additions		–	5,610	2,673	12,813	21,096
Acquisition of subsidiaries	5	629	5,027	957	1,418	8,031
Disposals		(422)	(3,319)	(1,931)	(3,619)	(9,291)
Exchange and other adjustments		(557)	3,864	(20)	(7,031)	(3,744)
Balance, at March 31, 2019		\$ 21,061	\$ 83,021	\$ 17,296	\$ 60,481	\$181,859
Additions		7,197	26,781	2,613	10,854	47,445
Acquisition of subsidiaries	5	–	2,914	210	133	3,257
Disposals		–	(651)	(3,341)	(3,219)	(7,211)
Exchange and other adjustments		1,045	3,466	439	434	5,384
Balance, at March 31, 2020		\$ 29,303	\$115,531	\$ 17,217	\$ 68,683	\$230,734

	Land	Buildings and leaseholds	Production equipment	Other equipment	Total
Depreciation:					
Balance, at March 31, 2018	\$ -	\$ (38,491)	\$ (10,979)	\$ (31,195)	\$ (80,665)
Depreciation expense	-	(3,365)	(1,241)	(7,531)	(12,137)
Disposals	-	1,869	1,595	3,289	6,753
Exchange and other adjustments	-	885	366	608	1,859
Balance, at March 31, 2019	\$ -	\$ (39,102)	\$ (10,259)	\$ (34,829)	\$ (84,190)
Depreciation expense	-	(4,430)	(1,756)	(8,489)	(14,675)
Disposals	-	546	3,274	3,064	6,884
Exchange and other adjustments	-	(1,585)	(392)	(492)	(2,469)
Balance, at March 31, 2020	\$ -	\$ (44,571)	\$ (9,133)	\$ (40,746)	\$ (94,450)
Net book value:					
At March 31, 2020	\$ 29,303	\$ 70,960	\$ 8,084	\$ 27,937	\$ 136,284
At March 31, 2019	\$ 21,061	\$ 43,919	\$ 7,037	\$ 25,652	\$ 97,669

Included in building and leaseholds as at March 31, 2020 is \$15,776 (March 31, 2019 – \$nil) of assets that relate to the expansion and improvement of certain manufacturing facilities. Included in other equipment as at March 31, 2020 is \$587 (March 31, 2019 – \$2,055) of assets that are under construction and have not been depreciated.

11. Goodwill

The carrying amount of goodwill acquired through business combinations has been allocated to a group of CGUs that combine to form a single operating segment, Automation Systems, as follows:

As at	Note	2020	2019
Balance, at April 1		\$ 551,643	\$ 459,159
Acquisition of subsidiaries	5	34,872	110,420
Foreign exchange		21,728	(17,936)
Balance, at March 31		\$ 608,243	\$ 551,643

The Company performed its annual impairment test of goodwill as at March 31, 2020. The recoverable amount of the group of CGUs is determined based on fair value less costs of disposal using a capitalized EBITDA approach. This approach requires management to estimate maintainable future EBITDA and capitalize this amount by rates of return which incorporate the specific risks and opportunities facing the business. EBITDA includes income before income taxes, net finance costs, depreciation and amortization.

In determining a maintainable future EBITDA, the historical operating results for the five years ended March 31, 2020 were compared to the budgeted results for the year ending March 31, 2021, as presented to and approved by the Board. Non-recurring and unusual items have been adjusted in order to normalize past EBITDA. Management selected capitalization rates in the range of 7.69% to 12.12% for the calculation of the reasonable range of capitalized EBITDA. As a result of the analysis, management did not identify impairment for this group of CGUs.

Management believes that any reasonable possible change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the group of CGUs.

12. Intangible Assets

	Note	Development projects	Computer software, licenses and other	Technology	Customer relationships	Brands ¹	Total
Cost:							
Balance, at March 31, 2018		\$ 20,332	\$ 37,357	\$ 21,572	\$ 193,341	\$ 14,282	\$ 286,884
Additions		4,215	5,470	10,139	–	–	19,824
Acquisition of subsidiaries	5	–	4,457	37,410	7,484	32,583	81,934
Disposals		–	(1,448)	–	–	–	(1,448)
Exchange and other adjustments		(690)	(724)	(1,267)	(8,097)	(1,018)	(11,796)
Balance, at March 31, 2019		\$ 23,857	\$ 45,112	\$ 67,854	\$ 192,728	\$ 45,847	\$ 375,398
Additions		4,518	5,358	1,243	–	–	11,119
Acquisition of subsidiaries	5	110	1,240	19,289	2,997	7,071	30,707
Disposals		(8)	(521)	–	–	–	(529)
Exchange and other adjustments		(225)	1,529	1,915	7,405	1,727	12,351
Balance, at March 31, 2020		\$ 28,252	\$ 52,718	\$ 90,301	\$ 203,130	\$ 54,645	\$ 429,046
Amortization:							
Balance, at March 31, 2018		\$ (8,489)	\$ (25,998)	\$ (14,266)	\$ (89,262)	\$ –	\$ (138,015)
Amortization		(3,172)	(4,443)	(2,572)	(17,973)	(2,094)	(30,254)
Disposals		–	1,346	–	–	–	1,346
Exchange and other adjustments		146	652	652	3,994	26	5,470
Balance, at March 31, 2019		\$ (11,515)	\$ (28,443)	\$ (16,186)	\$ (103,241)	\$ (2,068)	\$ (161,453)
Amortization		(3,402)	(8,179)	(8,080)	(19,031)	(2,122)	(40,814)
Disposals		–	440	–	–	–	440
Exchange and other adjustments		55	(1,033)	(971)	(4,925)	(176)	(7,050)
Balance, at March 31, 2020		\$ (14,862)	\$ (37,215)	\$ (25,237)	\$ (127,197)	\$ (4,366)	\$ (208,877)
Net book value:							
At March 31, 2020		\$ 13,390	\$ 15,503	\$ 65,064	\$ 75,933	\$ 50,279	\$ 220,169
At March 31, 2019		\$ 12,342	\$ 16,669	\$ 51,668	\$ 89,487	\$ 43,779	\$ 213,945

1 At April 1, 2018, the Company assessed a portion of its brand intangible assets to have a remaining useful life of three years. Previously these assets were estimated to have indefinite useful lives. The carrying amount of the intangible assets estimated to have an indefinite life as at March 31, 2020 was \$49,088 (March 31, 2019 – \$40,751).

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

The Company performed its annual impairment test of indefinite-lived intangible assets as at March 31, 2020. The recoverable amount of the related CGUs was estimated based on a value-in-use calculation using the present value of the future cash flows expected to be derived by the related subsidiaries. This approach requires management to estimate cash flows that include EBIT less income taxes, depreciation and amortization and capital expenditures.

In determining future cash flows, the budgeted results for the year ending March 31, 2021, as presented to and approved by the Board, were extrapolated for a five-year period. Management used a pre-tax discount of 15% to determine the present value of the future cash flows. As a result of the analysis, management did not identify an impairment of the intangible assets and any reasonable change in assumptions would not result in impairment.

13. Financial Instruments and Risk Management

(a) Summary of financial instruments

(i) Categories of financial instruments:

The carrying values of the Company's financial instruments are classified into the following categories:

As at	March 31, 2020			
	Fair value through profit or loss	Amortized cost	Fair value through other comprehensive income	Total carrying value
Financial assets:				
Cash and cash equivalents ¹	\$ -	\$ 358,645	\$ -	\$ 358,645
Trade accounts receivable	-	270,756	-	270,756
Financial liabilities:				
Bank indebtedness	-	(4,572)	-	(4,572)
Trade accounts payable and accrued liabilities	-	(238,452)	-	(238,452)
Long-term debt	-	(598,098)	-	(598,098)
Derivative instruments:				
Held for trading derivatives that are not designated in hedge accounting relationships – loss ²	(1,664)	-	-	(1,664)
Derivative instruments in designated hedge accounting relationships – loss ²	-	-	(4,986)	(4,986)
Cross-currency interest rate swap – gain ³	-	-	12,183	12,183

¹ Cash and cash equivalents is in the form of deposits on demand with major financial institutions.

² Derivative financial instruments in a gain position are included in deposits, prepaids and other assets, and derivative financial instruments in a loss position are included in accounts payable and accrued liabilities on the consolidated statements of financial position.

³ The cross-currency interest rate swap instrument in a gain position is included in other assets on the consolidated statements of financial position. The cross-currency interest rate swap instrument in a loss position is included in other long-term liabilities on the consolidated statements of financial position.

As at	March 31, 2019			
	Fair value through profit or loss	Amortized cost	Fair value through other comprehensive income	Total carrying value
Financial assets:				
Cash and cash equivalents ¹	\$ –	\$ 224,540	\$ –	\$ 224,540
Trade accounts receivable	–	198,336	–	198,336
Financial liabilities:				
Bank indebtedness	–	(1,950)	–	(1,950)
Trade accounts payable and accrued liabilities	–	(213,645)	–	(213,645)
Long-term debt	–	(346,797)	–	(346,797)
Derivative instruments:				
Held for trading derivatives that are not designated in hedge accounting relationships – loss ²	(75)	–	–	(75)
Derivative instruments in designated hedge accounting relationships – loss ²	–	–	(74)	(74)
Cross-currency interest rate swap – loss ³	–	–	(4,217)	(4,217)

1 Cash and cash equivalents is in the form of deposits on demand with major financial institutions.

2 Derivative financial instruments in a gain position are included in deposits, prepaids and other assets, and derivative financial instruments in a loss position are included in accounts payable and accrued liabilities on the consolidated statements of financial position.

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

During the years ended March 31, 2020 and March 31, 2019, there were no changes in the classification of financial assets as a result of a change in the purpose or use of those assets.

(ii) Fair value measurements:

The following table summarizes the Company's financial instruments that are carried or disclosed at fair value and indicates the fair value hierarchy that reflects the significance of the inputs used in making the measurements:

As at	March 31, 2020				
	Carrying value	Level 1	Level 2	Level 3	Fair value total
Measured at fair value:					
Held for trading derivatives that are not designated in hedge accounting relationships	\$ (1,664)	\$ –	\$ (1,664)	\$ –	\$ (1,664)
Derivative instruments in designated hedge accounting relationships	(4,986)	–	(4,986)	–	(4,986)
Cross-currency interest rate swap	12,183	–	12,183	–	12,183
Disclosed at fair value:					
Long-term debt	(598,098)	–	(588,553)	–	(588,553)

As at	March 31, 2019				
	Carrying value	Level 1	Level 2	Level 3	Fair value total
Measured at fair value:					
Held for trading derivatives that are not designated in hedge accounting relationships	\$ (75)	\$ –	\$ (75)	\$ –	\$ (75)
Derivative instruments in designated hedge accounting relationships	(74)	–	(74)	–	(74)
Cross-currency interest rate swap	(4,217)	–	(4,217)	–	(4,217)
Disclosed at fair value:					
Long-term debt	(346,797)	–	(346,797)	–	(346,797)

The estimated fair values of cash and cash equivalents, accounts receivable, bank indebtedness, accounts payable and accrued liabilities approximate their respective carrying values due to the short period to maturity. The estimated fair value of long-term debt borrowings under the Credit Facility and other facilities approximates the carrying value due to interest rates approximating current market values. The estimated fair value of the long-term debt Senior Notes reflects the current trading price.

Derivative financial instruments are carried at fair value. The fair value of the Company's derivative instruments is estimated using a discounted cash flow technique incorporating inputs that are observable in the market or can be derived from observable market data. The derivative contract counterparties are highly rated multinational financial institutions.

During the years ended March 31, 2020 and March 31, 2019, there were no transfers between Level 1 and Level 2 fair value measurements.

(b) Risks arising from financial instruments and risk management

The Company manages its market risk through the use of various financial derivative instruments. The Company uses these instruments to mitigate exposure to fluctuations in foreign exchange rates. The Company's strategy, policies and controls are designed to ensure that the risks it assumes comply with the Company's internal objectives and its risk tolerance. The Company does not enter into derivative financial agreements for speculative purposes. As such, any change in cash flows associated with derivative instruments is designed to be offset by changes in cash flows of the relevant risk being hedged.

When appropriate, the Company applies hedge accounting. Hedging does not guard against all risks and is not always effective. The Company may recognize financial losses as a result of volatility in the market values of these contracts. The fair values of these instruments represent the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date. The fair value of these derivatives is determined using valuation techniques such as discounted cash flow analysis. The valuation technique incorporates all factors that would be considered in setting a price, including the Company's own credit risk as well as the credit risk of the counterparty.

Foreign currency risk

The Company transacts business in multiple currencies, the most significant of which are the Canadian dollar, the U.S. dollar and the Euro. As a result, the Company has foreign currency exposure with respect to items denominated in foreign currencies that may have an impact on operating results and cash flows. The types of foreign exchange risk can be categorized as follows:

Translation exposure

Each foreign operation's assets and liabilities are translated from the subsidiary's functional currency into Canadian dollars using the exchange rates in effect at the consolidated statement of financial position date. Unrealized translation gains and losses are deferred and included in accumulated other comprehensive income. The cumulative currency translation adjustments are recognized in income when there has been a reduction in the net investment in the foreign operations.

Foreign currency risks arising from the translation of assets and liabilities of foreign operations into the Company's functional currency are hedged under certain circumstances. The Company has assessed the net foreign currency exposure of operations relative to their own functional currency. A fluctuation of +/- 5% in the Euro, U.S. dollar and U.K. pounds sterling, provided as an indicative range in a volatile currency environment, would, everything else being equal, have an effect on accumulated other comprehensive income for the year ended March 31, 2020 of approximately +/- \$48,991, \$7,311 and \$7,855, respectively (2019 +/- \$58,927, \$6,777 and \$nil), and on income before income taxes for the year ended March 31, 2020 of approximately +/- \$689, \$2,005 and \$244, respectively (2019 +/- \$187, \$342 and \$nil).

Foreign-currency-based earnings are translated into Canadian dollars each period at prevailing rates. As a result, fluctuations in the value of the Canadian dollar relative to these other currencies will impact reported net income.

Transaction exposure

The Company generates significant revenues in foreign currencies, which exceed the natural hedge provided by purchases of goods and services in those currencies. The Company's risk management objective is to reduce cash flow risk related to foreign currency-denominated cash flows. In order to manage foreign currency exposure in subsidiaries that have transaction exposure in currencies other than the subsidiary's functional currency, the Company enters into forward foreign exchange contracts. The timing and amount of these forward foreign exchange contracts are estimated based on existing customer contracts on hand or anticipated, current conditions in the Company's markets and the Company's past experience. As such, there is not a material transaction exposure.

The Company's U.S. dollar-denominated Senior Notes are translated into Canadian dollars at the foreign exchange rate in effect at the consolidated statement of financial position dates. As a result, the Company is exposed to foreign currency translation gains and losses. The Company uses cross-currency interest rate swaps as derivative financial instruments to hedge a portion of its foreign exchange risk related to the Senior Notes. The balance of the Senior Notes is designated as a hedge of the U.S. dollar-denominated net investment in foreign operations.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

In relation to its debt financing, the Company is exposed to changes in interest rates, which may impact the Company's borrowing costs. Floating rate debt exposes the Company to fluctuations in short-term interest rates. The Company manages interest rate risk on a portfolio basis and seeks financing terms in individual arrangements that are most advantageous taking into account all relevant factors, including credit margin, term and basis. The risk management objective is to minimize the potential for changes in interest rates to cause adverse changes in cash flows to the Company. As at March 31, 2020, \$4,572 or 1.0% (March 31, 2019 – \$1,950 or 1.0% of the Company's total debt is subject to movements in floating interest rates. A +/- 1% change in interest rates in effect for the fiscal year would, all things being equal, have an impact of +/- \$46 on income before income taxes for the year ended March 31, 2020 (March 31, 2019 +/- \$20).

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to credit risk consist mainly of cash and cash equivalents, accounts receivable and derivative financial instruments. The carrying values of these assets represent management's assessment of the associated maximum exposure to such credit risk. Cash and cash equivalents are held by major financial institutions. Substantially all of the Company's trade accounts receivable are due from customers in a variety of industries and, as such, are subject to normal credit risks from their respective industries. The Company regularly monitors customers for changes in credit risk. The Company does not believe that any single industry or geographic region represents significant credit risk. Credit risk concentration with respect to trade receivables is mitigated by the Company's client base being primarily large, multinational customers and a portion of these balances being insured by a third party.

Trade receivables – aged by due date as at	March 31, 2020	March 31, 2019
Current	\$ 221,775	\$ 161,130
1 – 30 days	25,215	17,185
31 – 60 days	4,613	3,988
61 – 90 days	2,124	3,080
Over 90 days	20,060	15,843
Total	\$ 273,787	\$ 201,226

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

	2020	2019
Balance, at April 1	\$ 2,890	\$ 2,878
Provision for doubtful accounts	1,154	1,199
Amounts written off	(220)	(1,172)
Recoveries	(998)	(58)
Foreign exchange	205	43
Balance, at March 31	\$ 3,031	\$ 2,890

The Company minimizes credit risk associated with derivative financial instruments by only entering into derivative transactions with highly rated multinational financial institutions, in order to reduce the risk of counterparty default. The Company reviews counterparty credit ratings on a regular basis and sets credit limits when deemed necessary.

Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulties in meeting obligations associated with financial liabilities. The Company's process for managing liquidity risk includes ensuring, to the extent possible, that it will have sufficient liquidity to meet its liabilities when they become due. The Company requires authorizations for expenditures on projects and prepares annual capital expenditure budgets to assist with the management of capital. The Company's accounts payable primarily have contractual maturities of less than 90 days, and the contractual cash flows equal their carrying values.

Trade payables – aged by due date as at	March 31, 2020	March 31, 2019
1 – 30 days	\$ 63,026	\$ 62,190
31 – 60 days	17,880	15,987
61 – 90 days	14,402	6,487
Over 90 days	5,724	2,148
Total	\$ 101,032	\$ 86,812

As at March 31, 2020, the Company was holding cash and cash equivalents of \$358,645 (March 31, 2019 – \$224,540) and had unutilized lines of credit of \$377,389 (March 31, 2019 – \$632,618). The Company expects that continued cash flows from operations in fiscal 2021, together with cash and cash equivalents on hand and available credit facilities, will be more than sufficient to fund its requirements for investments in working capital, property, plant and equipment and strategic investments including some potential acquisitions, and that the Company's credit ratings provide reasonable access to capital markets to facilitate future debt issuance.

The Company's long-term debt obligations and scheduled interest payments are presented in note 16.

(c) Hedge accounting and risk management contracts

Cash flow hedges – foreign currency risk of forecasted purchases and sales

The Company manages foreign exchange risk on its highly probable forecasted revenue and purchase transactions denominated in various foreign currencies. The Company has identified foreign exchange fluctuation risk as the hedged risk. To mitigate the risk, forward currency contracts are designated as the hedging instrument and are entered into to hedge a portion of the purchases and sales. The forward currency contracts limit the risk of variability in cash flows arising from foreign currency fluctuations. The Company has established a hedge ratio of 1:1 for all of its hedging relationships. The Company has identified counterparty credit risk as the only potential source of hedge ineffectiveness.

Cash flow hedges – foreign currency risk on foreign-currency-denominated Senior Notes

The Company uses cross-currency interest rate swaps as derivative financial instruments to hedge a portion of its foreign exchange risk related to its U.S. dollar-denominated Senior Notes. The Company holds a cross-currency interest rate swap instrument to swap U.S. \$150,000 into Canadian dollars. The Company will receive interest of 6.50% U.S. per annum and pay interest of 6.501% Canadian. The terms of the hedging relationship will end on June 15, 2023. The Company has established a hedge ratio of 1:1 for all of its hedging relationships. The Company has identified counterparty credit risk as the only potential source of hedge ineffectiveness.

Hedge of Euro-denominated net investment in foreign operations

The Company manages foreign exchange risk on its Euro-denominated net investments. The Company uses a cross-currency interest rate swap as a derivative financial instrument to hedge a portion of the foreign exchange risk related to its Euro-denominated net investment. The Company holds a cross-currency interest rate swap instrument to swap 134,084 Euros into Canadian dollars. The Company will receive interest of 6.501% Canadian per annum and pay interest of 5.094% Euro. The terms of the hedging relationship will end on June 15, 2023. The Company has established a hedge ratio of 1:1 for all of its hedging relationships. The Company has identified counterparty credit risk as the only potential source of hedge ineffectiveness.

During the years ended March 31, 2020 and March 31, 2019, expense of \$350 and \$nil, respectively, was recognized in selling, general and administrative expenses for the ineffective portion of cash flow hedges.

The following table summarizes the Company's outstanding cash flow hedge positions to buy and sell foreign currencies under forward foreign exchange contracts and cross-currency interest rate swaps:

As at		March 31, 2020						
Currency sold	Currency bought	Nominal amount (in CAD)	Carrying amount		Hedging instrument	Hedged item	Cash flow hedge reserves	
			Assets	Liabilities	Changes in fair value used for calculating hedge ineffectiveness	Changes in fair value used for calculating hedge ineffectiveness	For continuing hedges	For discontinued hedges
Derivative hedging instruments¹								
U.K. pounds sterling	Canadian dollars	3,697	-	11	11	11	11	-
U.S. dollars	Canadian dollars	118,470	-	3,416	3,416	3,416	3,416	-
U.S. dollars	Euros	4,023	-	5	5	5	5	-
Euros	Canadian dollars	43,220	-	1,492	1,492	1,492	1,492	-
Euros	U.S. dollars	7,444	-	35	35	35	35	-
Canadian dollars	U.S. dollars	700	-	27	27	27	27	-
Cross-currency interest rate swap instruments²								
U.S. dollars	Canadian dollars	211,155	20,220	-	17,773	17,773	20,220	-
Canadian dollars	Euros	208,112	-	8,037	(1,024)	(1,374)	(7,687)	-

1 Derivative hedging instruments in a gain position are included in deposits, prepaids and other assets, and derivative hedging instruments in a loss position are included in accounts payable and accrued liabilities on the consolidated statements of financial position.

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

As at		March 31, 2019						
Currency sold	Currency bought	Nominal amount (in CAD)	Carrying amount		Hedging instrument	Hedged item	Cash flow hedge reserves	
			Assets	Liabilities	Changes in fair value used for calculating hedge ineffectiveness	Changes in fair value used for calculating hedge ineffectiveness	For continuing hedges	For discontinued hedges
Derivative hedging instruments¹								
U.K. pounds sterling	Canadian dollars	21,536	–	314	314	314	314	–
U.S. dollars	Canadian dollars	81,356	–	908	908	908	908	–
U.S. dollars	Euros	1,122	–	51	51	51	51	–
Euros	Canadian dollars	15,310	1,350	–	1,350	1,350	1,350	–
Euros	U.S. dollars	9,230	–	152	152	152	152	–
Cross-currency interest rate swap instruments²								
U.S. dollars	Canadian dollars	200,400	2,446	–	7,826	7,826	2,446	–
Canadian dollars	Euros	200,965	–	6,663	18,865	18,865	(6,663)	–

- 1 Derivative hedging instruments in a gain position are included in deposits, prepaids and other assets, and derivative hedging instruments in a loss position are included in accounts payable and accrued liabilities on the consolidated statements of financial position.
- 2 The cross-currency interest rate swap instrument in a gain position is included in other assets on the consolidated statements of financial position. The cross-currency interest rate swap instrument in a loss position is included in other long-term liabilities on the consolidated statements of financial position.

As at March 31, 2020, the Company is holding the following forward foreign exchange contracts to hedge the exposure on its revenues and purchases:

As at		March 31, 2020									
Currency sold	Currency bought	Less than 3 months		3 to 6 months		6 to 9 months		9 to 12 months		1 to 2 years	
		Nominal amount	Average hedged rate	Nominal amount	Average hedged rate	Nominal amount	Average hedged rate	Nominal amount	Average hedged rate	Nominal amount	Average hedged rate
Revenue hedges											
U.K. pounds sterling	Canadian dollars	2,648	1.740	1,049	1.743	–	–	–	–	–	–
U.S. dollars	Canadian dollars	36,783	1.334	40,359	1.388	21,186	1.367	9,854	1.331	7,039	1.332
U.S. dollars	Euros	1,843	0.905	1,126	0.900	745	0.900	308	0.897	–	–
Euros	Canadian dollars	4,656	1.472	9,313	1.478	7,761	1.487	8,537	1.495	6,984	1.502
Canadian dollars	U.S. dollars	700	0.685	–	–	–	–	–	–	–	–
Purchase hedges											
U.S. dollars	Canadian dollars	3,250	1.316	–	–	–	–	–	–	–	–
Euros	U.S. dollars	3,165	1.109	3,149	1.108	1,130	1.131	–	–	–	–
Euros	Canadian dollars	5,969	1.488	–	–	–	–	–	–	–	–

As at		March 31, 2019									
Currency sold	Currency bought	Less than 3 months		3 to 6 months		6 to 9 months		9 to 12 months		1 to 2 years	
		Nominal amount	Average hedged rate	Nominal amount	Average hedged rate	Nominal amount	Average hedged rate	Nominal amount	Average hedged rate	Nominal amount	Average hedged rate
Revenue hedges											
U.K. pounds sterling	Canadian dollars	3,862	1.715	3,575	1.720	6,609	1.726	3,810	1.733	3,679	1.741
U.S. dollars	Canadian dollars	15,818	1.316	13,433	1.317	14,696	1.316	15,364	1.312	22,044	1.309
U.S. dollars	Euros	703	1.186	142	1.214	184	1.178	92	1.188	–	–
Euros	Canadian dollars	3,125	1.733	3,147	1.607	3,972	1.615	5,066	1.651	–	–
Purchase hedges											
Euros	U.S. dollars	2,958	1.147	4,037	1.154	1,430	1.164	425	1.174	380	1.177

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

As at	March 31, 2020			
	Change in the value of the hedging instrument recognized in OCI gain (loss)	Hedge ineffectiveness recognized in profit or loss	Amount reclassified from the cash flow hedge reserve to profit or loss gain (loss)	Line item affected in profit or loss because of the reclassification
Cash flow hedges				
Foreign exchange risk:				
Revenue hedges	5,541	-	2,491	Revenues
Purchase hedges	(629)	-	149	Cost of revenues
Cross-currency interest rate swap	17,773	-	-	Net finance costs

As at	March 31, 2019			
	Change in the value of the hedging instrument recognized in OCI gain (loss)	Hedge ineffectiveness recognized in profit or loss	Amount reclassified from the cash flow hedge reserve to profit or loss gain (loss)	Line item affected in profit or loss because of the reclassification
Cash flow hedges				
Foreign exchange risk:				
Revenue hedges	(126)	-	(183)	Revenues
Purchase hedges	145	-	(273)	Cost of revenues
Cross-currency interest rate swap	7,826	-	-	Net finance costs

Instruments not subject to hedge accounting

As part of the Company's risk management strategy, forward contract derivative financial instruments are used to manage foreign currency exposure related to the translation of foreign currency net assets to the subsidiary's functional currency. As these instruments have not been designated as hedges, the change in fair value is recorded in selling, general and administrative expenses in the consolidated statements of income.

For the year ended March 31, 2020, the Company recorded risk management losses of \$3,917 (losses of \$4,365 for the year ended March 31, 2019) on foreign currency risk management forward contracts in the consolidated statements of income. Included in these amounts were unrealized gains of \$1,738 (losses of \$3,714 during the year ended March 31, 2019), representing the change in fair value. In addition, during the year ended March 31, 2020, the Company realized losses in foreign exchange of \$5,655 (losses of \$651 during the year ended March 31, 2019), which were settled.

14. Provisions

	Warranty	Restructuring	Other	Total
Balance, at March 31, 2018	\$ 9,165	\$ 5,933	\$ 5,896	\$ 20,994
Provisions made	3,468	4	6,607	10,079
Acquisition of subsidiaries	1,337	–	–	1,337
Provisions reversed	(2,808)	–	(600)	(3,408)
Provisions used	(2,717)	(5,108)	(7,056)	(14,881)
Exchange adjustments	(159)	(44)	25	(178)
Balance, at March 31, 2019	\$ 8,286	\$ 785	\$ 4,872	\$ 13,943
Provisions made	4,275	26,624	10,043	40,942
Provisions reversed	(3,162)	–	(789)	(3,951)
Provisions used	(1,687)	(8,582)	(9,793)	(20,062)
Exchange adjustments	250	969	35	1,254
Balance, at March 31, 2020	\$ 7,962	\$ 19,796	\$ 4,368	\$ 32,126

Warranty provisions

Warranty provisions are related to sales of products and are based on experience reflecting statistical trends of warranty costs.

Restructuring

Restructuring charges are recognized in the period incurred and when the criteria for provisions are fulfilled. Termination benefits are recognized as a liability and an expense when the Company is demonstrably committed through a formal restructuring plan.

On November 6, 2019, the Company initiated a reorganization plan, which resulted in the consolidation of certain operations and the closure of several underperforming facilities and small branch offices.

Other provisions

Other provisions are related to medical insurance expenses that have been incurred during the year but are not yet paid and other miscellaneous provisions.

15. Employee Benefits

The Company operates pension plans for certain of its employees through defined contribution plans, defined benefit plans and other long-term employee benefit plans. The costs associated with defined contribution plans are expensed as incurred. The most recent actuarial valuations of the defined benefit plans and other long-term employee benefit plans were completed as at March 31, 2020. The next valuations are scheduled to be as at March 31, 2021.

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

As at	March 31, 2020	March 31, 2019
Accrued benefit obligations:		
Opening balance	\$ 31,951	\$ 31,732
Acquisition of subsidiary	-	1,033
Interest cost	632	663
Service cost	207	216
Assumption changes	(1,447)	675
Transfers and benefits paid	(1,291)	(1,289)
Foreign exchange	367	(1,079)
Accrued benefit obligations, ending balance	\$ 30,419	\$ 31,951
Plan assets:		
Opening balance	\$ 3,764	\$ 3,581
Interest income included in net interest expense	155	159
Company contributions	171	144
Foreign exchange	82	(120)
Plan assets, ending balance	\$ 4,172	\$ 3,764
Employee benefits liability	\$ 26,247	\$ 28,187

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

As at	March 31, 2020	March 31, 2019
Total actuarial gains (losses) recognized in OCI	\$ 1,447	\$ (675)

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

As at	March 31, 2020	March 31, 2019
Discount rate	2.4%	2.2%
Rate of compensation increase	0.3%	0.2%

Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate and life expectancy. The sensitivity analyses have been performed based on reasonably possible changes in the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

As at March 31, 2020, the following quantitative analysis shows changes to the significant actuarial assumptions and the corresponding impact on the accrued benefit obligations:

	Discount rate			Life expectancy	
	1% increase	1% decrease	Increase by 1 year	Decrease by 1 year	
Accrued benefit obligations	\$ (3,568)	\$ 4,409	\$ 988	\$ (983)	

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the changes in assumptions would occur in isolation from one another as some of the assumptions may be correlated.

The weighted average allocations of plan assets were:

As at	March 31, 2020	March 31, 2019
Other	100.0%	100.0%

No plan assets were directly invested in the Company's securities.

The net employee benefits expense included the following components:

Years ended	March 31, 2020	March 31, 2019
Defined benefit plans		
Service cost	\$ 207	\$ 216
Interest cost	632	663
	839	879
Defined contribution plans	4,376	3,890
Net employee benefits expense	\$ 5,215	\$ 4,769

The Company expects to contribute \$171 to its defined benefit plans during the year ending March 31, 2021.

The cumulative actuarial losses, net of income taxes, recognized in retained earnings as at March 31, 2020 were \$5,303 (March 31, 2019 – \$6,346).

16. Bank Indebtedness and Long-Term Debt

The Company's amended senior secured credit facility matures on August 29, 2021 (the "Credit Facility"). The Credit Facility provides a committed revolving credit facility of \$750,000. The Credit Facility is secured by the Company's assets, including certain real estate in North America and a pledge of shares of certain of the Company's subsidiaries. Certain of the Company's subsidiaries also provide guarantees under the Credit Facility. At March 31, 2020, the Company had utilized \$399,351 under the Credit Facility, of which \$250,000 was classified as long-term debt (March 31, 2019 – \$nil) and \$149,351 by way of letters of credit (March 31, 2019 – \$134,336).

The Credit Facility is available in Canadian dollars by way of prime rate advances and/or bankers' acceptances, in U.S. dollars by way of base rate advances and/or LIBOR advances, in Swiss francs, Euros and U.K. pounds sterling by way of LIBOR advances and by way of letters of credit for certain purposes in Canadian dollars, U.S. dollars and Euros. The interest rates applicable to the Credit Facility are determined based on a net debt-to-EBITDA ratio as defined in the Credit Facility. For prime rate advances and base rate advances, the interest rate is equal to the bank's prime rate or the bank's U.S. dollar base rate in Canada, respectively, plus a margin ranging from 0.45% to 2.00%. For bankers' acceptances and LIBOR advances, the interest rate is equal to the bankers' acceptance fee or LIBOR, respectively, plus a margin that varies from 1.45% to 3.00%. The Company pays a fee for usage of financial letters of credit that ranges from 1.45% to 3.00%, and a fee for usage of non-financial letters of credit that ranges from 0.97% to 2.00%. The Company pays a standby fee on the unadvanced portions of the amounts available for advance or draw-down under the Credit Facility at rates ranging from 0.29% to 0.68%.

The Credit Facility is subject to financial covenants including a net debt-to-EBITDA test and an interest coverage test. Under the terms of the Credit Facility, and any amendments, the Company is restricted from encumbering any assets with certain permitted exceptions. The Credit Facility, and any amendments, also limits advances to subsidiaries and partially restricts the Company from repurchasing its common shares and paying dividends. At March 31, 2020, all of the covenants were met.

The Company has additional credit facilities available of \$31,958 (10,072 Euros, \$10,000 U.S., 50,000 Thai Baht and 1,830 Czech Koruna). The total amount outstanding on these facilities at March 31, 2020 was \$4,787, of which \$4,572 was classified as bank indebtedness (March 31, 2019 – \$1,950) and \$215 was classified as long-term debt (March 31, 2019 – \$18,639). The interest rates applicable to the credit facilities range from 1.75% to 6.50% per annum. A portion of the long-term debt is secured by certain assets of the Company.

The Company's U.S. \$250,000 aggregate principal amount of senior notes (the "Senior Notes") are unsecured, were issued at par, bear interest at a rate of 6.50% per annum and mature on June 15, 2023. The Company may redeem the Senior Notes, in whole at any time or in part, from time to time, at specified redemption prices and subject to certain conditions required by the Senior Notes. If the Company experiences a change of control, the Company may be required to repurchase the Senior Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount of the Senior Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date. The Senior Notes contain customary covenants that restrict, subject to certain exceptions and thresholds, some of the activities of the Company and its subsidiaries, including the Company's ability to dispose of assets, incur additional debt, pay dividends, create liens, make investments, and engage in specified transactions with affiliates. At March 31, 2020, all of the covenants were met. Subject to certain exceptions, the Senior Notes are guaranteed by each of the subsidiaries of the Company that is a borrower or has guaranteed obligations under the Credit Facility. Transaction fees of \$7,200 were deferred and are being amortized over the term of the Senior Notes. The Company uses a cross-currency interest rate swap instrument to hedge a portion of its U.S.-dollar-denominated Senior Notes (see note 9).

(i) Bank indebtedness

As at	March 31, 2020	March 31, 2019
Other facilities	\$ 4,572	\$ 1,950

(ii) Long-term debt

As at	March 31, 2019	March 31, 2018
Credit Facility	\$ 250,000	\$ –
Senior Notes	351,925	334,000
Other facilities	215	18,639
Issuance costs	(4,042)	(5,842)
	598,098	346,797
Less: current portion	133	18,550
	\$ 597,965	\$ 328,247

Scheduled principal repayments and interest payments on long-term debt as at March 31, 2020 are as follows:

	Principal	Interest
Less than one year	\$ 133	\$ 22,875
One–two years	250,067	22,875
Two–three years	15	22,875
Three–four years	351,925	5,719
	\$ 602,140	\$ 74,344

17. Share Capital

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

On December 19, 2019, the Company announced that the Toronto Stock Exchange ("TSX") had accepted a notice filed by the Company of its intention to make a normal course issuer bid ("NCIB"). Under the NCIB, ATS has the ability to purchase for cancellation up to a maximum of 5,134,930 common shares.

For the year ended March 31, 2020, the Company purchased 300,768 common shares for \$4,775 under the recently announced NCIB program and 618 common shares for \$10 under the previous NCIB program. All purchases are made in accordance with the bid at prevalent market prices plus brokerage fees, or such other prices that may be permitted by the TSX, with consideration allocated to share capital up to the average carrying amount of the shares, and any excess allocated to retained earnings. The weighted average price per share repurchased was \$15.87.

The changes in the common shares issued and outstanding during the period presented were as follows:

	Number of common shares	Share capital
Balance, at March 31, 2018	94,001,692	\$ 548,747
Exercise of stock options	416,842	7,145
Repurchase of common shares	(2,509,120)	(39,279)
Balance, at March 31, 2019	91,909,414	\$ 516,613
Exercise of stock options	522,927	6,963
Repurchase of common shares	(301,386)	(1,692)
Balance, at March 31, 2020	92,130,955	\$ 521,884

18. Taxation

(i) Reconciliation of income taxes

Income tax expense differs from the amounts that would be obtained by applying the combined Canadian basic federal and provincial income tax rate to income before income taxes. These differences result from the following items:

Years ended	March 31, 2020	March 31, 2019
Income before income taxes and non-controlling interest	\$ 67,539	\$ 93,886
Combined Canadian basic federal and provincial income tax rate	26.50%	26.50%
Income tax expense based on combined Canadian basic federal and provincial income tax rate	\$ 17,898	\$ 24,880
Increase (decrease) in income taxes resulting from:		
Adjustments in respect to current income tax of previous periods	(321)	1,010
Non-taxable income net of non-deductible expenses	(459)	(1,727)
Unrecognized assets	2,554	976
Income taxed at different rates and statutory rate changes	(2,873)	(476)
Manufacturing and processing allowance and all other items	(2,211)	(1,539)
At the effective income tax rate of 22% (2019 - 25%)	\$ 14,588	\$ 23,124
Income tax expense reported in the consolidated statements of income:		
Current tax expense	\$ 15,539	\$ 9,406
Deferred tax (recovery) expense	(951)	13,718
	\$ 14,588	\$ 23,124
Deferred tax related to items charged or credited to equity and goodwill:		
Gain (loss) on revaluation of cash flow hedges	\$ (3,210)	\$ (1,943)
Opening deferred tax of acquired company	(2,894)	(22,670)
Other items recognized through equity	(711)	1,760
Income tax charged to equity and goodwill	\$ (6,815)	\$ (22,853)

(ii) Components of deferred income tax assets and liabilities

Deferred income taxes are provided for the differences between accounting and tax bases of assets and liabilities. Deferred income tax assets and liabilities comprise of the following:

As at	March 31, 2020	March 31, 2019
Accounting income not currently taxable	\$ (45,816)	\$ (42,404)
Intangible assets	(52,401)	(49,680)
Investment tax credits taxable in future years when utilized	(13,788)	(12,918)
Loss available for offset against future taxable income	26,829	16,292
Property, plant and equipment	235	4,610
Scientific research and experimental development expenditures available for offset against future taxable income	-	4,785
Other	845	3,924
Net deferred income tax liability	\$ (84,096)	\$ (75,391)

Presented as:	March 31, 2020	March 31, 2019
Deferred income tax assets	\$ 2,725	\$ 3,194
Deferred income tax liabilities	(86,821)	(78,585)
Net deferred income tax liability	\$ (84,096)	\$ (75,391)

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

As at	March 31, 2020	March 31, 2019
Deductible temporary differences	\$ -	\$ 196
Loss available for offset against future taxable income	53,652	52,028
	\$ 53,652	\$ 52,224

Loss carryforwards: As at March 31, 2020, the Company has the following net operating loss carryforwards that are scheduled to expire in the following years:

As at	March 31, 2020	
Year of expiry	Non-Canadian	Canadian
2021–2024	\$ 15,622	\$ -
2025–2029	6,228	-
2030–2040	21,340	42,948
No expiry	31,284	-
	\$ 74,474	\$ 42,948

As at	March 31, 2019	
Year of expiry	Non-Canadian	Canadian
2020–2024	\$ 6,973	\$ -
2025–2029	5,649	-
2030–2039	17,665	42,939
No expiry	8,988	-
	\$ 39,275	\$ 42,939

At March 31, 2020 and March 31, 2019, the Company did not have U.S. federal and state capital loss carryforwards. The Company has Canadian capital loss carryforwards of \$287,160 (March 31, 2019 – \$288,492) that do not expire.

Investment tax credits: As at March 31, 2020, the Company has investment tax credits available to be applied against future taxes payable in Canada of approximately \$53,651 and in foreign jurisdictions of approximately \$14,992. The investment tax credits are scheduled to expire as follows:

Year of expiry	Gross ITC balance
2026–2029	\$ 19,292
2030–2034	20,991
2035–2040	28,360
	\$ 68,643

The benefit of \$64,569 (March 31, 2019 – \$62,953) of these investment tax credits has been recognized in the consolidated financial statements. Unrecognized investment tax credits are scheduled to expire between 2026 and 2040.

(iii) The Company has determined that as of the reporting date, undistributed profits of its subsidiaries will not be distributed in the foreseeable future.

(iv) There are temporary differences of \$65,442 associated with investments in subsidiaries for which no deferred income tax liability has been recognized.

19. Stock-Based Compensation

Employee Share Purchase Plan: Under the terms of the Company's Employee Share Purchase Plan, qualifying employees of the Company may set aside funds through payroll deductions for an amount up to a maximum of 10% of their base salary or \$10,000 in any one calendar year. Subject to the member not making withdrawals from the plan, the Company makes contributions to the plan equal to 20% of a member's contribution to the plan during the year, up to a maximum of 1% of the member's salary or \$2,000. Shares for the plan may be issued from treasury or purchased in the market as determined by the Company's Board of Directors. During the years ended March 31, 2020 and March 31, 2019, no shares were issued from treasury related to the plan.

Deferred Stock Unit Plan: The Company offers a Deferred Stock Unit Plan ("DSU Plan") for members of the Board. Under the DSU Plan, each non-employee director may elect to receive all or a portion of his or her annual compensation in the form of notional common shares of the Company called deferred stock units ("DSUs"). The issue and redemption prices of each DSU are based on a five-day volume weighted average trading price of the Company's common shares for the five trading days prior to issuance or redemption. Under the terms of the DSU Plan, directors are not entitled to convert DSUs into cash until retirement from the Board. The value of each DSU, when converted to cash, will be equal to the market value of a common share of the Company at the time the conversion takes place. During the year ended March 31, 2020, the Company granted 47,569 units (March 31, 2019 – 50,069 units). During the year ended March 31, 2020, nil units (March 31, 2019 – 239,597 units) were redeemed upon directors retirement from the Board. As at March 31, 2020, the value of the outstanding liability related to the DSUs was \$6,454 (2019 – \$6,767). The DSU liability is revalued at each reporting date based on the change in the Company's stock price. The DSU liability is included in accounts payable and accrued liabilities on the consolidated statements of financial position. The change in the value of the DSU liability is included in the consolidated statements of income in the period of the change.

Stock Option Plan: The Company uses a stock option plan to attract and retain key employees, officers and directors. Under the Company's 1995 Stock Option Plan (the "1995 Plan"), the shareholders have approved a maximum of 5,991,839 common shares for issuance, with the maximum reserved for issuance to any one person at 5% of the common shares outstanding at the time of the grant. Time-vested stock options vest over four-year periods. Performance-based stock options vest based on the Company's stock trading at or above a threshold for a specified number of minimum trading days in a fiscal quarter. For time-vested stock options, the exercise price is the price of the Company's common shares on the Toronto Stock Exchange at closing for the day prior to the date of the grant. For performance-based stock options, the exercise price is either the price of the Company's common shares on the TSX at closing for the day prior to the date of the grant or the five-day volume weighted average price of the Company's common shares on the TSX prior to the date of the grant. Stock options granted under the 1995 Plan may be exercised during periods not exceeding seven years from the date of grant, subject to earlier termination upon the option holder ceasing to be a director, officer or employee of the Company.

Stock options issued under the 1995 Plan are non-transferable. Any stock option granted that is cancelled or terminated for any reason prior to exercise is returned to the pool and becomes available for future stock option grants. In the event that the stock option would otherwise expire during a restricted trading period, the expiry date of the stock option is extended to the 10th business day following the date of expiry of such period. In addition, the 1995 Plan restricts the granting of stock options to insiders that may be under the 1995 Plan.

Under the Company's 2006 Stock Option Plan (the "2006 Plan"), the shareholders have approved a maximum of 5,159,000 common shares for issuance. The terms of the 2006 Plan are identical to those of the 1995 Plan, except that the maximum number of common shares to be issued pursuant to the issue of options under the 2006 Plan is 5,159,000 common shares.

As at March 31, 2020, there are a total of 2,457,814 common shares remaining for future stock option grants under both plans (March 31, 2019 – 2,618,691).

Years ended March 31	2020		2019	
	Number of stock options	Weighted average exercise price	Number of stock options	Weighted average exercise price
Stock options outstanding, beginning of year	1,524,198	\$ 13.61	1,818,958	\$ 12.73
Granted	187,089	20.86	199,688	20.30
Exercised ¹	(522,927)	11.45	(416,842)	12.98
Forfeited	(26,211)	15.28	(77,606)	14.47
Stock options outstanding, end of year	1,162,149	\$ 15.71	1,524,198	\$ 13.61
Stock options exercisable, end of year, time-vested options	601,834	\$ 14.63	608,781	\$ 13.29
Stock options exercisable, end of year, performance-based options	76,666	\$ 12.69	333,333	\$ 11.60

¹ For the year ended March 31, 2020, the weighted average share price at the date of exercise was \$19.08 (March 31, 2019 – \$19.33).

As at March 31, 2020	Stock options outstanding			Stock options exercisable	
	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable	Weighted average exercise price
\$10.46–\$12.73	204,166	1.97 years	\$ 11.32	159,666	\$ 11.56
\$12.74–\$15.10	335,498	3.34 years	13.29	213,002	13.58
\$15.11–\$19.51	263,451	2.26 years	15.85	261,250	15.83
\$19.52–\$20.89	359,034	5.66 years	20.38	44,582	20.30
\$10.46–\$20.89	1,162,149	3.57 years	\$ 15.71	678,500	\$ 14.41

The expense associated with the Company's performance-based stock options is recognized in income over the estimated assumed vesting period at the time the stock options are granted. Upon the Company's stock price trading at or above a stock price performance threshold for a specified minimum number of trading days, the options vest. When the performance-based stock options vest, the Company is required to recognize all previously unrecognized expenses associated with the vested stock options in the period in which they vest.

The fair values of the Company's stock options issued during the periods presented were estimated at the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions. Expected stock price volatility was determined at the time of the grant by considering historical share price volatility. Expected stock option grant life was determined at the time of the grant by considering the average of the grant vesting period and the grant exercise period.

Years ended March 31	2020	2019
Weighted average risk-free interest rate	1.48%	2.11%
Dividend yield	0%	0%
Weighted average expected volatility	30%	28%
Weighted average expected life	4.75 years	4.75 years
Number of stock options granted:		
Time-vested	187,089	199,688
Weighted average exercise price per option	\$ 20.86	\$ 20.30
Weighted average value per option:		
Time-vested	\$ 5.87	\$ 5.61

Restricted Share Unit Plan

During the year ended March 31, 2020, the Company granted 144,073 time-vesting restricted share units (“RSUs”) (193,201 in the year ended March 31, 2019). The RSUs give the employee the right to receive a cash payment equal to the market value of a common share of the Company. During the year ended March 31, 2020, the Company granted 141,681 performance-based RSUs (145,900 in the year ended March 31, 2019). The performance-based RSUs vest upon successful achievement of certain operational and share price targets. The performance-based RSUs give the employee the right to receive a cash payment based on the market value of a common share of the Company. The weighted average remaining vesting period for the time-vesting RSUs and performance-based RSUs is 1.2 years. The RSU liability is recognized quarterly based on the expired portion of the vesting period and the change in the Company’s stock price. At March 31, 2020, the value of the outstanding liability related to the RSU plan was \$5,234 (March 31, 2019 – \$8,559).

20. Commitments and Contingencies

The minimum purchase obligations are as follows as at March 31, 2020:

Less than one year	\$	158,881
One – two years		4,089
Two – three years		2,136
Three – four years		434
Four – five years		56
	\$	165,596

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

In accordance with industry practice, the Company is liable to customers for obligations relating to contract completion and timely delivery. In the normal conduct of its operations, the Company may provide letters of credit as security for advances received from customers pending delivery and contract performance. In addition, the Company provides letters of credit for post-retirement obligations and may provide letters of credit as security on equipment under lease and on order. As at March 31, 2020, the total value of outstanding letters of credit was approximately \$219,039 (March 31, 2019 – \$203,254).

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

21. Segmented Disclosure

The Company's operations are reported as one operating segment, Automation Systems, which plans, allocates resources, builds capabilities and implements best practices on a global basis.

Geographic segmentation of revenues is determined based on revenues by customer location. Non-current assets represent property, plant and equipment, right-of-use assets and intangible assets that are attributable to individual geographic segments, based on location of the respective operations.

As at	March 31, 2020		
	Right-of-use assets	Property, plant and equipment	Intangible assets
Canada	\$ 9,324	\$ 53,968	\$ 25,943
United States	1,829	26,748	14,006
Germany	28,196	44,542	80,736
Italy	8,239	2,338	74,579
United Kingdom	-	2,909	24,505
Other Europe	7,631	2,578	231
Other	5,937	3,201	169
Total Company	\$ 61,156	\$ 136,284	\$ 220,169

As at	March 31, 2019	
	Property, plant and equipment	Intangible assets
Canada	\$ 34,977	\$ 22,353
United States	14,329	16,473
Germany	40,276	95,754
Italy	2,475	78,839
United Kingdom	17	-
Other Europe	1,991	393
Other	3,604	133
Total Company	\$ 97,669	\$ 213,945

Revenues from external customers for the years ended	March 31, 2020	March 31, 2019
Canada	\$ 74,647	\$ 91,340
United States	498,733	399,529
Germany	324,840	342,178
Italy	18,417	4,259
United Kingdom	129,995	46,038
Other Europe	236,104	207,896
Other	146,998	162,376
Total Company	\$ 1,429,734	\$ 1,253,616

For the years ended March 31, 2020 and March 31, 2019, the Company did not have revenues from any single customer that amounted to 10% or more of total consolidated revenues.

22. Revenue from Contracts with Customers

(a) Disaggregation of revenue from contracts with customers:

Revenues by market for the years ended	March 31, 2020	March 31, 2019
Life sciences	\$ 770,209	\$ 608,490
Transportation	385,029	302,306
Consumer products	172,674	203,313
Energy	101,822	139,507
Total Company	\$ 1,429,734	\$ 1,253,616

Timing of revenue recognition based on transfer of control for the years ended	March 31, 2020	March 31, 2019
Goods and services transferred at a point in time	\$ 121,569	\$ 90,005
Goods and services transferred over time	1,308,165	1,163,611
Total Company	\$ 1,429,734	\$ 1,253,616

(b) Backlog

The following table presents the aggregate amount of the revenues expected to be realized in the future from partially or fully unsatisfied performance obligations as at March 31, 2020 and 2019. The amounts disclosed below represent the value of firm orders and do not include constrained variable consideration or letters of intent. Such orders may be subject to future modifications that could impact the amount and/or timing of revenue recognition.

Revenues expected to be recognized in:	March 31, 2020	March 31, 2019
Less than one year	\$ 749,000	\$ 734,000
Thereafter	192,600	169,800
Total	\$ 941,600	\$ 903,800

(c) Contract balances

As at	March 31, 2020	March 31, 2019
Trade receivables	\$ 270,756	\$ 198,336
Contract assets	231,531	213,553
Contract liabilities	(117,757)	(161,139)
Unearned revenue ¹	(28,460)	(30,475)
Net contract balances	\$ 356,070	\$ 220,275

¹ The unearned revenue liability is included in accounts payable and accrued liabilities on the consolidated statement of financial position.

As at	March 31, 2020	March 31, 2019
Contracts in progress:		
Costs incurred	\$ 1,689,539	\$ 1,284,332
Estimated earnings	630,908	510,381
	2,320,447	1,794,713
Progress billings	(2,206,673)	(1,742,299)
Net contract assets & liabilities	\$ 113,774	\$ 52,414

23. Net Finance Costs

Years ended	March 31, 2020	March 31, 2019
Interest expense	\$ 26,508	\$ 26,017
Interest on lease liabilities	3,631	–
Interest income	(2,065)	(5,108)
	\$ 28,074	\$ 20,909

24. Earnings Per Share

Years ended	March 31, 2020	March 31, 2019
Weighted average number of common shares outstanding	92,099,774	93,542,314
Dilutive effect of stock option conversion	361,462	508,531
Diluted weighted average number of common shares outstanding	92,461,236	94,050,845

For the year ended March 31, 2020, stock options to purchase 361,235 common shares are excluded from the weighted average number of common shares in the calculation of diluted earnings per share as they are anti-dilutive (186,239 common shares were excluded for the year ended March 31, 2019).

25. Capital Management

The Company's capital management framework is designed to ensure the Company has adequate liquidity, financial resources and borrowing capacity to allow financial flexibility and to provide an adequate return to shareholders. The Company defines capital as the aggregate of equity (excluding accumulated other comprehensive income), bank indebtedness, long-term debt, lease liabilities and cash and cash equivalents.

The Company monitors capital using the ratio of total debt to equity. Total debt includes bank indebtedness, long-term debt and lease liabilities as shown on the consolidated statements of financial position. Net debt consists of cash and cash equivalents less total debt. Equity includes all components of equity, less accumulated other comprehensive income. The Company also monitors an externally imposed covenant of debt to EBITDA of not greater than 3 to 1. EBITDA includes income before income taxes, less net finance costs, depreciation and amortization. For the years ended March 31, 2020 and March 31, 2019, the Company operated with a ratio below the externally imposed covenant. The Company is prepared to increase the total debt-to-equity ratio and net debt-to-EBITDA ratio if appropriate opportunities arise.

The capital management criteria can be illustrated as follows:

As at	March 31, 2020	March 31, 2019
Equity excluding accumulated other comprehensive income	\$ 776,428	\$ 720,082
Long-term debt	598,098	346,797
Lease liabilities	62,905	–
Bank indebtedness	4,572	1,950
Cash and cash equivalents	(358,645)	(224,540)
Capital under management	\$ 1,083,358	\$ 844,289
Debt-to-equity ratio	0.86:1	0.48:1

26. Related Party Disclosure

The Company has an agreement with a shareholder, Mason Capital Management, LLC (“Mason Capital”), pursuant to which Mason Capital agreed to provide ATS with ongoing strategic and capital markets advisory services for an annual fee of U.S. \$500. As part of the agreement, a member of the Company’s Board of Directors who is associated with Mason Capital has waived any fees to which he may have otherwise been entitled for serving as a member of the Board or as a member of any committee of the Board.

The remuneration of the Board and key management personnel is determined by the Board on recommendation from the Human Resources Committee of the Board:

As at	March 31, 2020	March 31, 2019
Short-term employee benefits	\$ 4,720	\$ 6,321
Fees	665	656
Stock-based compensation	3,019	5,379
Post-employment benefits	42	50
Total remuneration	\$ 8,446	\$ 12,406

Stock-based compensation represents the remuneration of the Board and of key management personnel and is reported in the consolidated statements of income as stock-based compensation expense.

Board of Directors

Joanne S. Ferstman

Ms. Ferstman currently serves as a corporate director. She has over 20 years of progressive experience in the financial industry. Over an 18-year period until her retirement in June 2012, she held several leadership positions with the Dundee group of companies, which operated in wealth management, resources and real estate verticals. She was responsible for financial and regulatory reporting, risk management, and involved in mergers and acquisitions and strategic development. She held the position of Chief Financial Officer for many years and latterly held the positions of Vice Chair of DundeeWealth Inc. and President and Chief Executive Officer of Dundee Capital Markets Inc. Prior to joining the Dundee group of companies, Ms. Ferstman spent five years at a major international accounting firm. She is a Chartered Professional Accountant and has a Bachelor of Commerce and Graduate Diploma in Public Accountancy from McGill University. She currently serves as the Chair of DREAM Unlimited Corp. (a real estate company). She also serves as lead director of Osisko Gold Royalties Ltd. (a mining royalty company) and as a director of Cogeco Communications Inc. (a communications company). Ms. Ferstman was formerly a director of Aimia Inc., Excellon Resources Inc. and Osisko Mining Corporation, and a trustee of DREAM Office REIT and DREAM Industrial REIT.

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

Andrew P. Hider

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

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

Kirsten Lange

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

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

Michael E. Martino

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

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

David L. McAusland

Mr. McAusland, the Chairman of the Board of Directors, is a corporate advisor, lawyer and experienced corporate director and senior executive. Mr. McAusland is counsel to the law firm McCarthy Tétrault and was previously Executive Vice President, Corporate Development and Chief Legal Officer of Alcan Inc., where he provided leadership on its worldwide mergers, growth strategies, major transactions and capital investments. Mr. McAusland currently acts as a director of Cogeco Inc., Cogeco Communications Inc., and IPL Plastics Inc. He is also involved with several not-for-profit organizations and private companies. Mr. McAusland received his B.C.L. in 1976 and his LL.B. in 1977, both from McGill University.

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

Philip B. Whitehead

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

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

Shareholder Information

Corporate headquarters

730 Fountain Street North
Cambridge, Ontario
Canada N3H 4R7
Tel: 1-519-653-6500

Investor relations contact

Ryan McLeod
Tel: 1-519-653-6500
Email: investor@atsautomation.com

Stock exchange listing

Toronto Stock Exchange: "ATA"

Registrar and transfer agent

Computershare Trust Company of Canada
100 University Avenue, 8th Floor
Toronto, Ontario
Canada M5J 2Y1

Website

www.atsautomation.com

Shareholders' annual meeting

August 13, 2020
10:00 a.m. Toronto Time

Virtual-Only Meeting
Live webcast link will be available at
www.atsautomation.com

“Building on a culture of people, process and performance, every day we work with purpose to create value for our customers and our shareholders.”

Andrew Hider, CEO