EMPIRE
COMPANY LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE 13 AND 39 WEEKS ENDED FEBRUARY 4, 2017

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MANAGEMENT'S DISCUSSION AND ANALYSIS

The following is Management's Discussion and Analysis ("MD&A") of the consolidated financial results of Empire Company Limited ("Empire" or the "Company") (TSX: EMP.A) and its subsidiaries, including wholly-owned Sobeys Inc. ("Sobeys") for the 13 and 39 weeks ended February 4, 2017 compared to the 13 and 39 weeks ended January 30, 2016. It should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements and notes thereto for the 13 and 39 weeks ended February 4, 2017 compared to the 13 and 39 weeks ended January 30, 2016 and the audited annual consolidated financial statements for the 53 weeks ended May 7, 2016 and the related MD&A. Additional information about the Company can be found on SEDAR at www.sedar.com or on the Company's website at www.empireco.ca.

The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB") and are reported in Canadian dollars ("CAD"). The unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended May 7, 2016, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB. The unaudited interim condensed consolidated financial statements include the accounts of Empire and its subsidiaries and structured entities ("SEs") which the Company is required to consolidate.

The information contained in this MD&A is current to March 15, 2017 unless otherwise noted. There have been no material changes to disclosures as contained in the "Outlook", "Critical Accounting Estimates", "Contingencies" or "Risk Management" sections of the Company's MD&A for the 53 weeks ended May 7, 2016 other than as noted in this MD&A.

FORWARD-LOOKING INFORMATION

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

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

- The Company's expectations relating to the operational challenges primarily in Western Canada and sales erosion across the store network, which may be impacted by a number of factors including the effectiveness of future mitigating strategies employed and continued competitive intensity;
- The Company's expectations relating to the timing of mitigation and remediation of process integration and reorganizational changes at Safeway, which may be delayed by further unforeseen challenges;
- The Company's expectations for cost stewardship initiatives, including timing and magnitude of cost savings to be identified through the work completed by third party consultants which may be impacted by the scope and timing of the consultant's report, the extent and efficiency of the Company's adoption of recommendations from the consultant and any negotiations necessary for the implementation;
- The Company's expectations for *Simplified Buy & Sell* including any impact on sales, gross margin and earnings which may be impacted by the changes in customer response in regions where this initiative has already deployed and the timing of implementations in other regions;
- The Company's expectations regarding the cost savings related to the distribution centre restructuring, which could be impacted by the final number of closures and positions eliminated;

- The Company's expected contributions to its registered defined benefit plans, which could be impacted by fluctuations in capital markets;

- The Company's expectation that its operational and capital structure is sufficient to meet its ongoing business requirements, which could be impacted by a significant change in the current economic environment in Canada;

- Management's belief that a downgrade in Sobeys' credit ratings will not impede liquidity required for current contractual obligations, day-to-day operations or long-term outlook, which could be impacted by the necessity to re-finance existing debt, access to capital markets and fluctuations in interest rates;

- The Company's belief that its cash and cash equivalents on hand, unutilized credit facilities and cash generated from operating activities will enable the Company to fund future capital investments, pension plan contributions, working capital, current funded debt obligations and ongoing business requirements and its belief that it has sufficient funding in place to meet these requirements and other short-term and long-term obligations, all of which could be impacted by changes in the economic environment; and

- The Company's expected use and estimated fair values of financial instruments, which could be impacted by, among other things, changes in interest rates, foreign exchange rates and commodity prices.

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

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

OVERVIEW OF THE BUSINESS

Empire's key businesses and financial results are segmented into two separate reportable segments: (1) Food retailing and (2) Investments and other operations. With approximately $24.3 billion in annualized sales and $8.7 billion in assets, Empire and its subsidiaries, franchisees and affiliates employ approximately 125,000 people.

Food Retailing

Empire's Food retailing segment is carried out through Sobeys, a wholly-owned subsidiary as of February 4, 2017. Proudly Canadian, with headquarters in Stellarton, Nova Scotia, Sobeys has been serving the food shopping needs of Canadians since 1907. Sobeys owns, affiliates or franchises more than 1,500 stores in all 10 provinces under retail banners that include Sobeys, Safeway, IGA, Foodland, FreshCo., Thrifty Foods and Lawton's Drug Stores as well as more than 350 retail fuel locations. Sobeys' purpose is to help Canadians *Eat Better, Feel Better and Do Better.*

Sobeys has a broad and deep retail talent throughout the organization with a strong store network and benefits from a Board and parent company that are truly committed to long-term value. However, these assets are coupled with a number of retail issues that management believes are fixable. Management is committed to taking aggressive and bold actions to address the issues in our business and are prepared to make the tough decisions necessary to see Sobeys return to long-term sustainable growth.

Appointment of New President and Chief Executive Officer

On January 12, 2017, the Board of Directors of Empire appointed Michael Medline as President and Chief Executive Officer ("CEO") of Empire and Sobeys. Mr. Medline is an outstanding Canadian retailer with a strong track record of success. He brings a passion for the customer experience and a proven ability to drive strong operating and financial performance within national organizations and across multiple brands, all within the context of a family-controlled enterprise. Mr. Medline is working closely with management and the Board to get up to speed on the business as quickly as possible and has identified four key areas to focus on in the short and long-term in order to fundamentally improve our performance.

Organizational Structure

The Company intends to address the complex organizational structure which has resulted in duplication and lack of clearly defined accountabilities. These complexities add not only unnecessary costs, but often prevent nimble and responsive decision making to support the needs of our customers and capitalize on changes in the market place. Management, with the help of third party consultants, has commenced their comprehensive assessment of all aspects of the business.

Cost Stewardship

Year to date results of fiscal 2017 have reinforced the need for significant expansion and acceleration of efforts to reduce costs throughout the organization. Management, with the support of the Board, recognize the need for the approach to be smart and aggressive and as mentioned previously, has recently undertaken a detailed assessment of the business, with the assistance of third party consultants, to advance both the scope and scale of cost reductions in the Company.

Customer Focus

Significant work is required to better understand Sobeys' brands, customers and the marketing initiatives employed as these are critical to the success of any retailer and recent approaches to customers have been disappointing. The ability to understand customers and effectively communicate with them has been lacking and is a key focus for the Company.

West Business Unit

Challenges faced in the Western business unit have resulted in a significant decline in sales. Following the close of the Canada Safeway acquisition, the Company began the integration of the acquired business with existing operations which resulted in a number of issues that have had a downward impact on financial results. These business integration challenges were coupled with increased promotional activity, experienced during fiscal 2016 and the first three quarters of fiscal 2017 negatively impacting results. Merchandising issues such as the private label conversion along with produce supply chain issues impacted the offerings being made to customers at store level and resulted in same-store sales[(1)] for the West business unit, excluding fuel, of (5.5) and (4.7) percent for the 13 and 39 weeks ended February 4, 2017. These challenges are being aggressively addressed as mitigation plans continue to be developed and implemented.

(1) See "Non-GAAP Financial Measures & Financial Metrics" section of this MD&A.

Significant Items

Real Estate Divestitures

On June 29, 2016, Sobeys closed an agreement with Crombie Real Estate Investment Trust ("Crombie REIT"), an entity in which the Company has a 41.5 percent ownership, to sell and leaseback a portfolio of 19 retail properties and a 50 percent interest in each of its three automated distribution centres, as well as the sale of two parcels of development land which were previously owned by Empire. Crombie REIT also invested approximately $58.8 million in renovations or expansions of ten Sobeys retail locations already in Crombie REIT's portfolio. See the "Related Party Transactions Section" of this MD&A for further detail.

Simplified Buy & Sell

Over the past several years the Company has been focused on improving the overall value equation through the ongoing enhancement of their retail offers, as well as through important structural changes to the pricing model with the implementation of the *Simplified Buy & Sell* initiative designed to improve the overall shelf pricing position across the Company. The strategy continues to evolve and the Company remains committed to the implementation of a better pricing position across the country.

Other Items

Sobeys disposed of certain manufacturing facilities in fiscal 2015 and as part of the asset purchase agreement ("APA"), long-term supply agreements were entered into that contain minimum purchase volume requirements. Under the terms of this APA, should actual purchases for the calendar year ended 2016 differ from minimum volume requirements, the sales price is adjusted up or down based on a volume-driven formula. As at February 4, 2017 the current provision for these minimum purchase requirements was estimated to be $67.2 million. Subsequent to February 4, 2017, Sobeys paid $55.2 million related to these long-term supply agreements where minimum purchase volume requirements for calendar 2016 were not met. Management continues to negotiate final settlement of these amounts provided for in previous fiscal years.

During the fourth quarter of fiscal 2015, Sobeys completed a review of its business support functions and for the 13 and 39 weeks ended February 4, 2017, the Company recognized $0.7 million and $4.3 million in relocation costs compared to $0.1 million and $13.6 million in severance and relocations costs for the same period in the prior year.

Costs were incurred of $3.2 million and $5.3 million for the 13 and 39 weeks ended February 4, 2017 (2016 – $0.4 million and $5.7 million) related to the identification of efficiencies with the distribution centre restructuring.

In fiscal 2016, management determined there were indicators of impairment in the West business unit as the result of significant negative trends in operating results of the Sobeys West operating segment and the overall challenging economic climate mainly in the Alberta and Saskatchewan markets. In the third quarter of fiscal 2016, the Company recorded an impairment of long-lived assets of $137.7 million and an impairment of goodwill of $1,592.6 million representing the write-down of certain store assets in the Sobeys West operating segment and related goodwill, to their recoverable amount. The total impairment for fiscal 2016 was $3,027.1 million. At the end of fiscal 2016, there was no remaining goodwill within the West business unit.

Investments and Other Operations

Empire's Investments and other operations segment, as of February 4, 2017, specifically included:

1. A 41.5 percent (40.3 percent fully diluted) equity accounted interest in Crombie REIT, an open-ended Canadian real estate investment trust. Crombie REIT currently owns a portfolio of 280 commercial properties across Canada, comprising approximately 19.1 million square feet with a strategy to own, operate and develop a portfolio of high quality grocery and drug store anchored shopping centres, freestanding stores and mixed use developments primarily in Canada's top urban and suburban markets; and

2. A 40.7 percent equity accounted interest in Genstar Development Partnership, a 48.6 percent equity accounted interest in Genstar Development Partnership II, a 39.0 percent equity accounted interest in GDC Investments 4, L.P., a 42.1 percent equity accounted interest in GDC Investments 6, L.P., a 39.0 percent equity accounted interest in GDC Investments 7, L.P., a 43.7 percent equity accounted interest in GDC Investments 8, L.P. and a 49.0 percent equity accounted interest in The Fraipont Partnership (collectively referred to as "Genstar").

CONSOLIDATED OPERATING RESULTS

($ in millions, except per share amounts)	13 Weeks Ended Feb. 4, 2017	13 Weeks Ended Jan. 30, 2016	13 Weeks Ended $ Change	13 Weeks Ended % Change	39 Weeks Ended Feb. 4, 2017	39 Weeks Ended Jan. 30, 2016	39 Weeks Ended $ Change	39 Weeks Ended % Change
Sales	**$ 5,889.8**	$ 6,027.2	$ (137.4)	(2.3)%	**$ 18,007.3**	$ 18,335.6	$ (328.3)	(1.8)%
Gross profit[1]	**1,394.8**	1,421.8	(27.0)	(1.9)%	**4,286.3**	4,411.4	(125.1)	(2.8)%
EBITDA[2]	**179.4**	(1,467.9)	1,647.3	112.2%	**605.5**	(897.5)	1,503.0	167.5%
Adjusted EBITDA[2]	**178.7**	262.9	(84.2)	(32.0)%	**603.0**	891.8	(288.8)	(32.4)%
Operating income (loss)	**68.6**	(1,589.8)	1,658.4	104.3%	**271.6**	(1,258.3)	1,529.9	121.6%
Finance costs, net	**28.8**	33.9	(5.1)	(15.0)%	**90.3**	101.1	(10.8)	(10.7)%
Income tax expense (recovery)	**11.4**	(258.2)	269.6	104.4%	**41.1**	(184.6)	225.7	122.3%
Non-controlling interest	**(2.1)**	0.2	(2.3)	1,150.0%	**11.2**	13.6	(2.4)	(17.6)%
Net earnings (loss)[3]	**30.5**	(1,365.7)	1,396.2	102.2%	**129.0**	(1,188.4)	1,317.4	110.9%
Adjusted net earnings[2][3]	**34.6**	82.5	(47.9)	(58.1)%	**141.1**	314.9	(173.8)	(55.2)%
Basic earnings per share								
Net earnings (loss)[3][4]	**$ 0.11**	$ (5.03)	$ 5.14		**$ 0.48**	$ (4.33)	$ 4.81	
Adjusted net earnings[2][3]	**$ 0.13**	$ 0.30	$ (0.17)		**$ 0.52**	$ 1.15	$ (0.63)	
Basic weighted average number of shares outstanding (in millions)	**271.1**	271.7			**271.5**	274.6		
Diluted earnings per share								
Net earnings (loss)[3][4]	**$ 0.11**	$ (5.03)	$ 5.14		**$ 0.47**	$ (4.33)	$ 4.80	
Adjusted net earnings[2][3]	**$ 0.13**	$ 0.30	$ (0.17)		**$ 0.52**	$ 1.15	$ (0.63)	
Diluted weighted average number of shares outstanding (in millions)	**271.7**	271.8			**272.0**	274.9		
Dividend per share	**$ 0.1025**	$ 0.1000			**$ 0.3075**	$ 0.3000		

(% of sales)	13 Weeks Ended Feb. 4, 2017	13 Weeks Ended Jan. 30, 2016	39 Weeks Ended Feb. 4, 2017	39 Weeks Ended Jan. 30, 2016
Gross profit	**23.7%**	23.6%	**23.8%**	24.1%
EBITDA	**3.0%**	(24.4)%	**3.4%**	(4.9)%
Adjusted EBITDA	**3.0%**	4.4%	**3.3%**	4.9%
Operating income (loss)	**1.2%**	(26.4)%	**1.5%**	(6.9)%
Net earnings (loss)[3]	**0.5%**	(22.7)%	**0.7%**	(6.5)%
Adjusted net earnings[3]	**0.6%**	1.4%	**0.8%**	1.7%

(1) Gross profit amounts and corresponding ratios are calculated using the Food retailing segment results.
(2) See "Non-GAAP Financial Measures & Financial Metrics" section of this MD&A.
(3) Net of non-controlling interest.
(4) The weighted average number of shares used for the purpose of basic and diluted loss per share is equal, as the impact of all potential common shares would be anti-dilutive.

MANAGEMENT'S EXPLANATION OF CONSOLIDATED OPERATING RESULTS

The following is a review of the Company's consolidated financial performance for the 13 and 39 weeks ended February 4, 2017 compared to the 13 and 39 weeks ended January 30, 2016.

Sales

All sales are generated by the Food retailing segment. The decrease in sales for the 13 and 39 weeks ended February 4, 2017 was primarily the result of the following factors:

- Continued negative impact of merchandising and promotional strategies in Western Canada;
- Price sensitivity by consumers and their continued shift to improved value; and
- Retail food price deflation.

During the 13 and 39 weeks ended February 4, 2017, same-store sales excluding the impact of fuel sales decreased 3.7 and 2.4 percent from the same periods last year, same-store sales overall decreased 3.1 and 2.5 percent. Excluding fuel and the retail West business unit, same-store sales would have decreased 2.6 and 1.1 percent.

Gross Profit

The decrease in gross profit during the 13 and 39 weeks ended February 4, 2017 was a result of the factors impacting sales above as well as significant investments made in pricing, particularly in the West business unit.

EBITDA

EBITDA increased in the 13 and 39 weeks ended February 4, 2017, largely due to impairments recorded for goodwill and long-lived assets in fiscal 2016.

Adjusted EBITDA decreased in the 13 and 39 weeks ended February 4, 2017, mainly as a result of the previously mentioned factors affecting sales, as well as general increases in selling and administrative expenses, including increased labour costs and promotional spending to support the launch of the *Simplified Buy & Sell* initiative. Selling and administrative expenses as a percentage of sales has increased due to the impact of the sales erosion realized across the network.

	13 Weeks Ended		$	39 Weeks Ended		$
($ in millions)	**Feb. 4, 2017**	Jan. 30, 2016	Change	**Feb. 4 2017**	Jan. 30, 2016	Change
EBITDA	**$ 179.4**	$ (1,467.9)	$ 1,647.3	**$ 605.5**	$ (897.5)	$ 1,503.0
Adjustments:						
Network rationalization reversals	**(4.6)**	-		**(4.6)**	-	
Distribution centre restructuring	**3.2**	0.4		**5.3**	5.7	
Organizational realignment costs	**0.7**	0.1		**4.3**	13.6	
(Gain) loss on disposal of manufacturing facilities	**-**	-		**(7.5)**	39.7	
Impairments of goodwill and long-lived assets	**-**	1,730.3		**-**	1,730.3	
	(0.7)	1,730.8	(1,731.5)	**(2.5)**	1,789.3	(1,791.8)
Adjusted EBITDA	**$ 178.7**	$ 262.9	$ (84.2)	**$ 603.0**	$ 891.8	$ (288.8)

Operating Income

For the 13 and 39 weeks ended February 4, 2017, operating income increased primarily due to the factors affecting EBITDA, as discussed previously.

Finance Costs

For the third quarter of fiscal 2017, finance costs, net of finance income, decreased from the same period last year primarily due to the debt repayments in fiscal 2017. Interest coverage[1] in the third quarter increased to 2.7 times from (57.0) times in the third quarter of fiscal 2016 as a result of increased operating income. Excluding impairments of goodwill and long-lived assets, interest coverage for the third quarter of fiscal 2016 would have been 5.0 times.

During the 39 weeks ended February 4, 2017, finance costs, net of finance income, decreased primarily due to the debt repayments in fiscal 2017. Interest coverage increased to 3.5 times from (14.9) times during the same period in the prior year as a result of increased operating income. Excluding impairments of goodwill and long-lived assets, interest coverage for the first 39 weeks of fiscal 2016 would have been 5.6 times.

(1) See "Non-GAAP Financial Measures & Financial Metrics" section of this MD&A.

Income Taxes

The Company's effective income tax rate for the third quarter was 28.6 percent compared to 15.9 percent in the same period last year. The increase is attributable to the impairment of goodwill and long-lived assets in the third quarter of fiscal 2016. Excluding the impact of the fiscal 2016 impairments, the effective income tax rate has increased 1.3 percent compared to the same period last year.

The effective income tax rate for the 39 weeks ended February 4, 2017 increased to 22.7 percent compared to 13.6 percent in the same period last year. Excluding the impact of the aforementioned fiscal 2016 impairments, the effective tax rate was 27.7 percent in the same period last year. This decrease in the effective income tax rate is primarily attributed to the impacts related to substantively enacted legislation that will modify the tax treatment of eligible capital expenditures.

Net Earnings

For the 13 and 39 weeks ended February 4, 2017, net earnings, net of non-controlling interest, were primarily impacted by the reasons noted in the EBITDA section above.

	13 Weeks Ended		$	39 Weeks Ended		$
($ in millions, except per share amounts)	**Feb. 4, 2017**	Jan. 30, 2016	Change	**Feb. 4, 2017**	Jan. 30, 2016	Change
Net earnings (loss)[1]	**$ 30.5**	$ (1,365.7)	$ 1,396.2	**$ 129.0**	$ (1,188.4)	$ 1,317.4
EPS[2][3] (fully diluted)	**$ 0.11**	$ (5.03)	$ 5.14	**$ 0.47**	$ (4.33)	$ 4.80
Adjustments[4]:						
Intangible amortization associated with the Canada Safeway acquisition	**4.7**	4.7		**14.1**	14.3	
Network rationalization reversals	**(3.4)**	-		**(3.4)**	-	
Distribution centre restructuring	**2.3**	0.3		**3.8**	4.2	
Organizational realignment costs	**0.5**	0.1		**3.1**	9.9	
(Gain) loss on disposal of manufacturing facilities	**-**	-		**(5.5)**	31.8	
Impairments of goodwill and long-lived assets	**-**	1,443.1		**-**	1,443.1	
	4.1	1,448.2	(1,444.1)	**12.1**	1,503.3	(1,491.2)
Adjusted net earnings[1]	**$ 34.6**	$ 82.5	$ (47.9)	**$ 141.1**	$ 314.9	$ (173.8)
Adjusted EPS[2] (fully diluted)	**$ 0.13**	$ 0.30	$ (0.17)	**$ 0.52**	$ 1.15	$ (0.63)
Diluted weighted average number of shares outstanding (in millions)	**271.7**	271.8		**272.0**	274.9	

(1) Net of non-controlling interest.
(2) Earnings per share ("EPS").
(3) The weighted average number of shares used for the purpose of basic and diluted loss per share is equal, as the impact of all potential common shares would be anti-dilutive.
(4) All adjustments are net of income taxes.

FINANCIAL PERFORMANCE BY SEGMENT

Food Retailing

The following is a review of Empire's Food retailing segment's financial performance for the 13 and 39 weeks ended February 4, 2017 compared to the 13 and 39 weeks ended January 30, 2016.

The following financial information is Sobeys' contribution to Empire as the amounts are net of consolidation adjustments, which include a purchase price allocation from the privatization of Sobeys.

	13 Weeks Ended		$	%	39 Weeks Ended		$	%
($ in millions)	**Feb. 4, 2017**	Jan. 30, 2016	Change	Change	**Feb. 4, 2017**	Jan. 30, 2016	Change	Change
Sales	**$ 5,889.8**	$ 6,027.2	$ (137.4)	(2.3)%	**$ 18,007.3**	$ 18,335.6	$ (328.3)	(1.8)%
Gross profit	**1,394.8**	1,421.8	(27.0)	(1.9)%	**4,286.3**	4,411.4	(125.1)	(2.8)%
EBITDA	**152.5**	(1,516.6)	1,669.1	110.1%	**540.4**	(964.0)	1,504.4	156.1%
Adjusted EBITDA	**151.8**	214.2	(62.4)	(29.1)%	**537.9**	825.3	(287.4)	(34.8)%
Operating income (loss)	**41.7**	(1,638.2)	1,679.9	102.5%	**206.8**	(1,324.3)	1,531.1	115.6%
Net earnings (loss)[1]	**13.4**	(1,400.5)	1,413.9	101.0%	**89.1**	(1,235.1)	1,324.2	107.2%
Adjusted net earnings[1]	**17.5**	47.7	(30.2)	(63.3)%	**101.2**	268.2	(167.0)	(62.3)%

(1) Net of non-controlling interest.

Sales

The decrease in sales for the 13 and 39 weeks ended February 4, 2017 was primarily the result of the following factors:

- Continued negative impact of merchandising and promotional strategies in Western Canada;
- Price sensitivity by consumers and their continued shift to improved value; and
- Retail food price deflation.

During the 13 and 39 weeks ended February 4, 2017, same-store sales excluding the impact of fuel sales decreased 3.7 and 2.4 percent from the same periods last year, same-store sales overall decreased 3.1 and 2.5 percent. Excluding fuel and the retail West business unit, same-store sales would have decreased 2.6 and 1.1 percent.

Gross Profit

The decrease in gross profit during the 13 and 39 weeks ended February 4, 2017 was a result of the factors impacting sales above as well as significant investments made in pricing, particularly in the West business unit.

EBITDA

EBITDA increased in the 13 and 39 weeks ended February 4, 2017, largely due to impairments recorded for goodwill and long-lived assets in fiscal 2016.

Adjusted EBITDA decreased in the 13 and 39 weeks ended February 4, 2017, mainly as a result of the previously mentioned factors affecting sales, as well as general increases in selling and administrative expenses, including increased labour costs and promotional spending to support the launch of the *Simplified Buy & Sell* initiative. Selling and administrative expenses as a percentage of sales has increased due to the impact of the sales erosion realized across the network.

	13 Weeks Ended		$	39 Weeks Ended		$
($ in millions)	**Feb. 4, 2017**	Jan. 30, 2016	Change	**Feb. 4, 2017**	Jan. 30, 2016	Change
EBITDA	**$ 152.5**	$ (1,516.6)	$ 1,669.1	**$ 540.4**	$ (964.0)	$ 1,504.4
Adjustments:						
Network rationalization reversals	**(4.6)**	-		**(4.6)**	-	
Distribution centre restructuring	**3.2**	0.4		**5.3**	5.7	
Organizational realignment costs	**0.7**	0.1		**4.3**	13.6	
(Gain) loss on disposal of manufacturing facilities	**-**	-		**(7.5)**	39.7	
Impairments of goodwill and long-lived assets	**-**	1,730.3		**-**	1,730.3	
	(0.7)	1,730.8	(1,731.5)	**(2.5)**	1,789.3	(1,791.8)
Adjusted EBITDA	**$ 151.8**	$ 214.2	$ (62.4)	**$ 537.9**	$ 825.3	$ (287.4)

Operating Income

For the 13 and 39 weeks ended February 4, 2017, operating income increased due to the factors affecting EBITDA, as discussed previously.

Net Earnings

For the 13 and 39 weeks ended February 4, 2017, net earnings, net of non-controlling interest, were primarily impacted by the reasons noted in the EBITDA section above.

	13 Weeks Ended		$	39 Weeks Ended		$
($ in millions)	**Feb. 4, 2017**	Jan. 30, 2016	Change	**Feb. 4, 2017**	Jan. 30, 2016	Change
Net earnings (loss)[1]	**$ 13.4**	$ (1,400.5)	$ 1,413.9	**$ 89.1**	$ (1,235.1)	$ 1,324.2
Adjustments: [2]						
Intangible amortization associated with the Canada Safeway acquisition	**4.7**	4.7		**14.1**	14.3	
Network rationalization reversals	**(3.4)**	-		**(3.4)**	-	
Distribution centre restructuring	**2.3**	0.3		**3.8**	4.2	
Organizational realignment costs	**0.5**	0.1		**3.1**	9.9	
(Gain) loss on disposal of manuracturing facilities	**-**	-		**(5.5)**	31.8	
Impairments of goodwill and long-lived assets	**-**	1,443.1		**-**	1,443.1	
	4.1	1,448.2	(1,444.1)	**12.1**	1,503.3	(1,491.2)
Adjusted net earnings [1]	**$ 17.5**	$ 47.7	$ (30.2)	**$ 101.2**	$ 268.2	$ (167.0)

(1) Net of non-controlling interest.
(2) All adjustments are net of income taxes.

Investments and Other Operations

($ in millions)	13 Weeks Ended Feb. 4, 2017	13 Weeks Ended Jan. 30, 2016	$ Change	39 Weeks Ended Feb. 4, 2017	39 Weeks Ended Jan. 30, 2016	$ Change
Operating income (loss)						
Crombie REIT[(1)]	**$ 12.8**	$ 7.2	$ 5.6	**$ 33.8**	$ 20.8	$ 13.0
Real estate partnerships[(2)]	**10.9**	36.8	(25.9)	**30.2**	43.9	(13.7)
Other operations, net of corporate expenses	**3.2**	4.4	(1.2)	**0.8**	1.3	(0.5)
	$ 26.9	$ 48.4	$ (21.5)	**$ 64.8**	$ 66.0	$ (1.2)

(1) 41.5 percent equity accounted interest in Crombie REIT (January 30, 2016 – 41.5 percent interest).
(2) Interests in Genstar.

Operating Income

Crombie

For the 13 and 39 weeks ended February 4, 2017, Crombie REIT equity earnings increased from prior period as a result of improved property net operating income and gains from disposal of investment properties.

Genstar

For the 13 and 39 weeks ended February 4, 2017, real estate partnership operating income decreased from prior period primarily due to the sale of two real estate partnerships by Genstar Development Partnership II in the third quarter of fiscal 2016.

Investment Portfolio

At February 4, 2017, Empire's investment portfolio, including equity accounted investments in Crombie REIT and Genstar, consisted of:

($ in millions)	February 4, 2017 Fair Value	February 4, 2017 Carrying Value	February 4, 2017 Unrealized Gain	May 7, 2016 Fair Value	May 7, 2016 Carrying Value	May 7, 2016 Unrealized Gain	January 30, 2016 Fair Value	January 30, 2016 Carrying Value	January 30, 2016 Unrealized Gain
Investment in associates									
Crombie REIT[(1)]	**$ 832.4**	**$ 462.6**	**$ 369.8**	$ 786.0	$ 366.8	$ 419.2	$ 727.6	$ 351.4	$ 376.2
Canadian real estate partnerships[(2)]	**139.3**	**139.3**	**-**	148.5	148.5	-	167.6	167.6	-
U.S. real estate partnerships[(2)]	**42.1**	**42.1**	**-**	50.2	50.2	-	58.8	58.8	-
Investment in joint ventures									
Canadian Digital Cinema Partnership[(2)]	**9.4**	**9.4**	**-**	9.4	9.4	-	9.5	9.5	-
	$ 1,023.2	**$ 653.4**	**$ 369.8**	$ 994.1	$ 574.9	$ 419.2	$ 963.5	$ 587.3	$ 376.2

(1) Fair value is calculated based on the closing price of Crombie REIT units traded on the Toronto Stock Exchange as of February 3, 2017.
(2) Assumes fair value equals carrying value.

QUARTERLY RESULTS OF OPERATIONS

The following table is a summary of selected financial information from the Company's unaudited interim condensed consolidated financial statements for each of the eight most recently completed quarters:

($ in millions, except per share amounts)	**Fiscal 2017**			Fiscal 2016				Fiscal 2015[1]
	Q3 (13 Weeks) Feb. 4, 2017	Q2 (13 Weeks) Nov. 5, 2016	Q1 (13 Weeks) Aug. 6, 2016	Q4 (14 Weeks) May 7, 2016	Q3 (13 Weeks) Jan. 31, 2016	Q2 (13 Weeks) Oct. 31, 2015	Q1 (13 Weeks) Aug. 1, 2015	Q4 (13 Weeks) May 2, 2015
Sales	**$ 5,889.8**	$ 5,930.9	$ 6,186.6	$ 6,283.2	$ 6,027.2	$ 6,059.2	$ 6,249.2	$ 5,770.5
EBITDA[2]	**179.4**	187.8	238.3	(1,047.2)	(1,467.9)	256.3	314.1	236.3
Operating income (loss)	**68.6**	76.4	126.6	(1,160.2)	(1,589.8)	136.0	195.5	115.9
Net earnings (loss)[3]	**$ 30.5**	$ 33.1	$ 65.4	$ (942.6)	$ (1,365.7)	$ 68.5	$ 108.8	$ 55.4
Per share information, basic								
Net earnings (loss)[3][4]	**$ 0.11**	$ 0.12	$ 0.24	$ (3.47)	$ (5.03)	$ 0.25	$ 0.39	$ 0.20
Basic weighted average number of shares outstanding (in millions)	**271.1**	271.6	271.7	271.7	271.7	275.2	277.0	277.0
Per share information, diluted								
Net earnings (loss)[3][4]	**$ 0.11**	$ 0.12	$ 0.24	$ (3.47)	$ (5.03)	$ 0.25	$ 0.39	$ 0.20
Diluted weighted average number of shares outstanding (in millions)	**271.7**	272.2	271.7	271.7	271.8	275.5	277.5	277.5

(1) Amounts have been reclassified to correspond to the current period presentation on the condensed consolidated statement of earnings (loss).

(2) EBITDA is reconciled to net earnings (loss), net of non-controlling interest, for the current and comparable period in the "Non-GAAP Financial Measures & Financial Metrics" section of this MD&A.

(3) Net of non-controlling interest.

(4) The weighted average number of shares used for the purpose of basic and diluted loss per share is equal, as the impact of all potential common shares would be anti-dilutive.

When reviewing financial results for comparable periods:

- The results of the first and second quarter for fiscal 2017 compared to the same period in fiscal 2016 were lower due to a number of factors including challenges faced in the West business unit and downward sales trends in most of the store network driven by price sensitivity and customers' continued shift to improved value.

- The results of the third quarter of fiscal 2017 shows decreased sales, but an increase in operating income and net earnings, when compared to the same quarter in fiscal 2016. This is due to goodwill and long-lived asset impairments recorded in the third quarter of fiscal 2016, of $1,592.6 million and $137.7 million respectively, as discussed in the "Overview of the Business" section of this MD&A.

- The results of the fourth quarter of fiscal 2016 show increased sales, but an operating loss and a net loss, net of non-controlling interest, when compared to the same quarter in fiscal 2015. The increase in sales in the fourth quarter primarily relates to the additional week of operations in fiscal 2016. The operating loss and net loss, net of non controlling interest, were the result of the impairment charges the Company recorded in the fourth quarter totalling $10.9 million for long-lived assets and $1,285.9 million for goodwill. Results for the fourth quarter of 2015 were impacted by the network rationalization and downward pressure on fuel sales from declining oil prices.

Management has recognized the significant operational challenges the Company continues to face in the remainder of fiscal 2017; their remediation and building sales continue to be a top priority. Management is committed to increasing the scope and scale of cost reductions across the organization through the engagement of third party consultants. Recommendations from their detailed assessment are expected to result in significant reductions to operating costs and also address the organizational complexities, allowing for nimble and responsive decision making to support the needs of customers.

Sales include fluctuations in quarter-to-quarter inflationary and deflationary market pressures. The Company does experience some seasonality, as evidenced in the results presented above, in particular during the summer months and over the holidays. The sales, EBITDA, operating income (loss) and net earnings (loss), net of non-controlling interest, have been influenced by impairments recorded, one-time adjustments, other investing activities, the competitive environment, cost management initiatives, food price and general industry trends and by other risk factors as outlined in the “Risk Management” section of the fiscal 2016 annual MD&A.

LIQUIDITY AND CAPITAL RESOURCES

The table below highlights the major cash flow components for the Company for the relevant periods.

($ in millions)	13 Weeks Ended Feb. 4, 2017	13 Weeks Ended Jan. 30, 2016[1]	$ Change	39 Weeks Ended Feb. 4, 2017	39 Weeks Ended Jan. 30, 2016[1]	$ Change
Cash flows from operating activities	**$ 100.5**	$ 201.0	$ (100.5)	**$ 482.7**	$ 654.4	$ (171.7)
Cash flows (used in) from investing activities	**(68.7)**	(93.4)	24.7	**37.6**	(448.2)	485.8
Cash flows used in financing activities	**(41.1)**	(117.6)	76.5	**(581.7)**	(208.1)	(373.6)
Decrease in cash and cash equivalents	**$ (9.3)**	$ (10.0)	$ 0.7	**$ (61.4)**	$ (1.9)	$ (59.5)

(1) Amounts have been reclassified to correspond to the current period presentation on the condensed consolidated statement of cash flows.

Operations

The decrease in cash flows from operating activities for the 13 and 39 weeks ended February 4, 2017 was primarily the result of an increase in net earnings, offset by fluctuations in non-cash working capital.

Free Cash Flow

Management uses free cash flow[1] as a measure to assess the amount of cash available for debt repayment, dividend payments and other investing and financing activities.

($ in millions)	13 Weeks Ended Feb. 4, 2017	13 Weeks Ended Jan. 30, 2016[2]	$ Change	39 Weeks Ended Feb. 4, 2017	39 Weeks Ended Jan. 30, 2016[2]	$ Change
Cash flows from operating activities	**$ 100.5**	$ 201.0	$ (100.5)	**$ 482.7**	$ 654.4	$ (171.7)
Add: proceeds on disposal of property, equipment and investment property	**11.3**	82.5	(71.2)	**388.9**	130.9	258.0
Less: property, equipment and investment property purchases	**(83.6)**	(143.5)	59.9	**(368.9)**	(442.6)	73.7
Free cash flow	**$ 28.2**	$ 140.0	$ (111.8)	**$ 502.7**	$ 342.7	$ 160.0

(1) See “Non-GAAP Financial Measures & Financial Metrics” section of this MD&A.
(2) Amounts have been reclassified to correspond to the current period presentation on the condensed consolidated statement of cash flows.

Free cash flow for the 13 weeks ended February 4, 2017 decreased from the same period last year primarily as a result of the following factors:

- A reduction in operating activities as previously discussed;
- Decreased proceeds from real estate transactions; partially offset by
- Decreased purchases of property, equipment and investment property, due to planned reduction of capital expenditures.

The increase in free cash flow for the 39 weeks ended February 4, 2017 was mainly the result of the following factors:

- Increased proceeds on disposal of property, equipment and investment property primarily due to the aforementioned agreement entered into with Crombie REIT;
- Decreased purchases of property, equipment and investment property; partially offset by
- Decreased operating activities as previously discussed.

Investment

The decrease in cash used in investing activities in the 13 weeks ended February 4, 2017 was mainly due to:

- A decrease in purchases of property, equipment and investment property;
- A decrease in loans and other receivables;
- A decrease in business acquisitions; partially offset by
- The previously discussed proceeds on disposal of property, equipment and investment property.

The increase in cash from investing activities in the 39 weeks ended February 4, 2017 was mainly due to a sale leaseback agreement entered into with Crombie REIT as previously discussed. This increased cash proceeds on disposal of property, equipment and investment property, and tenant inducements from Crombie REIT.

The table below outlines the number of stores Sobeys invested in during the 13 and 39 weeks ended February 4, 2017 compared to the 13 and 39 weeks ended January 30, 2016.

	13 Weeks Ended		39 Weeks Ended	
# of stores	**February 4, 2017**	January 30, 2016	**February 4, 2017**	January 30, 2016
Opened/relocated/acquired	**16**	17	**50**	82
Expanded	**3**	3	**8**	15
Rebannered/redeveloped	**3**	5	**18**	21
Closed – normal course of operations	**9**	5	**29**	22
Closed - network rationalization	**-**	2	**-**	2

The following table shows Sobeys' square footage changes for the 13 and 53 weeks ended February 4, 2017 by type:

Square feet (in thousands)	13 Weeks Ended February 4, 2017	53 Weeks Ended February 4, 2017
Opened	**220**	490
Relocated	**33**	243
Acquired	**-**	74
Expanded	**9**	36
Closed – normal course of operations	**(157)**	(472)
Net change before the impact of the network rationalization	**105**	371
Closed – network rationalization	**-**	(32)
Net change with the impact of the network rationalization	**105**	339

At February 4, 2017, Sobeys' square footage totalled 38.8 million, a 0.9 percent increase over the 38.5 million square feet operated at January 30, 2016.

Financing

The cash used in financing activities decreased during the 13 weeks ended February 4, 2017 from the same period of fiscal 2016, primarily due to advances, net of repayments on the Company's credit facilities.

The cash used in financing activities increased during the 39 weeks ended February 4, 2017 from the same period of fiscal 2016, due to repayments made, net of advances, on the Company's credit facilities and the repayment of $300.0 million on Sobeys' senior unsecured notes.

Employee Future Benefit Obligations

For the 13 and 39 weeks ended February 4, 2017, the Company contributed $1.7 million and $6.2 million respectively (2016 – $2.4 million and $6.9 million) to its registered defined benefit plans. The Company expects to contribute approximately $10.0 million in fiscal 2017 to these plans. The Company continues to assess the impact of the capital markets on its funding requirement.

CONSOLIDATED FINANCIAL CONDITION

Key Financial Condition Measures

($ in millions, except per share and ratio calculations)		**February 4, 2017**		May 7, 2016[1]		January 30, 2016
Shareholders' equity, net of non-controlling interest	**$**	**3,681.1**	$	3,621.0	$	4,613.8
Book value per common share[2]	**$**	**13.58**	$	13.33	$	16.98
Long-term debt, including current portion	**$**	**1,957.9**	$	2,367.4	$	2,387.8
Funded debt to total capital[2]		**34.7%**		39.5%		34.1%
Net funded debt to net total capital[2]		**32.3%**		36.7%		31.2%
Funded debt to adjusted EBITDA[2][3]		**2.2x**		2.0x		1.9x
Adjusted EBITDA to interest expense[2][4]		**8.1x**		10.2x		10.7x
Current assets to current liabilities		**0.9x**		1.0x		0.9x
Total assets	**$**	**8,735.6**	$	9,102.0	$	10,130.2
Total non-current financial liabilities	**$**	**2,604.0**	$	2,702.3	$	2,745.6

(1) Amounts have been reclassified to correspond to the current period presentation on the condensed consolidated balance sheets.
(2) See "Non-GAAP Financial Measures & Financial Metrics" section of this MD&A.
(3) Calculation uses trailing four-quarter adjusted EBITDA.
(4) Calculation uses trailing four-quarter adjusted EBITDA and interest expense.

The ratio of funded debt to total capital decreased to 34.7 percent at February 4, 2017 from 39.5 percent at May 7, 2016.

The funded debt to adjusted EBITDA ratio increased to 2.2 times compared to 2.0 times at May 7, 2016. The decrease in the adjusted EBITDA to interest expense coverage ratio (8.1 times versus 10.2 times at May 7, 2016) was primarily due to a lower trailing 12-month adjusted EBITDA ($872.6 million versus $1,161.4 million at May 7, 2016) and lower trailing 12-month interest expense ($107.2 million versus $114.0 million at May 7, 2016).

The Company's ratio of current assets to current liabilities decreased to 0.9 times from 1.0 times at May 7, 2016.

During the 13 weeks ended February 4, 2017, Standard and Poor's downgraded Sobeys' credit rating from BBB- with a stable outlook to BB+ with a stable outlook, while Dominion Bond Rating Service remained unchanged at BBB (low) with a negative trend. Management does not believe this will materially impact the ability to finance the normal operations of the Company.

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

The Company has provided covenants to its lenders in support of various financing facilities. All covenants were complied with for the 13 and 39 weeks ended February 4, 2017.

Shareholders' Equity

The Company's share capital was comprised of the following on February 4, 2017:

	Authorized Number of of Shares	Issued and Outstanding Number of Shares	$ in Millions
2002 Preferred shares, par value of $25 each, issuable in series	991,980,000	-	$ -
Non-Voting Class A shares, without par value, net of shares held in trust	768,105,849	172,987,901	2,027.2
Class B common shares, without par value, voting	122,400,000	98,138,079	7.3
			$ 2,034.5

The increase in shareholders' equity, net of non-controlling interest, of $60.1 million from fiscal 2016 mainly reflects the increase in retained earnings. Book value per common share was $13.58 at February 4, 2017 compared to $13.33 at May 7, 2016.

The Company's share capital on February 4, 2017 compared to the same period in the last fiscal year is shown in the table below.

	13 Weeks Ended	
(Number of Shares)	**Feb. 4, 2017**	Jan. 30, 2016
Non-Voting Class A shares		
Issued and outstanding, beginning of period	**173,537,901**	173,536,260
Issued during period	**-**	-
Issued and outstanding, end of period	**173,537,901**	173,536,260
Shares held in trust, beginning of period	**(550,000)**	-
Purchased for future settlement of equity settled plans	**-**	-
Shares held in trust, end of period	**(550,000)**	-
Issued and outstanding, net of shares held in trust, end of period	**172,987,901**	173,536,260
Class B common shares		
Issued and outstanding, beginning of period	**98,138,079**	98,138,079
Issued during period	**-**	-
Issued and outstanding, end of period	**98,138,079**	98,138,079

During the 13 and 39 weeks ended February 4, 2017, the Company paid common dividends of $27.8 million and $83.5 million (2016 – $27.2 million and $82.2 million) to its equity holders. This represents a payment of $0.1025 and $0.3075 per share (2016 – $0.1000 and $0.3000 per share) for common share holders.

During the second quarter of fiscal 2017, the Company established a trust fund to facilitate the purchase of Non-Voting Class A shares for the future settlement of vested units under the Company's equity settled stock-based compensation plans. Contributions to the trust fund and the Non-Voting Class A shares purchased will be held by CST Trust Company which will serve as trustee. The trust fund is an SE and as such the accounts of the trust fund are included in the unaudited interim condensed consolidated financial statements of the Company. During the second quarter of fiscal 2017, the trust fund purchased 550,000 Non-Voting Class A shares for $10.6 million. These Non-Voting Class A shares have been recorded as a reduction to both capital stock and the weighted average number of common shares outstanding.

As at March 13, 2017, the Company had Non-Voting Class A and Class B common shares outstanding of 173,537,901, and 98,138,079, respectively, as well as 5,103,190 options to acquire in aggregate 5,103,190 Non-Voting Class A shares.

ACCOUNTING STANDARDS AND POLICIES

The unaudited interim condensed consolidated financial statements were prepared using the same accounting policies as disclosed in the Company's annual consolidated financial statements for the year ended May 7, 2016.

Accounting policy adopted during fiscal 2017

Presentation of financial statements

In December 2014, the IASB amended IAS 1, "Presentation of Financial Statements", providing clarifying guidance on materiality and aggregation, the presentation of subtotals, the structure of financial statements and the disclosure of accounting policies. The amendments became effective during the first quarter of fiscal 2017 and had no material impact on the Company's unaudited interim condensed consolidated financial statements.

Critical Accounting Estimates

Critical accounting estimates used by the Company's management are discussed in detail in the fiscal 2016 annual MD&A.

Internal Control over Financial Reporting

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

There have been no changes in the Company's ICFR during the period beginning November 6, 2016 and ended February 4, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

RELATED PARTY TRANSACTIONS

The related party transactions between the Company and Crombie REIT, including ongoing leases, are discussed in detail in the fiscal 2016 annual MD&A. There have been no material changes to the specified contractual obligations between the Company and Crombie REIT during the first three quarters of fiscal 2017, other than as described below.

On June 29, 2016, Sobeys and its wholly-owned subsidiaries closed an agreement with Crombie REIT to sell and leaseback a portfolio of 19 retail properties and a 50 percent interest in each of its three automated distribution centres, as well as the sale of two parcels of development land which were previously owned by Empire. Crombie REIT also invested approximately $58.8 million in renovations or expansions of ten Sobeys retail locations already in Crombie REIT's portfolio. In addition to cash, Crombie REIT issued to a subsidiary of Sobeys $93.4 million in value of Class B LP units and attached special voting units of Crombie REIT at a price of $14.70 per unit. The subsidiary of Sobeys subsequently sold its Class B LP units to Empire on a tax deferred basis. Total net cash proceeds to the Company and its wholly-owned subsidiaries from these transactions with Crombie REIT were $323.8 million, resulting in a pre-tax loss of $0.8 million. Proceeds from the transactions were used to repay the senior unsecured notes.

On July 29, 2016, Sobeys, through a wholly-owned subsidiary, sold and leased back an additional property from Crombie REIT for cash consideration of $26.4 million. This resulted in a pre-tax gain of $2.1 million. Sobeys also purchased one property from Crombie REIT for $9.1 million.

CONTINGENCIES

There are various claims and litigation, with which the Company is involved, arising out of the ordinary course of business operations. The Company's management does not consider the exposure to such litigation to be material, although this cannot be predicted with certainty.

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

RISK MANAGEMENT

Risk and uncertainties related to economic and industry factors and the Company's management of risk are discussed in detail in the fiscal 2016 annual MD&A.

SUBSEQUENT EVENT

Subsequent to February 4, 2017, Sobeys paid $55.2 million related to long-term supply agreements where minimum purchase volume requirements for calendar 2016 were not met. Management continues to negotiate final settlement of these amounts provided for in previous fiscal years.

DESIGNATION FOR ELIGIBLE DIVIDENDS

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

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

NON-GAAP FINANCIAL MEASURES & FINANCIAL METRICS

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

In addition, management adjusts measures and metrics, including EBITDA and net earnings in an effort to provide investors and analysts with a more comparable year-over-year performance metric than the basic measure, by excluding certain items. These items could impact the analysis of trends in performance and affect the comparability of our financial results. By excluding these items, management is not implying they are non-recurring.

Financial Measures

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

- Gross profit is calculated as sales less cost of sales.
- Earnings before interest, taxes, depreciation and amortization ("EBITDA"), is calculated as net earnings (loss), before finance costs (net of finance income), income tax expense (recovery), depreciation and amortization of intangibles. The exclusion of depreciation and amortization of intangibles partially eliminates the non-cash impact from operating income.

The following table reconciles GAAP measures to EBITDA:

	13 Weeks Ended		39 Weeks Ended	
($ in millions)	**Feb. 4, 2017**	Jan. 30, 2016	**Feb. 4, 2017**	Jan. 30, 2016
Net earnings (loss)	**$ 28.4**	$ (1,365.5)	**$ 140.2**	$ (1,174.8)
Income tax expense (recovery)	**11.4**	(258.2)	**41.1**	(184.6)
Finance costs, net	**28.8**	33.9	**90.3**	101.1
Operating income (loss)	**68.6**	(1,589.8)	**271.6**	(1,258.3)
Depreciation	**89.0**	99.5	**266.9**	293.9
Amortization of intangibles	**21.8**	22.4	**67.0**	66.9
EBITDA	**$ 179.4**	$ (1,467.9)	**$ 605.5**	$ (897.5)

- Adjusted EBITDA is EBITDA excluding certain items to better analyze trends in performance. These adjustments result in a truer economic representation on a comparative basis. The Company no longer adjusts for items that are insignificant to current period results or the comparative period. Adjusted EBITDA is reconciled to EBITDA in its respective subsection of the "Management's Explanation of Consolidated Operating Results" and "Food Retailing" sections of this MD&A.

- Interest expense is calculated as interest expense on financial liabilities measured at amortized cost plus losses on cash flow hedges reclassified from other comprehensive income or loss. Management believes that interest expense represents a true measure of the Company's debt service expense, without the offsetting total finance income.

The following table reconciles GAAP measures to interest expense:

	13 Weeks Ended		39 Weeks Ended	
($ in millions)	**Feb. 4, 2017**	Jan. 30, 2016	**Feb. 4, 2017**	Jan. 30, 2016
Finance costs, net	**$ 28.8**	$ 33.9	**$ 90.3**	$ 101.1
Plus: finance income	**1.5**	0.7	**5.1**	2.1
Less: net pension finance costs	**(2.8)**	(3.4)	**(8.6)**	(9.4)
Less: accretion expense on provisions	**(1.7)**	(3.3)	**(9.2)**	(9.4)
Interest expense	**$ 25.8**	$ 27.9	**$ 77.6**	$ 84.4
Interest expense on financial liabilities measured at amortized cost	**$ 25.8**	$ 27.9	**$ 77.6**	$ 84.2
Losses on cash flow hedges reclassified from other comprehensive income	**-**	-	**-**	0.2
Interest expense	**$ 25.8**	$ 27.9	**$ 77.6**	$ 84.4

- Adjusted net earnings are net earnings (loss), net of non-controlling interest, excluding certain items to better analyze trends in performance and financial results. These adjustments result in a truer economic representation of the underlying business on a comparative basis. The Company no longer adjusts for items that are insignificant to current period results or the comparative period. Adjusted net earnings is reconciled in its respective subsection of the "Management's Explanation of Consolidated Operating Results" and "Food Retailing" sections of this MD&A.

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

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

- Net funded debt is calculated as funded debt less cash and cash equivalents. Management believes that the deduction of cash and cash equivalents from funded debt represents a more accurate measure of the Company's financial obligations after 100 percent of cash and cash equivalents are applied against the total obligation.

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

- Net total capital is total capital less cash and cash equivalents.

The following tables reconcile the Company's funded debt, net funded debt, net total capital and total capital to GAAP measures as reported on the balance sheets as at February 4, 2017, May 7, 2016 and January 30, 2016, respectively:

($ in millions)	February 4, 2017	May 7, 2016[1]	January 30, 2016
Long-term debt due within one year	**$ 44.0**	$ 350.4	$ 346.7
Long-term debt	**1,913.9**	2,017.0	2,041.1
Funded debt	**1,957.9**	2,367.4	2,387.8
Less: cash and cash equivalents	**(203.3)**	(264.7)	(294.0)
Net funded debt	**1,754.6**	2,102.7	2,093.8
Total shareholders' equity, net of non-controlling interest	**3,681.1**	3,621.0	4,613.8
Net total capital	**$ 5,435.7**	$ 5,723.7	$ 6,707.6

($ in millions)	February 4, 2017	May 7, 2016[1]	January 30, 2016
Funded debt	**$ 1,957.9**	$ 2,367.4	$ 2,387.8
Total shareholders' equity, net of non-controlling interest	**3,681.1**	3,621.0	4,613.8
Total capital	**$ 5,639.0**	$ 5,988.4	$ 7,001.6

(1) Amounts have been reclassified to correspond to the current period presentation on the condensed consolidated balance sheets.

Financial Metrics

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

- Same-store sales are sales from stores in the same location in both reporting periods.

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

- Interest coverage is calculated as operating income divided by interest expense.

- Funded debt to total capital ratio is funded debt divided by total capital.

- Net funded debt to net total capital ratio is net funded debt divided by net total capital. Management believes that funded debt to total capital and net funded debt to net total capital ratios represent measures upon which the Company's changing capital structure can be analyzed over time. Increasing ratios would indicate that the Company is using an increasing amount of debt in its capital structure to fund its operations.

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

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

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

The following table shows the calculation of Empire's book value per common share as at February 4, 2017, May 7, 2016 and January 30, 2016.

($ in millions, except per share information)	**February 4, 2017**	May 7, 2016	January 30, 2016
Shareholders' equity, net of non-controlling interest	**$ 3,681.1**	$ 3,621.0	$ 4,613.8
Shares outstanding (basic)	**271.1**	271.7	271.7
Book value per common share	**$ 13.58**	$ 13.33	$ 16.98

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

Approved by Board of Directors: March 15, 2017
Stellarton, Nova Scotia, Canada