Altus Group

Annual Information Form

2021

TABLE OF CONTENTS

ALTUS GROUP LIMITED

1. EXPLANATORY NOTES

The information disclosed in this Annual Information Form (the "AIF"), Form 51-102F2, is stated as at December 31, 2021 or for the year ended December 31, 2021, as applicable, unless otherwise indicated.

Unless the context indicates otherwise, all references to "Altus Group", the "Company", "we", "us", "our" or similar terms refer to Altus Group Limited, and as appropriate, its subsidiaries and consolidated operations. Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to "$" are to the lawful currency of Canada.

The amounts in this Annual Information Form and the consolidated financial statements of Altus Group for the year ended December 31, 2021 have been prepared on the basis of International Financial Reporting Standards ("IFRS") and reported in Canadian dollars. Unless otherwise indicated herein, references to "$" are to Canadian dollars and percentages are in comparison to the same period in 2020.

Forward-Looking Information

Certain information in this AIF may constitute "forward-looking information" within the meaning of applicable securities legislation. All information contained in this AIF, other than statements of current and historical fact, is forward-looking information. Forward-looking information includes, but is not limited to, the discussion of our business and operating initiatives, focuses and strategies, our expectations of future performance for our various business units and our consolidated financial results, including the guidance on financial expectations, and our expectations with respect to cash flows and liquidity. Generally, forward-looking information can be identified by use of words such as "may", "will", "expect", "believe", "plan", "would", "could", "remain" and other similar terminology. All of the forward-looking information in this AIF is qualified by this cautionary statement.

Forward-looking information is not, and cannot be, a guarantee of future results or events. Forward-looking information is based on, among other things, opinions, assumptions, estimates and analyses that, while considered reasonable by us at the date the forward-looking information is provided, inherently are subject to significant risks, uncertainties, contingencies and other factors that may cause actual results, performance or achievements, industry results or events to be materially different from those expressed or implied by the forward-looking information. The material factors or assumptions that we identified and applied in drawing conclusions or making forecasts or projections set out in the forward-looking information include, but are not limited to: engagement and product pipeline opportunities in Altus Analytics will result in associated definitive agreements; settlement volumes in the Property Tax business will occur on a timely basis and that assessment authorities will process appeals in a manner consistent with expectations; the successful execution of our business strategies; consistent and stable economic conditions or conditions in the financial markets; consistent and stable legislation in the various countries in which we operate; no disruptive changes in the technology environment; the opportunity to acquire accretive businesses; and the absence of negative financial and other impacts resulting from strategic investments or acquisitions on short-term results; the successful integration of acquired businesses; and the continued availability of qualified professionals. Projections may also be impacted by macroeconomic factors, in addition to other factors not controllable by the Company. Altus Group has also made certain macroeconomic and general industry assumptions in the preparation of such forward-looking statements. Not all factors which affect the forward-looking information are known, and actual results may vary from the projected results in a material respect, and may be above or below the forward-looking information presented in a material respect.

The COVID-19 pandemic has cast additional uncertainty on each of these factors and assumptions. There can be no assurance that they will continue to be valid. Given the rapid pace of change with respect to the COVID-19 pandemic, it is difficult to make further assumptions about these matters. The duration, extent and severity of the impact the COVID-19 pandemic, including measures to prevent its spread, will have on our business is uncertain and difficult to predict at this time. As of the date of this AIF, many of our offices and clients remain subject to limitations and restrictions set to reduce the spread of COVID-19, and a significant portion of our employees continue to work remotely.

Inherent in the forward-looking information are known and unknown risks, uncertainties and other factors that could cause our actual results, performance or achievements, or industry results, to differ materially from any results, performance or achievements expressed or implied by such forward-looking information. Those risks, uncertainties and other factors that could cause actual results to differ materially from the forward-looking information include, but are not limited to: the general state of the economy; the COVID-19 pandemic; our financial performance; our financial targets; the commercial real estate market; acquisitions; industry competition; business interruption events; third party information; cybersecurity; professional talent; our cloud subscriptions transition; software renewals; our sales pipeline; enterprise transactions; customer concentration and loss of material clients; product enhancements and new product introductions; technological strategy; intellectual property; property tax appeals and seasonality; legislative and regulatory changes; privacy and data protection; our brand and reputation; fixed-price and contingency engagements; the Canadian multi-residential market; currency fluctuations; interest rates; credit; income tax matters; health and safety hazards; our contractual obligations; legal proceedings; our insurance limits; our ability to meet the solvency requirements necessary to make dividend payments; our leverage and financial covenants; our share price; our capital investments; and the issuance of additional common shares and debt, as described in this document under “Risk Factors”.

Given these risks, uncertainties and other factors, investors should not place undue reliance on forward-looking information as a prediction of actual results. The forward-looking information reflects management’s current expectations and beliefs regarding future events and operating performance and is based on information currently available to management. Although we have attempted to identify important factors that could cause actual results to differ materially from the forward-looking information contained herein, there are other factors that could cause results not to be as anticipated, estimated or intended. The forward-looking information contained herein is current as of the date of this AIF and, except as required under applicable law, we do not undertake to update or revise it to reflect new events or circumstances. Additionally, we undertake no obligation to comment on analyses, expectations or statements made by third parties in respect of Altus Group, our financial or operating results, or our securities.

Certain information in this AIF may be considered as “financial outlook” within the meaning of applicable securities legislation. The purpose of this financial outlook is to provide readers with disclosure regarding Altus Group’s reasonable expectations as to the anticipated results of its proposed business activities for the periods indicated. Readers are cautioned that the financial outlook may not be appropriate for other purposes.

2. CORPORATE STRUCTURE

Name, Address and Incorporation

Altus Group Limited is governed by the *Business Corporations Act* (Ontario) (the "OBCA") pursuant to Articles of Arrangement dated January 1, 2011. The head and registered office of the Company is located at 33 Yonge Street, Suite 500, Toronto, Ontario, Canada M5E 1G4.

Intercorporate Relationships

The following is a list of the principal subsidiaries of Altus Group as at December 31, 2021 (including jurisdictions of establishment/incorporation).

The list shows the percentages of the votes attached to all voting securities of each of the subsidiaries owned by Altus Group or over which control or direction is exercised by Altus Group.

There are certain subsidiaries not shown that each represent less than 10% of the Company's total consolidated revenues and total consolidated assets (although not each subsidiary shown necessarily represents more than 10% of total consolidated assets and total consolidated revenues) and, if considered in the aggregate as a single subsidiary, represent less than 20% of total consolidated revenues and total consolidated assets.

Subsidiary	Voting Securities	Jurisdiction of Incorporation
Altus Group (UK) Limited	100%	United Kingdom
Altus Group U.S. Inc.	100%	Delaware
ARGUS Software, Inc.	100%	Delaware
Scryer, Inc. (dba Reonomy)	100%	Delaware
ARGUS Software (UK) Ltd.	100%	United Kingdom
F3AM SAS	100%	France
Finance Active SAS	100%	France

3. GENERAL DEVELOPMENT OF ALTUS GROUP

Strategy

The growing prominence of data analytics, process automation, machine learning, artificial intelligence and cloud computing are continually providing greater visibility into properties and their performance. The maturing of the proptech sector is driving rapid modernization of the industry and changing customer demand trends. Customers are moving beyond single specialty solutions and increasingly looking for integration across their technology platforms and data collaboration across workflows to drive real-time business insights. Combined with the impacts of globalization, demographic shifts, new institutional capital in-flows and cross-border transactions, talent scarcity and increasing regulatory pressures – the commercial real estate ("CRE") industry is undergoing a fundamental transformation. We believe our industry is at an inflection point that presents us with an attractive opportunity for our long-term growth strategy.

At the center of this rapidly maturing and consolidating sector is Altus Group. Our global footprint and market leading solutions place us at the intersection of CRE transactions globally, uniquely positioning us to drive transformative industry innovation in a fragmented technology landscape. We believe we have the industry's best view of global real estate and an established global platform that's trusted by the industry.

Our long-term strategy reinforces Altus Group as a global market leader in actionable intelligence solutions for the valuation, performance, and risk management of CRE assets. To drive our next phase of growth – *sustainably and innovatively* – our strategy is centered around serving the CRE market with an intelligence-as-a-service offering that provides us with strong recurring revenues, fuels the network effect of our platform, and better positions us to move into adjacent verticals. The intelligence-as-a-service model combines our technology, data and expertise across a myriad of CRE workflows spanning the various stages of the CRE asset lifecycle. In support of this, we are realigning our go-to-market plans and operating models across all of Altus Group to efficiently scale and enhance sales opportunities. Transformative industry innovation is core to solidify Altus Group as mission critical in the CRE ecosystem. Our product roadmap is focused on expanding capabilities that help our clients maximize returns (alpha) and reduce volatility (beta) with speed and scale. By pioneering predictive and prescriptive analytics we will help clients and our industry move from insight to foresight and in doing so further imbed our solutions across organizations. With the foundational technology and our best-in-class talent already in place, the acquisitions from 2021 have significantly accelerated our go-to-market timelines to drive transformative industry innovation in the coming years with actionable intelligence solutions.

The rare market consolidation that is emerging in the proptech sector presents us with a unique opportunity to remain acquisitive. While we are well positioned to deliver on our plans organically, we intend to pursue acquisition opportunities that will strengthen our intelligence-as-a-service platform and help accelerate time to market in alignment with our long-term strategy, including opportunities in new verticals and adjacencies that align with secular growth trends and that are strategic to our clients across the CRE value chain.

2022 Strategic Priorities:

In 2022, our strategic focus builds on the prior year's priorities and the acquisitions we made to drive transformative innovation. We have organized our priorities around three key themes – focus, simplification, and execution.

1. **Focus**

- ***Profitable revenue growth***: We are focused on strong sales execution to drive profitable revenue growth in each of our tier one geographies (U.S., Canada, U.K., France, Germany and Australia), across our core customer sectors (investors, proprietors, bankers, and service providers) and across our customer segments (high touch and scale).

- ***Network effect***: Driving global industry adoption of our ARGUS cloud platform remains a high priority and will be foundational to our intelligence-as-a-service offering. ARGUS' global, mission critical and de facto standard differentiation is amongst our most strategic competitive advantages that advances our position globally through its inherent network effect. We remain tactically focused on migrating our legacy on-premise software users to our cloud platform, as well as expanding our penetration with existing customers and adding new ones.

2. **Simplification**

- ***Data***: Our business encompasses a substantial amount of valuable data across all of our solutions and service lines that we intend to leverage in our intelligence-as-a-service offering to deliver analytics at scale and with greater efficiency and speed. A core initiative this year is the unification of our data, including expanding our governance and optimization processes, as well as expanding our data and analytics capabilities to markets within our tier one targets.

- ***Value selling***: We are realigning our product offering structure pivoting from product-centric strategies and point solution selling to a more ubiquitous model that centers around our customers' unique priorities and with offers aligned to clear customer challenges that we can solve and create value. The combination of our data, technology and expertise that seamlessly delivers actionable intelligence provides for the most optimal way to drive client value while supporting our business strategies to profitably grow and scale. In 2022, we are updating the way we bring our solutions to market (starting with Altus Analytics and then at CRE Consulting) under the following five offerings: Altus Valuation, Altus Transactions, Altus Performance, Altus Strategy, and Altus Intelligence. Each of these offerings packages a number of our capabilities to best suit our customers' needs.

- ***Platform economics***: We are transitioning our entire technology stack to a platform-based approach designed for the management of our data model, the transition of our clients' digital experience, and to reap the benefits of leverage and scale across our entire organization. We are continuing to integrate all of our underlying technology under a common Altus Group performance platform to deliver intelligence-as-a-service. This approach is inclusive of all our solutions and service lines by design and will include a tax management workflow solution that will contribute valuable information to our intelligence-as-a-service model.

3. **Execution**

- ***One Altus***: Keeping pace with our growth and the many acquisitions made over the years, in 2022 we will transform our internal systems for how we operate, collaborate and go-to-market as a unified intelligence-as-a-service provider across all of Altus Group. This includes upgrading our finance back-office systems, optimizing CRM front office systems for integrated account planning, and simplifying our solution architecture (including realigning our sales processes, incentives and pricing to increase client value). Our efforts will simplify how we engage with our employees and customers and maximize our internal systems so that we can efficiently and effectively scale as we grow and enhance our productivity metrics.

- ***Talent strategy***: In support of our pursuit to become an international employer of choice, in 2022 we are focused on enhancing our talent management strategy to attract, motivate, reward and retain our talented people with a focus on embedding a culture of transformation, diversity, equity and inclusion. We are shifting our talent priorities to increase our capacity in line with our growth strategy and investing in our global human resources systems to better manage our talent pool, strengthen employee engagement and productivity, and create a best-in-industry employee experience with improved organizational cohesiveness.

Recent Developments in our Business

We have completed a number of acquisitions, financing transactions and other activities in the last three years, including those listed below.

Acquisitions

The key characteristics of our acquisitions over the past three years are summarized in the following table:

Entity	Key Characteristics
One11 Advisors, LLC (2019)	Strengthened our Altus Analytics software services and managed services offerings
Caruthers & Associates, Inc. (2019)	Expanded our Property Tax services and geographic footprint in the U.S.
Property Tax Assistance Company Inc. (2020)	Expanded our Property Tax services and geographic footprint in the U.S.
Finance Active SAS (2021)	Expanded our Altus Analytics software services to include debt management SaaS solutions that provide us with a platform for CRE debt valuation and risk management while expanding our geographic footprint in Europe

Entity	Key Characteristics
StratoDem Analytics, LLC (2021)	Strengthened our Altus Analytics offerings with data-as-a-service CRE focused capabilities, which together with our data and technology provides us with predictive analytics to maximize asset and portfolio performance
ArGil Property Tax Services Paralegal Professional Corporation (2021)	Strengthened our Property Tax services in Ontario
Scryer, Inc. (dba Reonomy) (2021)	Expanded our Altus Analytics offerings with an artificial intelligence powered platform for the CRE industry that provides us with comprehensive data and technology for the delivery of our intelligence-as-a-service offering

2019

Cloud-Enabled ARGUS Enterprise Launch

In July 2019, we launched a cloud-enabled version of ARGUS Enterprise ("AE"), AE 12, and began to sell software licenses predominately on subscription terms. New customers were sold cloud-enabled AE 12 on subscription terms only, while existing customers had the option to license the software either on subscription terms (on the cloud or on-premise) or on on-premise perpetual terms until the end of the year. We maintained this flexibility until the end of 2019. Beginning in 2020, all of our software was sold on a subscription-based model only. With the launch of AE 12, we also began to move our legacy on-premise customers to the cloud-enabled version by beginning to convert their maintenance contracts into subscription contracts for cloud-enabled AE.

Acquisition of One11 Advisors, LLC

On July 1, 2019, the Company acquired all the issued and outstanding shares of One11 Advisors, LLC ("One11") and its subsidiaries for USD11,000 (CAD14,395) in cash and common shares, subject to closing working capital adjustments of USD629 (CAD823). As part of the transaction, the Company entered into non-compete agreements with key members of management of One11. On closing, the Company paid cash of USD7,700 (CAD10,077). The common shares USD3,300 (CAD4,318) were issued from treasury. The common shares will be held in escrow and released on the fourth anniversary of the closing date, subject to compliance with certain terms and conditions. One11 is a U.S.-based real estate software consulting firm that provides integrated advisory and managed services for real estate organizations' front to back office strategies, processes and technology.

Acquisition of Caruthers & Associates, Inc.

On July 1, 2019, the Company acquired certain operating assets of Caruthers & Associates, Inc. ("Caruthers") for USD4,000 (CAD5,235) in cash, common shares and contingent consideration, subject to working capital adjustments of USD119 (CAD156). As part of the transaction, the Company entered into a non-compete agreement with a key member of management of Caruthers. As consideration for these assets on closing, the Company paid cash of USD2,000 (CAD2,617) and common shares of USD1,000 (CAD1,309). The common shares will be held in escrow and released on the third anniversary of the closing date, subject to compliance with certain terms and conditions. The purchase agreement provides for contingent consideration of USD1,000 (CAD1,309), subject to certain performance targets being achieved over a 30-

month period from the closing date. If mutually agreed upon, the contingent consideration may be settled in cash or common shares. Caruthers is a U.S.-based property tax consulting firm. Its team of seven employees based out of Memphis has been integrated with the Company's U.S. Property Tax business, expanding its geographic footprint in tax services in the U.S.

2020

Altus Data Studio Launch

In February 2020, we launched Altus Data Studio in Canada, which combined our legacy RealNet and Altus InSite products into one core platform. Altus Data Studio provides significant enhancements to the user experience and robust data visualization capabilities for our comprehensive coverage on the Canadian residential, office, industrial and CRE investment markets.

Amendment to Credit Facilities

On March 24, 2020, we amended and expanded our credit facilities to further strengthen our financial and liquidity position. The amended credit facilities increase our borrowing capacity to $275 million from $200 million, with certain provisions that allow us to further increase the limit to $350 million. The amended agreement extends the term by three years expiring March 24, 2023, with an additional two-year extension available at our option. The other significant amendment is that the credit facilities are unsecured.

Long-Term Equity Incentive Plan Revision

On May 6, 2020, our shareholders approved a resolution to increase the number of authorized common shares to be reserved for issuance under our Long-Term Equity Incentive Plan and to ratify the grant of awards made under it to executives and key employees. The resolution increases the maximum number of common shares reserved for issuance by 1,850,000 to 4,075,000.

Restructuring Activities

Beginning in Q2 2020, we initiated a global restructuring program across all our business segments which resulted in one-time restructuring costs of $12.0 million for the year ended December 31, 2020, of which $4.7 million related to Altus Analytics, and the balance to CRE Consulting and Corporate segments. These costs relate primarily to employee severance costs. The restructuring was planned as part of our strategy to continue to focus and invest in technology and information services platforms.

Geomatics Spin-Off and Investment in the GeoVerra Joint Venture

On June 27, 2020, the previously announced transaction to divest of the Geomatics business by way of a joint venture structure with WSP Global Inc. closed. The combined entity launched as GeoVerra Inc. ("GeoVerra"), forming a leading Canadian geomatics firm with offices and employees in Western Canada and Ontario. We contributed $14.9 million in cash and certain net assets in exchange for a 49.5% equity interest in GeoVerra that provides joint control through an equal 50% of the voting rights, resulting in a gain of $0.5 million. We account for our investment as a joint venture using the equity method.

CEO Transition

Effective September 30, 2020, Robert Courteau retired as Chief Executive Officer ("CEO") of Altus Group and was succeeded by Michael Gordon.

Acquisition of Property Tax Assistance Company Inc.
On December 1, 2020, the Company acquired certain operating assets of Property Tax Assistance Company Inc. ("PTA") for USD10,125 (CAD13,139) in cash, subject to closing working capital adjustments of USD2,203 (CAD2,859). As part of the transaction, the Company entered into non- compete agreements with key members of management of PTA. On closing, the Company paid cash of USD9,625 (CAD12,490). In addition, the Company granted common shares of USD3,375 (CAD4,376) to key members of management of PTA, which were issued from treasury. The common shares will be held in escrow and will vest and be released equally over four years on each anniversary of the closing date, subject to continued employment with the Company and compliance with certain terms and conditions. PTA is a U.S. property tax consulting firm based in California that provides personal property and real estate tax services for commercial, industrial and multifamily properties.

2021
Acquisition of Finance Active
On April 1, 2021, we acquired all of the issued and outstanding shares of Finance Active SAS ("Finance Active") and its subsidiaries for approximately EUR106.5 million (CAD157.3 million) including a working capital payable of EUR0.1 million (CAD0.1 million). On closing, we paid a total of EUR89.2 million (CAD131.9 million) in cash, funded by drawing down on our credit facilities. In addition, we issued 303,177 common shares to the selling shareholders and certain members of Finance Active's management team valued at EUR12.4 million (CAD18.3 million) from treasury. These common shares will be held in escrow and will vest and be released over two- or three-year periods on each anniversary of the closing date, subject to compliance with certain terms and conditions. Of the shares issued, 156,405 valued at EUR6.4 million (CAD9.5 million) are also subject to continued employment over the vesting period. As part of the purchase price, EUR4.8 million (CAD7.1 million) is also payable in cash over two years after closing. As part of the transaction, we entered into non-compete agreements with members of management of Finance Active.

Founded in 2000, Finance Active is a European provider of SaaS debt management and financial risk management SaaS solutions for treasury and investment management serving public, corporate and financial institutions. Finance Active is headquartered in Paris, France, with a wide geographic footprint in Europe including over 3,000 customers ranging from small-to-medium businesses to large, global institutions. Finance Active's team of approximately 160 professionals has integrated with our Altus Analytics business. Finance Active, with its SaaS business model, strengthens our Over Time revenues and provides additional opportunities for organic growth as we integrate our go-to-market operations.

Acquisition of StratoDem Analytics
On May 4, 2021, we acquired certain assets of StratoDem Analytics, LLC ("StratoDem Analytics") for USD24.4 million (CAD29.9 million) in cash and common shares, subject to adjustments. As part of the transaction, we entered into a non-compete agreement with members of management of StratoDem Analytics. As consideration for these assets, we paid cash of USD16.0 million (CAD19.6 million). In addition, we issued 165,320 common shares to the vendors valued at USD8.4 million (CAD10.3 million) from treasury. The common shares will be held in escrow, and will vest and be released 50% on the first anniversary and the remaining 50% equally at 25% on each of the second and third anniversary of the closing date, subject to continued employment and compliance with certain terms and conditions. Of the shares issued, 139,977 valued at USD7.1 million (CAD8.7 million) are also subject to continued employment over the vesting period.

StratoDem Analytics is an early-stage company offering data-science-as-a-service for the real estate sector. The cloud-based StratoDem Analytics platform integrates vast amounts of granular local demographic and economic datasets to generate predictive models and analytical tools that enable clients to better understand the factors influencing the market and build more accurate models and forecasts. Through this acquisition, the StratoDem Analytics platform is a core component to our long-term data strategy, bringing valuable data science talent and technology, and accelerating our speed to market for future data analytics products. Based in the U.S., StratoDem Analytics' team has been integrated with our Altus Analytics business.

Cybersecurity Incident

On June 13, 2021, we discovered that we were the target of a ransomware attack, which involved the encryption of a number of our back-office systems. We took immediate action to implement our cybersecurity protocols, notified law enforcement, and engaged with cybersecurity experts and professional advisers to assist in addressing the issue as quickly as possible. A customer business continuity protocol was implemented and, as a precautionary measure, our IT back-office systems were temporarily taken offline until they were rebuilt in greenfield environments under guidance of leading cybersecurity experts with additional measures to enhance the security of our systems. In conjunction with these activities, we have taken the opportunity to advance various transformational initiatives that will modernize our applications and processes onto cloud platforms. Since discovery of the incident, our client-facing, cloud-based data and software systems remained fully operational. While the cybersecurity incident caused some internal operational disruption, the impact to revenues was limited to certain areas of our business and overall was not considered material.

Acquisition of ArGil Property Tax Services Paralegal Professional Corporation

On August 16, 2021, we acquired certain assets of ArGil Property Tax Services Paralegal Professional Corporation ("ArGil") for $6.1 million including a working capital payable of $2.1 million. As part of the transaction, we entered into a non-compete agreement with members of management of ArGil. As consideration for these assets, we paid cash of $1.4 million and will pay to the vendors excess working capital of $2.1 million. In addition, we issued 40,023 common shares to the vendors valued at $2.4 million from treasury. The common shares will be held in escrow, and will vest and be released equally over three years on each anniversary of the closing date, subject to compliance with certain terms and conditions. The shares issued are also subject to continued employment over the vesting period. The purchase agreement also provides for contingent consideration of $0.2 million, subject to certain performance targets being achieved over a three-year period from the closing date. ArGil provides Property Tax Advisory services in Ontario, Canada. Based in Canada, the ArGil team has integrated with our Property Tax business.

Amendment to Credit Facilities

On September 24, 2021, we amended our bank credit facilities to further strengthen our financial and liquidity position. The amended credit facilities increased our borrowing capacity to $315.0 million from $275.0 million with certain provisions that allow us to further increase the limit to $365.0 million. The amendment also revised the interest rates under our credit facilities that were benchmarked to LIBOR rates to be benchmarked to SONIA, SOFR and €STR rates.

On November 4, 2021, we further amended our bank credit facilities to increase our borrowing capacity to $400.0 million from $315.0 million with certain provisions that allow us to further increase the limit to $450.0 million.

Bought Deal Equity Financing
On October 4, 2021, we completed a $172.5 million bought deal equity financing to strengthen our financial flexibility to pursue our growth strategy. A total of 2,783,000 common shares were sold pursuant to our bought deal equity financing at a price of $62.00 per common share for gross proceeds of $172.5 million, including the full exercise of the underwriters' over-allotment option to purchase an additional 363,000 common shares at the same price.

Acquisition of Reonomy
On November 12, 2021, we acquired all of the issued and outstanding shares of Scryer, Inc. (dba "Reonomy"), a fast growing, artificial intelligence powered data platform for the CRE industry, for USD201.5 million (approximately CAD250.8 million) (on a cash-free debt-free basis), subject to adjustments. The acquisition of Reonomy strengthens our CRE data and analytics capabilities and creates a very compelling client offering that allows us to serve new and expanded customer use cases. It also strategically positions us for accelerated transformative innovation in artificial intelligence predictive data analytics, consistent with our data strategy to solve key CRE challenges with real-time, data-driven insights, predictive analytics and alert capabilities. Reonomy was founded in 2013 and is in its early stages of growth.

On closing, we paid a total of USD218.1 million (CAD271.4 million) in cash, funded with cash on hand and drawing down on our credit facilities. In addition, there is a working capital payable of USD0.3 million (CAD0.3 million) that will be settled in 2022. As part of the transaction, we entered into non-compete agreements with members of management of Reonomy. In addition, we issued 58,466 common shares to employees of Reonomy valued at USD3.0 million (CAD3.7 million). These common shares are held in escrow and will vest and be released in equal installments on each of the first and second anniversaries of the grant date, subject to compliance with certain terms and conditions. Based in the U.S., Reonomy's team will integrate with our Altus Analytics business unit.

Subsequent Events

Leadership Transition
On February 3, 2022, we announced plans for the transition of our leadership team, including the promotion of Jim Hannon as our next CEO effective April 1, 2022, succeeding Mike Gordon who will remain on our Board of Directors (the "Board"). Concurrently, Jorge Blanco has been promoted to the role of President of our Altus Analytics business segment and to the newly created role of Chief Commercial Officer effective April 1, 2022.

Normal Course Issuer Bid ("NCIB")
On February 3, 2022, we announced that the Toronto Stock Exchange ("TSX") approved our notice of intention to enter into a NCIB. Pursuant to the NCIB, we may purchase for cancellation up to 1,345,142 of our outstanding common shares during the period from February 8, 2022 to February 7, 2023. The total number of common shares that we are permitted to purchase is subject to a daily purchase limit of 20,336 common shares, other than block purchase exemptions.

4. BUSINESS OF ALTUS GROUP

Overview

Altus Group provides the global CRE industry with vital actionable intelligence solutions driven by our de facto standard ARGUS technology, unparalleled asset level data, and market leading expertise. As a market leader in providing intelligence-as-a-service, Altus Group empowers CRE professionals to make well-informed decisions with greater speed and scale to maximize returns and reduce risk. Trusted by most of the world's largest CRE leaders, our solutions for the valuation, performance, and risk management of CRE assets are integrated into workflows critical to success across the CRE value chain. Founded and listed on the Toronto Stock Exchange (TSX:AIF) since 2005, Altus Group is a global company with approximately 2,600 employees across North America, EMEA and Asia Pacific.

We have two core reporting business segments - Altus Analytics and CRE Consulting.

Geographic Coverage

Revenue Contribution by Geography

Altus Group's revenue is geographically disbursed as follows:

	Year Ended December 31, 2021 *($,000)*	Year Ended December 31, 2020 *($,000)*
Canada	185,709	183,042
U.S.	232,712	212,807
Europe	178,801	136,161
Asia Pacific	28,165	29,146
Total	625,387	561,156

Altus Analytics

Our global Altus Analytics business segment includes a portfolio of CRE-focused software, data, analytics, and advisory solutions that enable clients to drive better performance in the areas of valuation, transactions, performance, strategy and intelligence. Our solutions drive compelling, quantifiable value for our clients and empower them to leverage the gained intelligence to deliver outsized returns, mitigate portfolio risk, improve margins and raise more capital. The combination of our deep industry expertise with asset-level data and data science on an industry standard platform (ARGUS) enables us to serve our customers through a scalable intelligence-as-a-service delivery model. Our ARGUS platform enjoys a strong network effect in the CRE ecosystem and has been widely recognized as the industry standard for property cash flow and valuation modelling for over 30 years, and many of our solutions are deeply entrenched in our customers' key workflows across the CRE asset value chain. Our clients predominately consist of CRE-focused professionals and organizations ranging from small-to-medium sized businesses to large, global firms. The key customers we serve include equity and debt investors, valuers and appraisers, brokers, developers, banks, and public entities.

Our Altus Analytics solutions are global with our flagship AE software currently utilized in over 100 countries. Our products have traditionally been sold as point solutions, primarily led by our ARGUS software and appraisal management offerings, which we bolstered with new software, data and analytics capabilities through acquisitions that collectively provide us with an end-to-end enterprise solution across various CRE asset investment and management workflows – both for equity and debt investments. In 2022, we are realigning the way we bring our solutions to market by combining our core software tools (ARGUS and Finance Active), data (Altus Data Studio and Reonomy), analytics (ARGUS ValueInsight with CRE fund benchmarking and attribution analysis tools and StratoDem Analytics) and advisory (Appraisal

Management and One11 advisory) capabilities under the following five offerings: Altus Valuation, Altus Transactions, Altus Performance, Altus Strategy, and Altus Intelligence. Each of these offerings packages a number of our capabilities which we believe best suits our customers' needs and better addresses their pain points across the whole asset lifecycle.

Our Altus Analytics business segment primarily consists of Over Time revenues, including software subscription revenues recognized on an over time basis, data and analytics offerings, as well as legacy software maintenance fees (which are in the process of upgrading to cloud subscriptions) and the managed services fees from our Appraisal Management solutions. The segment also consists of point-in-time revenues from legacy on-premise licenses as well as services related to education, training, implementation, and strategic advisory for front-to-back-office strategies, processes and technology. Our revenue mix continues to increasingly shift to a recurring subscription-based model under which revenues are recognized ratably (which we capture as Over Time revenues). We continue to upgrade our legacy on-premise AE software users to our cloud environment by converting their maintenance contracts to cloud subscription contracts. Our subscription agreements vary in length between one to five years with the fee primarily dependent on the number of users and applications deployed, and in the case of our Appraisal Management managed services, based on the number of real estate assets on our platform with adjustments for frequency of valuations and complexity of asset class. Our non-recurring software service engagements are charged primarily on a time and materials basis, billed and recognized monthly as delivered. We enjoy very high contract renewal rates for our Altus Analytics solutions, including industry leading retention rates for our flagship AE software.

Altus Analytics operates in Canada, the U.S., Europe and Asia Pacific.

Commercial Real Estate Consulting

Our CRE Consulting business segment includes CRE-focused professional services in the areas of property tax management, valuations, and cost advisory to help our clients maximize the value and returns of their CRE assets and investments. Through our various practice areas, we are well-equipped to serve our clients across various stages of the CRE asset lifecycle: feasibility, development, acquisition, management and disposition. Our professionals possess extensive industry, market and asset-specific knowledge that contribute to our proprietary internal databases that help drive successful client outcomes. We have long-standing relationships with leading CRE market participants - including owner operators, developers, financial institutions, and various CRE asset holders and investors. Given the strength of our brand, our independence and quality of our work, we enjoy a high rate of client renewals across all of our CRE Consulting practices.

Property tax is typically the largest operating expense in CRE property ownership after debt service, making it a key area of focus for our clients. Additionally, realty tax regimes vary significantly between jurisdictions requiring regional and asset specific expertise. We help clients proactively manage this cost and their complex appeal processes, striving to help them minimize the tax burden and reduce the cost of compliance. Our core real estate property tax services include assessment reviews, managing tax appeals, as well as in the U.S., personal property and state and local tax advisory services. The combination of our very specific expertise with our proprietary comprehensive databases and technology contribute to our long-standing track record of successful client outcomes. In Canada, our engagements are also supported by our Property Tax Analyzer platform, an automated workflow communication model that provides clients with "one stop" monitoring and a dashboard view of their assets and property information, including property assessments, appeal status, and taxation information. The majority of our Property Tax revenues are derived on a contingency basis, representing a percentage of the savings we achieve for our clients. As such, we recognize contingency revenues when settlements are made, which in some cases could span multiple years. A smaller portion of our fees are based on a time and materials basis. This business is subject to some seasonal and cyclical variations.

Our Valuation practice in Canada consists of appraisals of real estate portfolios, valuation of properties for transactional purposes, due diligence and litigation support, and economic consulting. Our Cost Advisory practice, offered in both the private and public sectors in Canada and Asia Pacific, provides expert services in the areas of construction feasibility studies, budgeting, cost and loan monitoring and project management. Pricing for our Valuation and Cost Advisory services is primarily based on a fixed fee or time and materials basis.

CRE Consulting operates in Canada, the U.S., the U.K. and Asia Pacific.

Revenue Contribution by Segment
Set out below is a comparison of Altus Group's revenue, as reported by operational segment:

	Year Ended December 31, 2021 *($,000)*	Year Ended December 31, 2020 *($,000)*
Altus Analytics	251,084	203,707
Commercial Real Estate Consulting:		
Property Tax	259,911	245,162
Valuation and Cost Advisory	114,693	112,592
Eliminations	(301)	(305)
Total	625,387	561,156

Competitive Conditions

Competitive Strengths
Altus Group is one of the world's leading providers of intelligence-as-a-service to the global CRE industry. Our key competitive strengths include the sources of the actionable business intelligence that we provide to our clients, derived from our industry expertise, differentiated data, market-standard technology and innovative analytics capabilities. Our growing global scale, as well as the breadth and diversity of our offerings and the fact that we are independent from asset and investment managers are also key competitive differentiators. Together they provide us with a competitive advantage that allows us to meet a diverse range of our clients' needs across various economic cycles and outperform many of our competitors. They have also allowed us to gain significant market share in our core markets, and have contributed to strong and long-standing client relationships across all of our business segments. The strategic combination of our CRE practice areas also allows us to service clients through the entire life cycle of their real estate holdings, from feasibility, to acquisition or the development of a project, to construction, to operations and portfolio management, and eventually, asset disposition.

Industry, Market and Asset-Specific Knowledge
We possess extensive industry, market and asset-specific knowledge, data and information databases in the markets in which we operate. Through our various offerings, we collect information and data on thousands of assets and their performance on many significant properties in various urban centres. Additionally, with approximately 2,600 employees worldwide, we have a critical mass of professionals that allows for increased specialization within our practice areas. The data and knowledge we have amassed

has positioned us to serve the industry through an intelligence-as-a-service delivery model that combines our expertise, technology, data and analytics capabilities tailored to our clients' needs across the CRE value chain.

Competition

Given the broad base of our offerings, Altus Group does not have one single competitor, rather we face competition from a variety of different companies, primarily across the following areas of our business:

- *Software providers* - although our software offerings are industry-standards for property valuations in North America, we still face competition from other software providers of CRE asset and investment management capabilities.
- *Local or regional firms offering professional real estate services* - these firms tend to be smaller in size than our Company and generally compete on projects where the real property is geographically proximate.
- *Real Property Brokerages* - although many leading brokerages are clients of our Altus Analytics offerings, these firms have a national and international base and also compete with us for larger clients with multi-jurisdictional and multi-service professional real estate service needs, primarily in the areas of valuations, due diligence, and some property tax assessments.
- *Accounting, law, specialty and engineering firms* - these firms have national and international bases and compete with us for larger clients with multi-jurisdictional and multi-service professional real estate service requirements.
- *Data and data analytics providers* - although our data and data analytics solutions are unique in the industry, other data providers target similar customers.

Employees

One of our key competitive advantages is our industry expertise. In order to deliver on our clients' needs and provide the level of service our clients expect, we are dependent on being able to attract, retain, develop and motivate our people. We have been successful in attracting and retaining talented professional staff due to, among other things, our global scale and position as an industry leader. This gives us the ability to offer our employees the opportunity to develop a broad and unique skill set through participation in a variety of projects, practice areas and high-profile assignments, while being involved in industry innovation as we pivot our business to an intelligence-as-a-service delivery model.

Our ability to draw on employees with a wide range of academic and professional backgrounds is critical to our success. Our employees have professional backgrounds in business, CRE, technology and data science, with specific skillsets ranging from appraisal assessments, cost consulting, business administration, software sales, marketing and development, engineering, legal, accounting, economics, software development, cybersecurity, privacy and data protection.

Our dependence on being able to attract and retain employees is also one of our material risks. We strive to mitigate this risk through our robust talent management programs and by providing competitive benefits and compensation packages. We regularly benchmark our practices to those of our industry peers to ensure our benefits remain competitive and continue to meet our employees' needs. At our most senior levels, not only do we offer participation in our Long-Term Incentive Plan, but we also award a portion of our annual bonus in the form of equity. We offer flexible working arrangements that help improve our employees' work-life balance and overall wellness, and we provide a wide array of training, including technical, leadership and personal development aimed at empowering our employees to advance their careers within Altus Group. Additional information regarding our talent management programs, including our diversity, equity & inclusion efforts is provided in our 2021 Sustainability Report, which is expected to be available on our website in April 2022.

We regularly review our talent and succession pipeline, giving visibility of our top talent to our executive team across the business. We inform our Board regularly with regards to our key talent and ensure the Board has direct exposure to these individuals.

Regulations

The professional associations to which our employees belong regulate membership, set professional standards and provide oversight. They have the authority to censure or expel members who do not abide by their codes of conduct.

Altus Group is also globally regulated by the Royal Institution of Chartered Surveyors ("RICS"), the world's leading qualification for professional standards in land, property and construction. RICS is the global professional body that promotes and enforces the highest international standards in the valuation, management and development of land, real estate, construction and infrastructure.

Altus Group was the first Canadian company to be regulated by RICS. Among other things, RICS requires us to adhere to certain valuation standards that take into account sustainability factors, such as environment and climate change, health and well-being and corporate responsibility. With our commitment to regulation by RICS, we align our self with RICS' recognition of the growing relevance of sustainability factors as a market influence.

Intangible Property

Trademarks

We own or have rights to trademarks, service marks or trade names (collectively, "Marks") that we use in connection with the operation of our business that we believe enjoy significant brand recognition. Some of these Marks are subject to registrations or applications to register with trademark offices in various jurisdictions, while others are not subject to registration but are protected by common law rights. Solely for convenience, Marks referred to herein may appear without the ®, TM or SM symbols, but such references do not indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these Marks. Our Marks for Altus, Altus Group, Altus Analytics and ARGUS and its family of software product names enjoy significant brand recognition within the CRE industry. ARGUS Enterprise is recognized as an industry standard for CRE valuations. Likewise, we believe the Marks for our recent acquisitions, Finance Active and Reonomy, also enjoy significant brand recognition within the CRE industry.

Proprietary Software and Data Analytics Solutions

Altus Group's proprietary technology, data and analytics solutions, including the de facto industry standard ARGUS Enterprise software and Finance Active and Reonomy branded products, are critical components of our success and a key differentiator in the marketplace. Over the years, we have completed a number of technology acquisitions that have provided us with an end-to-end platform for a broad base of CRE investment and management capabilities to better service our clients and address emerging market demand trends. We protect our technology, data and analytics solutions through a combination of copyright, trade secrets, confidentiality procedures and contractual arrangements. Additional information regarding our data privacy and security programs is provided in our 2021 Sustainability Report, which is expected to be available on our website in April 2022.

In addition to our established software and data analytics offerings, our Property Tax practice relies on its information systems in Canada, the U.S. and the U.K. to manage property tax appeal processes. Our Property Tax practice uses these systems to make an assessment of the property tax applicable to a particular property or portfolio of properties.

5. RISK FACTORS

The risks and uncertainties that could significantly affect our business, financial condition and future results of operations are summarized below.

General State of the Economy

Our business is affected by general economic conditions, including international, national, regional and local economic conditions, all of which are outside of our control. In addition, the COVID-19 pandemic has created increased economic uncertainty. Economic slowdowns or downturns, adverse economic conditions, cyclical trends, increases in interest rates, variations in currency exchange rates, reduced client spending and other factors could have a material adverse effect on our business, prospects, financial condition and results of operations. Although our operations are functionally and geographically diversified with a high degree of revenue stability protected from CRE market cyclicality, significant erosion in levels of activity in any segment in which we operate could have a negative impact on our business, prospects, financial condition and results of operations.

COVID-19 Pandemic

The extent to which the COVID-19 pandemic may impact our business is uncertain and it could materially adversely affect our prospects, financial condition and results of operations. The COVID-19 pandemic and related public health developments, including government recommendations and measures to limit the spread which include travel restrictions, temporary closures of businesses and the adoption of remote working, continue to adversely affect workforces, economies, and financial markets globally and contributes to macroeconomic uncertainty. The duration, extent and severity of the impact the COVID-19 pandemic, including measures to prevent its spread, will have on our business remains uncertain and difficult to predict at this time. While we were able to transition to remote working without significant disruption, some of our customers and prospects' operations have been disrupted. As of the date of this AIF, many of our offices, clients and prospects remain subject to limitations and restrictions set to reduce the spread of COVID-19, and a significant portion of our employees continue to work remotely.

Financial Performance

Our future revenue and earnings growth is dependent on our ability to execute our strategic plan and effectively manage our growth. This includes growing our customer base, retaining existing customers, and expanding our customers' usage and adoption of our offerings and services on favourable terms. Customer retention and acquisition could be influenced by a number of factors, including customer satisfaction, pricing and relative value of our offerings, changes in products and services, clients' preference to rotate appraisal mandates, reputation, and actions taken by competitors. A failure to effectively manage our growth and strategic plan could have a material adverse effect on our business, prospects, financial condition and results of operations. Also, our revenue, cash flow, operating results and profitability may experience fluctuations from quarter to quarter, based on project and contractual terms and conditions for the billing and rendering of services.

Financial Targets
Our long-range financial targets are predicated on certain assumptions, including revenue growth, retention rates, foreign currency exchange rates, and operating margin improvement expectations, that we may fail to achieve, which could reduce our expected earnings and cause us to fail to meet the expectations of analysts and investors and cause the price of our securities to decline.

CRE Market Conditions
Although we are broadly diversified, both geographically and by business offering, with a high degree of revenue stability protected from CRE market cyclicality, our business is affected by the state of CRE as an investment asset class. Prolonged economic slowdowns triggered by credit liquidity, interest rates, regulatory policy, tax policy, etc., could negatively impact the market and result in reduced sales and consulting service engagements. This could have a material adverse effect on our business, prospects, financial condition, liquidity and results of operations.

Acquisitions
We intend to acquire new businesses and technologies as part of our strategy to grow our business. From time to time, we may also consider opportunities to engage in joint ventures or other business collaborations with third parties to address particular market segments. Pursuing these activities may divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions or joint ventures, whether or not they are consummated. Acquisitions may increase the size of our operations, create additional demands on our resources, systems and procedures, disrupt our ongoing business and increase the amount of indebtedness that we may have to service. The successful integration and management of acquired businesses and technologies involve numerous risks and there is no assurance that we will be able to successfully integrate such acquisitions. Further, if we do not achieve the expected return on our investments, it could impair the intangible assets and goodwill that we record as part of an acquisition, which could require us to record a reduction to the value of those assets. Such failure could adversely affect our business, prospects, financial condition and results of operations.

Our inability to take advantage of growth opportunities for our business or for our products, or to address risks associated with acquisitions or investments in businesses, may negatively affect our operating results. If we do complete these kinds of transactions, we cannot be sure that they will ultimately strengthen our competitive position or that they will not be viewed negatively by customers, securities analysts or investors. Although the CRE market remains highly fragmented, ongoing consolidation activity may limit our ability to find suitable acquisition targets. It is possible that irrational buyer behavior in the market could drive valuations higher than before, which can significantly impact our ability to close transactions on mutually favorable terms.

Industry Competition
Competing effectively against other CRE service, software and data analytics providers is an important driver of our growth. We compete against a variety of companies ranging from small local firms to large multi-national firms and an increasing number of new market entrants. Further, in recent years there has been an increased volume of acquisitions and consolidation by and among our competitors, a trend we expect will continue into the foreseeable future. If any of our competitors implement new technologies before us, those competitors may be able to provide more effective solutions than ours at lower prices. Mergers or other strategic transactions involving our competitors or customers could also weaken our competitive position. These heightened competitive forces could impact our market share, sales, margins, and pricing strategies that could result in a material adverse effect on our business, prospects, financial condition and results of operations.

Business Interruption Events

Unforeseen business interruption events, such as natural disasters, geopolitical crisis, threats of war or terrorism, civil unrest, public health crises, loss of IT systems and connectivity, loss of access to key business applications, data breach disruptions, and other catastrophic events outside of our control could disrupt our business operations or our third party providers for prolonged periods of time, and depending on the severity, could adversely affect our business, prospects, financial condition and results of operations.

Third Party Information

The quality of our databases supporting certain of our products and service engagements depends substantially on information provided by a number of external sources. Additionally, we increasingly rely on third party providers and data sources to deliver our offerings on our platform. If we are unable to collect information from a significant number of these sources, or if there is any disruption to or interference with our use of these information sources, this could negatively impact certain of our products and our ability to deliver on client mandates, and may potentially result in subscriber cancellations and impair our ability to attract new users.

Cybersecurity

In the ordinary course of our business, we collect, store, process and/or transmit sensitive data belonging to clients, partners, vendors, employees and contractors as well as our own proprietary business information and intellectual property. Additionally, we are increasingly relying on third party data storage providers, including cloud storage solution providers, resulting in less direct control over our data and system processing. The secure processing, maintenance and transmission of this information is critical to our workflow operations and the delivery of products and services to our clients. Despite the improved security measures we have implemented, our data, systems and infrastructure, or those of third party providers, may be vulnerable to physical or electronic theft, fire, power loss, computer and telecommunication failures, cyber-attacks, viruses, worms or breaches due to employee error, malfeasance or other disruptions. Advances in computer capabilities, hacking techniques or other developments may result in a compromise or breach of the technology used to protect confidential information and we or our third party providers may be unable to anticipate, timely identify or appropriately respond to such incidents. Servers may also be vulnerable to malware and similar disruptions resulting from unauthorized tampering with our and/or a third party's computer systems, which could lead to a loss of critical data or the unauthorized disclosure of confidential information. In addition, an extended period of our employees working in a remote work environment due to the COVID-19 pandemic could introduce operational risks, including heightened cybersecurity risk. Security breaches could materially compromise our information, disrupt our business operations or cause us to breach our client obligations or confidence in us thereby exposing us to liability, reputational harm and/or significant remediation costs. The theft, loss, corruption, exposure, fraudulent use or misuse of client or employee information, whether by third parties or as a result of employee malfeasance, could result in significant remediation and other costs, fines, indemnity obligations, litigation or regulatory actions against us, as well as negatively impact our competitive position and affect our financial results.

In respect of the June 13, 2021 cybersecurity incident, while we have implemented our cybersecurity and business continuity protocols and adopted additional measures to enhance the security of our IT systems to help detect and prevent future attempts or incidents of malicious activity, we are subject to a number of risks and uncertainties in connection with the incident. Such risks and uncertainties include: regulatory investigation, lawsuits, or other potential liabilities resulting from the incident; costs related to the effectiveness of our mitigation and remediation efforts; our ability to recover proceeds under our insurance policies; the potential loss of customer and other stakeholder confidence in our ability to protect their information; and the potential adverse financial impact such loss of confidence may have on our business.

Professional Talent

Our success, ability to grow, and ability to deliver on client mandates are, in part, dependent on the expertise, experience and efforts of our professionals, and our ability to attract, motivate and retain qualified professionals. Competition for employees with the qualifications we desire, particularly with CRE, CRE technology and information solutions experience, is intense and puts upward pressure on compensation costs. We expect that competition for qualified professionals will continue to increase, thereby causing compensation costs to escalate. Should we be unable to attract and retain professionals that meet the desired level of skills and ability, it could adversely impact our succession planning, revenues and profitability.

Our broad-based compensation program includes equity-based compensation including deferred share units, restricted share units, performance share units and stock options, which are important tools to attract, motivate and retain employees in our industry. If our share price performs poorly, or if our compensation program does not remain competitive, it may adversely affect our ability to attract, motivate and retain employees. We continually evaluate the effectiveness and competitiveness of our compensation program and its impact on the amount of equity-based compensation expense that we incur.

Cloud Transition

We are in a multi-year process of transitioning our Altus Analytics business segment to a SaaS business by migrating our on-premise software customers to the cloud and offering all of our solutions on Over Time subscription contracts. Migrating our legacy on-premise customers to the cloud platform is core to our long-term strategy and has required considerable additional investments. If moving our customers to a cloud environment takes longer than we anticipate, or if customers do not adopt cloud licenses in the timeframe that we expect, our revenues and earnings may not achieve expected levels. Our ability to achieve our business and financial objectives through the transition is subject to uncertainties, including: customer demand, renewal rates, our ability to further develop and scale infrastructure, our ability to develop new functionality that addresses customer requirements, and our costs. If we fail to successfully manage our business model transition or are unsuccessful due to these uncertainties, our business, prospects, financial condition and results of operations could be adversely impacted.

Subscription Renewals

Although our software and data analytics solutions are designed to increase the number of customers that purchase our solutions as subscriptions and create a recurring revenue stream that increases and is more predictable over time, our customers are not required to renew their subscriptions for our solutions and they may elect not to renew when or as we expect. Customer renewal rates may decline or fluctuate due to a number of factors, including offering pricing, competitive offerings, customer satisfaction, reductions in customer spending levels or customer activity due to economic downturns, and other market uncertainty. If our customers do not renew their subscriptions when or as we expect, or if they renew on less favorable terms than expected, our revenues and earnings may be adversely impacted.

Sales Pipeline

Our forecast is built on a pipeline of client opportunities at varying stages within the sales process. Our ability to achieve the forecast is dependent on completion of the sales cycle and client acceptance of mutually agreeable terms. Certain factors are beyond our control, including our clients' evaluation of our offerings, budgetary constraints, timing of their approval processes, etc. Our pipeline of opportunities may not close on terms and/or timing in line with our forecast. This may have a material positive or negative effect on our anticipated revenues in any given period.

Enterprise Transactions

Our Altus Analytics business is becoming more dependent on large enterprise transactions that have longer and less predictable sales cycles, which could have a positive or negative effect on the amount, timing and predictability of our revenue in any given period. The length of our sales cycles makes us susceptible to having pending transactions delayed or terminated by our clients for any reason, including global economic conditions.

Customer Concentration and Loss of Material Clients

Although we are not dependent on one or a small number of clients, certain of our business segments have significant clients. The loss of any significant client that contributes a substantial portion to that business segments' revenues could have a negative impact on our revenues and could impact our ability to attract and retain other clients.

Product Enhancements and New Product Introductions

Our ability to generate future revenues from software is dependent upon meeting the changing needs of the CRE market and evolving industry standards through new product introductions and product enhancements that respond to the technological change of our clients and the CRE industry. As we launch product enhancements or introduce new products and capabilities, client adoption may not achieve anticipated levels and may impact our reputation and competitive position. If our new or existing offerings or enhancements and changes are not released on a timely basis to keep pace with technological developments or do not achieve adequate acceptance in the market, our competitive position will be impaired, and our revenue, business and financial results will be negatively impacted, particularly given the expenses we will have incurred in connection with the new offerings or enhancements. If cash flows from new products do not reach sufficient levels, asset impairments may need to be taken on any capitalized costs related to the development of the products.

Technology Strategy

Our business relies on the use of information technology systems to deliver expert services, data and software solutions to our clients. Our growing cloud solutions also require ongoing infrastructure investments. If we are unable to effectively implement our information technology strategies or adopt new technologies and technology-enabled processes relevant to our offerings in a timely or cost-effective manner, or if our employees fail to adopt in an effective and timely manner new technologies or technology-enabled processes, then our ability to deliver services and solutions that meet client needs or our ability to remain competitive in the market may be materially impaired. Further, if our technology investments do not yield the expected returns, our financial results and profitability could be impacted.

Intellectual Property

We rely on protecting our intellectual property rights including copyrights, trademarks, trade secrets, databases and methodologies, which have been important factors in maintaining our competitive position. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to obtain and use information that we regard as proprietary. Additionally, due to the differences in foreign trademark, patent and other intellectual property or proprietary rights laws, we may not receive the same protection in other countries as we would in Canada. Intellectual property protections may also be unavailable, limited or difficult to enforce in some countries, which could make it easier for competitors to capture market share. Litigation may be necessary to enforce our intellectual property rights and protect our proprietary information, or to defend against claims by third parties that our products or services infringe their intellectual property rights. There can be no assurance that we will be successful in protecting or defending our proprietary rights and, if we are not, our business, financial condition, liquidity and results of operations could be materially adversely affected. Responding to such claims could result in substantial expense, damages, injunctive relief and/or diversion of our resources. We may also be required to indemnify customers pursuant to our indemnification obligations, enter into licensing agreements on unfavourable terms or redesign or stop selling affected products, which could materially disrupt the conduct of our business.

Property Tax Appeals and Seasonality

Our Property Tax practice is significantly influenced by property tax assessment regulators and their appeal settlement processes. The timing and volume of appeals processed and whether the outcomes are favourable may cause fluctuations on a quarterly and annual basis, in addition to spillover effects outside any particular valuation cycle. Additionally, we expect to experience typical quarterly variability in our financial performance of our Property Tax practice, including the second quarter being our seasonally strongest quarter. As experienced in 2021, the ongoing COVID-19 pandemic could continue to potentially impact some of these typical variations, and cause some short-term disruption related to the anticipated timing of settlements. This may have a material positive or negative effect on our anticipated revenues in any given period.

Legislative and Regulatory Changes

Changes to any of the laws, rules, regulations or policies affecting our business would have an impact on our business. Certain elements of our business are influenced by the regulatory environment of our clients, such as the requirement for pension fund managers to obtain property valuations on an annual basis. In addition, elements of our business, such as our Property Tax practice area, are significantly influenced by the regulatory regime and any changes thereto. Any change to laws, rules, regulations or policies may significantly and adversely affect our operations and financial performance.

Privacy and Data Protection

Privacy and security concerns, including evolving laws and regulations in these areas, could adversely affect our business and operating results. Our operations are used to transmit and store data, including personal information. This information is increasingly subject to legislation and regulations in numerous jurisdictions around the world that is intended to protect the privacy and security of personal information as well as the collection, storage, transmission, use and disclosure of this information. The interpretation of privacy and data protection laws in a number of jurisdictions is constantly evolving. There is a risk that these laws may be interpreted and applied in conflicting ways from country to country. Many of these laws and regulations, including Canada's Personal Information Protection and Electronic Documents Act, and the General Data Protection Regulation (the "GDPR") contain detailed requirements regarding collecting and processing personal information, and impose certain limitations on how this information may be used, how long it may be stored, and the effectiveness of consumer consent. Certain laws and regulations, like the GDPR, also include restrictions on the transfer of personal information across jurisdictional borders. Since our products and services are accessible worldwide, certain foreign jurisdictions may claim that we are required to comply with these laws even in jurisdictions where we have no local entity, employees or infrastructure. Complying with these varying international requirements could cause us to incur additional costs and change our business practices. We could be adversely affected if laws or regulations are expanded to require changes in our products or business practices, if governmental authorities in the jurisdictions in which we do business interpret or implement their laws or regulations in ways that negatively affect our business or if customers or other parties allege that their personal information was misappropriated as a result of a defect or vulnerability in our products. This could reduce the demand for our products if we fail to design or enhance our products to enable our customers to comply with the privacy and security measures required in relevant jurisdictions. If we are required to allocate significant resources to modify our products or our existing security procedures for the personal information that our products transmit, our business, prospects, financial condition and results of operations may be adversely affected.

Brand & Reputation

Maintaining and enhancing the recognition and reputation of our brands in a cost-effective manner is critical to our business and future growth. A number of factors, many of which are beyond our control, could influence this, including our ability to comply with ethical, social and environmental standards. Any actual or perceived failure in compliance with such standards could damage our reputation and brands. Brand promotion activities may not generate customer awareness or increase revenues and, even if they do, any increase in revenues may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand, or incur substantial expenses, we could have a material adverse effect on our brand reputation, employee retention/attraction, and customer demand, which could adversely affect our business, prospects, financial condition and results of operations

Fixed-Price and Contingency Engagements

A portion of our revenues comes from fixed-price engagements. A fixed-price engagement requires us to either perform all or a specified part of work under the engagement for a specified lump sum payment. Fixed-price engagements expose us to a number of risks not inherent in cost-plus engagements, including underestimation of costs, ambiguities in specifications, unforeseen or changed costs or difficulties, problems with new technologies, delays beyond our control, failures of subcontractors to perform and economic or other changes that may occur during the term of engagement. Increasing reliance on fixed-price engagements and/or increases in the size of such engagements would increase the exposure to this risk. Economic loss under fixed-price engagements could have a material adverse effect on our business.

We are also engaged to provide services on a contingency basis at our Property Tax business, meaning that we receive our fees only if certain results are achieved. We may experience adverse financial effects from having devoted professional and other resources to a project, which, due to a failure to meet the contingency goals, are not recouped through fees.

Canadian Multi-Unit Residential Market

A significant part of our Canadian Cost practice’s annual revenues are derived from the multi-unit residential development market. Any significant decline in the multi-unit residential development market could have a material adverse effect on our Canadian Cost practice’s operating results.

Currency Fluctuations

Our reporting currency is the Canadian dollar. Our operations are primarily in Canada, the U.S., the U.K., Australia, and in various countries throughout Europe and Asia. Our exposure to foreign currency risk is primarily in the following areas:

- Profit (loss) generated by operations in foreign countries, which are translated into Canadian dollars using the average exchange rate;
- Net assets of foreign subsidiaries, which are translated into Canadian dollars using the period end exchange rate with any gains or losses recorded under accumulated other comprehensive income (loss) within shareholders’ equity; and
- Non-Canadian dollar denominated monetary assets and liabilities, which are translated into Canadian dollars using the period end exchange rate with any gains or losses recorded through profit (loss).

Interest Rates
We are exposed to fluctuations in interest rates under our credit facilities. Significant increases in interest rates would cause our interest expenses to correspondingly increase and therefore have an adverse effect on our profitability.

Credit
We may be materially and adversely affected if the collectability of our trade receivables is impaired for any reason. In certain parts of our business, it is often common business practice to pay invoices over an extended period of time and/or at the completion of the project or upon receipt of funds. In addition, the COVID-19 pandemic has introduced additional credit risk. This practice increases the risk and likelihood of future bad debts.

Income Tax Matters
In the ordinary course of business, we may be subject to audits by tax authorities. While management anticipates that our tax filing positions will be appropriate and supportable, it is possible that tax matters, including the calculation and determination of revenue, expenditures, deductions, credits and other tax attributes, taxable income and taxes payable, may be reviewed and challenged by the authorities. If such challenge were to succeed, it could have a material adverse effect on our tax position. Further, the interpretation of and changes in tax laws, whether by legislative or judicial action or decision, and the administrative policies and assessing practices of tax authorities, could materially adversely affect our tax position.

Health and Safety Hazards
Our employees are sometimes required to attend client worksites, including construction worksites in the case of our Canadian Cost practice. The activities at these worksites may involve certain operating hazards that can result in personal injury and loss of life. We have implemented health and safety policies and procedures as well as provide the required employee health and safety training programs. Despite these programs, there can be no assurance that our insurance will be sufficient or effective under all circumstances or against all claims or hazards to which we may be subject or that we will be able to continue to obtain adequate insurance protection. A successful claim for damage resulting from a hazard for which it is not fully insured could adversely affect our results of operations.

Contractual Obligations
Our success depends largely on our ability to fulfill our contractual obligations and ensure client satisfaction. If we fail to properly define the scope of our work, communicate the boundaries or use of the advice and reports we provide, define the limits of our liability, satisfactorily perform our obligations, or make professional errors in the advice or services that we provide, clients could terminate projects, refuse payment for our services or take legal action for the loss or harm they suffer, thereby exposing us to legal liability, loss of professional reputation, enhanced risk of loss and/or reduced profits.

Legal Proceedings
From time to time, we are threatened with, or are named as a defendant in, or may become subject to various legal proceedings in the ordinary course of conducting our business, including lawsuits based upon professional errors and omissions. A significant judgment against us, or the imposition of a significant fine or penalty as a result of a finding that we have failed to comply with laws, regulations, contractual obligations or other arrangements or professional standards, could have a significant adverse impact on our financial performance. Should any indemnities made in our favor in respect of certain assignments fail to be respected or enforced, we may suffer material adverse financial consequences.

Insurance Limits

Management believes that our professional errors and omissions insurance coverage and directors' and officers' liability insurance coverage address all material insurable risks, provide coverage that is similar to that which would be maintained by a prudent operator of a similar business and are subject to deductibles, limits and exclusions, which are customary or reasonable given the cost of procuring insurance and current operating conditions. However, there can be no assurance that such insurance will continue to be offered on an economically affordable basis, that all events that could give rise to a loss or liability are insurable or that the amounts of insurance will at all times be sufficient to cover each and every loss or claim that may occur involving our assets or operations.

Dividend Payments

We are focused on creating sustainable shareholder value that generates long-term returns by targeting organic and accretive growth while providing quarterly dividend payments of $0.15 per common share. Our ability to pay dividends is dependent on our operations and assets, and is subject to various factors including our financial performance, our obligations under applicable bank credit facilities, fluctuations in our working capital, the sustainability of our margins and our capital expenditure requirements.

Leverage and Financial Covenants

Our ability to pay dividends and make other payments or investments is subject to applicable laws and contractual restrictions contained in the agreements governing any indebtedness owed by us or our subsidiaries (including our bank credit facilities). The degree to which we are leveraged could have important consequences to our shareholders. For example, our ability to obtain additional financing for working capital, capital expenditures or acquisitions in the future may be limited; a significant portion of our cash flow from operations may be dedicated to the payment of principal and interest on our indebtedness, thereby reducing funds available for future operations; certain of our borrowings will be subject to variable rates of interests, which exposes us to the risk of increased interest rates; and we may be more vulnerable to economic downturns and be limited in our ability to withstand competitive pressures.

The bank credit facilities contain a number of covenants that limit or restrict, among other things, our ability to create liens or other encumbrances, to pay dividends or make certain other payments, investments, loans and guarantees and to sell or otherwise dispose of assets and amalgamate or merge with other entities. In addition, the bank credit facilities contain certain financial covenants that require us to meet certain financial ratios and financial condition tests. Failure to comply with these covenants contained in the bank credit facilities could result in a default which, if not cured or waived, could result in the termination of credit facilities and the acceleration of the repayment of the relevant indebtedness. If repayments of indebtedness under the bank credit facilities were to be accelerated, there can be no assurance that other borrowings or equity financing will be available to us or available on acceptable terms, in an amount sufficient to fund our needs or, in an enforcement scenario, that our assets would be sufficient to repay in full the bank indebtedness. If we are unable to obtain financing on the expiration of the bank credit facilities or are unable to obtain financing on favourable terms, our ability to pay dividends would be adversely affected.

Share Price

Our common shares do not necessarily trade at prices determined by reference to the underlying value of our business and cannot be predicted. The market price of the common shares may be subject to significant fluctuations in response to variations in quarterly operating results and other factors. In addition, securities markets have experienced significant price and volume fluctuations from time to time in recent years that are often unrelated or disproportionately related to the operating performance of particular issuers. These broad fluctuations may adversely affect the market price of our common shares.

Capital Investment
The timing and amount of our capital expenditures indirectly affects the amount of cash available for investments, debt payments or dividend payments. Dividends may be reduced, or even eliminated, at times when we deem it necessary to make significant capital or other expenditures. Further, if we do not achieve the expected returns on our investments, it could adversely affect our business, prospects, financial condition and results of operations.

Equity and Debt Financings
We intend to continue to make investments to support our business growth and may require additional funds to support our growth objectives. This may require us to pursue equity, equity-linked or debt financings to secure additional funds. We are authorized to issue an unlimited number of common shares for such consideration and on such terms and conditions as may be determined by the Board of Directors without shareholder approval, except as required by the TSX. The issuance of additional common shares may dilute the interests of current shareholders. Further, any debt financing that we may secure in the future could involve restrictive covenants and we may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business may be adversely affected.

6. DIVIDENDS

The following table sets out the dividends on the common shares declared by the Company during 2019, 2020 and 2021.

Record Date	Total Dividends per Common Share		
	2021	2020	2019
March 31	$0.15	$0.15	$0.15
June 30	$0.15	$0.15	$0.15
September 30	$0.15	$0.15	$0.15
December 31	$0.15	$0.15	$0.15
Total	$0.60	$0.60	$0.60

Altus Group pays a quarterly dividend to shareholders as determined by the Board from time to time. Altus Group's dividend is subject to the discretion of the Board and may vary depending on, among other things, Altus Group's earnings, financial requirements, the satisfaction of certain customary covenants contained in the credit facilities documents, and/or the satisfaction of solvency tests imposed by the OBCA for the declaration of dividends.

Shareholders who are non-residents of Canada will be paid their dividends net of withholding taxes. Non-residents should consult their own tax advisors regarding the tax consequences of investing in Altus Group's common shares.

7. CAPITAL STRUCTURE OF ALTUS GROUP

The authorized capital of Altus Group consists of an unlimited number of common shares and an unlimited number of preferred shares issuable in series. As at December 31, 2021, Altus Group had 44,826,251 common shares and no preferred shares issued and outstanding. The following is a summary of the rights, privileges, restrictions and conditions attaching to the common shares and preferred shares.

Common Shares

Holders of common shares are entitled to one vote per share at meetings of shareholders of Altus Group, to receive dividends if as and when declared by the Board and to receive a pro-rata share of the remaining property and assets of Altus Group upon its dissolution or wind-up, subject to the rights of shares having priority over the common shares.

Preferred Shares

Our preferred shares may be issued in one or more series with each series to consist of such number of shares and to have such rights, privileges, restrictions and conditions as determined by the Board before the issuance thereof. Holders of preferred shares, except as required by law, are not entitled to vote at meetings of shareholders of Altus Group. The preferred shares rank ahead of the common shares and any other shares ranking junior to the preferred shares with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or wind-up of Altus Group, whether voluntary or involuntary, and may also be given such other preferences over the common shares and any other shares ranking junior to the preferred shares as may be determined at the time of creation of any series of preferred shares.

Information and Reports

We will furnish to shareholders, in accordance with applicable securities laws, all our consolidated financial statements (including quarterly and annual financial statements) and other reports as required by applicable law, including prescribed forms needed for the completion of tax returns under the *Income Tax Act* (Canada) and the regulations thereunder and equivalent provincial legislation.

The directors and senior officers of the Company and of our subsidiaries are required to file insider reports and comply with insider trading provisions under applicable Canadian securities legislation in respect of trades made by such persons in the Company's securities.

8. MARKET FOR SECURITIES

The common shares of Altus Group are listed for trading on the TSX under the symbol AIF. The following table sets out the price range and volume traded of the common shares on the TSX for each month during 2021.

Month End	High ($)	Low ($)	Volume Traded
January 2021	51.17	47.57	1,440,962
February 2021	57.39	48.95	1,826,694
March 2021	63.88	55.22	3,366,555
April 2021	64.89	59.50	1,236,367
May 2021	63.69	55.18	2,029,975
June 2021	60.25	55.00	2,835,201
July 2021	60.99	56.50	1,426,999
August 2021	68.17	58.35	1,558,602
September 2021	68.12	60.55	1,757,613
October 2021	66.78	60.32	1,380,813
November 2021	70.39	62.98	1,455,386
December 2021	72.33	63.35	1,832,652

9. ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Common Shares	1,061,630	2.4%

Common shares are held in escrow as a result of the following:

1. Typically, as a condition of the acquisition agreements we enter into, a portion of the equity consideration (common shares) paid to vendors is subject to certain escrow conditions for a specified period of time following closing of each acquisition transaction. These tend to be periods of two to four years, following which, assuming all conditions have been met or satisfied, the common shares are released to the vendor(s). All such escrowed shares are held by our escrow agent, TSX Trust Company. The following table outlines the details of the shares subject to escrow pursuant to our acquisitions:
    a. In connection with the acquisition of One11, common shares subject to escrow will be released on July 1, 2023, the fourth anniversary of the closing date, subject to compliance with certain terms and conditions, including covenants, representations and warranties contained in the definitive agreement;

b. In connection with the acquisition of Caruthers, common shares subject to escrow will be released on July 1, 2022, the third anniversary of the closing date, subject to compliance with certain terms and conditions, including covenants, representations and warranties contained in the definitive agreement;
c. In connection with the acquisition of PTA, common shares subject to escrow will be released equally over four years on each anniversary of the closing date (December 1, 2020), subject to continued employment of certain individuals with the Company and compliance with certain terms and conditions, including covenants, representations and warranties contained in the definitive agreement. Twenty-five percent of the common shares originally under escrow were released on December 1, 2021;
d. In connection with the acquisition of Finance Active, common shares subject to escrow will be released over two- or three-year periods on each anniversary of the closing date (April 1, 2021), subject to compliance with certain terms and conditions, including covenants, representations and warranties contained in the definitive agreement. Certain of these common shares are also subject to continued employment of certain individuals over the escrow period;
e. In connection with the acquisition of StratoDem Analytics, common shares subject to escrow will be released 50% on the first anniversary of the closing date (May 4, 2021) and the remaining 50% equally at 25% on each of the second and third anniversary of the closing date, subject to compliance with certain terms and conditions, including covenants, representations and warranties contained in the definitive agreement. Certain of these common shares are also subject to continued employment of certain individuals over the escrow period; and
f. In connection with the acquisition of ArGil, common shares subject to escrow will be released equally over three years on each anniversary of the closing date (August 16, 2021), subject to continued employment of certain individuals and compliance with certain terms and conditions, including covenants, representations and warranties contained in the definitive agreement.

2. Under the Restricted Share Plan, adopted in 2013, our annual short-term incentive award program for certain employees, a portion of an employee's annual incentive award is granted in the form of restricted shares which are held in escrow until the third anniversary of the date of grant. At that time, the restricted shares are released, provided, subject to certain exceptions such as retirement, disability or death, the individual is employed with the Company at the time of release. If the employee resigns from the Company or is terminated for cause, the restricted shares are forfeited.
3. In 2019 and 2020, as part of the Long-Term Equity Incentive Plan, common shares were issued to certain executives and key employees in escrow and are not available until the third anniversary of the date of grant. At that time, these common shares will be released, provided, subject to certain exceptions such as retirement, disability or death, the individual is employed with the Company at the time of release. If the employee resigns from the Company or is terminated for cause, the common shares will be forfeited.
4. In 2021, we established the Long-Term Incentive Restricted Share Plan (the "LTIRS Plan"), an incentive program for certain officers, employees and consultants, which supplements the awards granted under the Restricted Share Plan using non-bonus funds. Awards granted under the LTIRS Plan are held in escrow and are not available until the third anniversary of the grant date. At that time, the restricted shares are released, provided, subject to certain exceptions such as retirement, the individual is employed with the Company at the time of release. If the employee resigns from the Company or is terminated for cause, the restricted shares are forfeited.

5. In connection with the acquisition of Scryer, Inc. (dba Reonomy) in 2021, we established the Scryer Restricted Share Plan to grant restricted shares to employees and consultants of Scryer, Inc. shortly after the closing of the acquisition. Awards granted under the Scryer Restricted Share Plan are held in escrow with 50% of the restricted shares being released on each of the first and second anniversaries of the date of grant. Restricted shares are released, provided, subject to certain exceptions such as retirement, disability or death, the individual is employed with the Company at the time of release. If the employee resigns from the Company or is terminated for cause, the restricted shares are forfeited.
6. We previously granted certain employees signing and retention bonuses in the form of restricted shares that are held in escrow and released to the employee on the third anniversary of the date of grant.

10. DIRECTORS AND OFFICERS

The following table sets out the directors and officers of Altus Group during 2021, their province/state and country of residence, the positions held by such directors and officers within Altus Group and the period during which they have exercised such mandate, and each of their principal and past occupations or employment during the past five years. The term of office for each of the directors of Altus Group expires at the time of the next annual meeting of shareholders. Additional information regarding the directors of Altus Group can be found in the Company's most recent Management Information Circular, which is available on SEDAR at www.sedar.com.

Directors

Name, Province/State and Country of Residence	Director Since	Principal and Previous Occupations
Angela L. Brown(1)(2) Florida, United States	June 2016	**President and Chief Executive Officer of Moneris Solutions Corporation** (a provider of payment processing solutions)
Colin Dyer(1)(2) Washington DC, United States	May 2019	**Corporate Director** Global Chief Executive Officer of Jones Lang LaSalle Incorporated
Anthony Gaffney(1)(3) Ontario, Canada	June 2012	**Corporate Director** Managing Partner, Board and CEO Services of Odgers Berndtson Chief Executive Officer, Canada of Aon Hewitt
Michael Gordon Massachusetts, United States	September 2020	**Chief Executive Officer of Altus Group** Chief Executive Officer of Callcredit Information Group

Directors

Name, Province/State and Country of Residence	Director Since	Principal and Previous Occupations
Anthony Long[1][3] Texas, United States	May 2019	**Co-Founder and Co-Managing Partner of CLX Ventures, LLC** (a real estate and private equity investment firm) Global President of Client Care and Global President of Asset Services, CBRE Group, Inc.
Diane MacDiarmid[2][3] Ontario, Canada	June 2012	**Chief Talent Officer of QuadReal Property Group** (a global real estate company) Senior Client Partner of Korn/Ferry International
Raymond C. Mikulich[2][3] New York, United States	December 2013	**Corporate Director** Managing Partner of Ridgeline Capital Group, LLC (a real estate investment and consulting company)
Janet P. Woodruff[1][3] British Columbia, Canada	May 2015	**Corporate Director**

(1) Member of the Audit Committee.
(2) Member of the Corporate Governance and Nominating Committee.
(3) Member of the Human Resources and Compensation Committee.

Officers (who are not directors of Altus Group)

Name, Province/State and Country of Residence	Principal and Previous Occupations
Angelo Bartolini Ontario, Canada	**Chief Financial Officer**
Jorge Blanco New Jersey, United States	**Chief Product Officer** Principal, Advisory; Head of Solutions and Business Development, On Demand Services of KPMG LLP Head of Products and Principal of KPMG LLP Managing Director, Head of Products, KPMG Spectrum of KPMG LLP
Kim Carter Ontario, Canada	**Chief People Officer** Senior Vice President, Human Resources of Maple Leaf Sports & Entertainment Ltd. Vice President, Human Resources of Maple Leaf Sports & Entertainment Ltd.

Ernest Clark London, England	**Chief Marketing Officer** Vice President, Marketing and Field Effectiveness of World Courier & ICS Vice President, International Marketing & UK Group Marketing Director of TransUnion Group Marketing Director of TransUnion UK (formerly Callcredit Information Group)
Terrie-Lynne Devonish Ontario, Canada	**Chief Legal Officer & Corporate Secretary** General Counsel & Corporate Secretary of Staples Canada Chief Operating Officer of Aon Canada Chief Compliance Officer, North America of Aon plc
James Hannon Florida, United States	**President, Altus Analytics** Chief Commercial Officer of Callcredit Information Group General Manager, Americas of Callcredit Information Group Principal of Southpoint Strategies
Alex Probyn Hertfordshire, England	**President, Global Property Tax** UK President, Altus Expert Services, Altus Group Limited
David Ross Cheshire, England	**Chief Information Officer** Managing Director of Hometrack Data Systems, Ltd. Chief Technology Officer of TransUnion UK (formerly Callcredit Information Group)

Shareholdings of Directors and Officers

As of December 31, 2021, our directors and officers listed above, as a group, beneficially owned or controlled or directed, directly or indirectly 75,744 common shares, representing approximately 0.17% of the aggregate number of voting securities of the Company issued and outstanding. The foregoing information as to the shares beneficially owned, controlled or directed, directly or indirectly by the directors and officers of Altus Group which has been provided by each of the directors and officers is not within the direct knowledge of the Company.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the best of the knowledge of the Company:

i. none of the directors or executive officers of the Company is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company) that: (i) was subject to a cease trade or order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case, that was in effect for a period of more than 30 consecutive days (collectively, an "Order") that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; and

ii. none of the directors or executive officers of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control the Company: (a) is, as at the date of this AIF, or has been, within 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Conflicts of Interest

Certain directors and officers of the Company are engaged in and will continue to engage in activities outside the Company, and as a result, certain directors and officers of the Company may become subject to conflicts of interest. The OBCA provides that in the event that a director or officer has an interest in a contract or proposed contract or agreement, the director or officer shall disclose his or her interest in such contract or agreement and, in the case of directors, shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under the OBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the OBCA.

As at the date hereof, the Company is not aware of any existing or potential material conflicts of interest between the Company and a director or officer of the Company.

11. AUDIT COMMITTEE

Audit Committee Charter

Our Board has approved a written charter for the Audit Committee which sets out its purpose, authority, function, membership, qualifications and responsibilities, the text of which is set out in Schedule "A" to this AIF. Our Company's Audit Committee Charter may also be viewed on Altus Group's website: www.altusgroup.com.

Composition of the Audit Committee

The Audit Committee is composed of the following independent directors: Janet P. Woodruff (Chair), Angela L. Brown, Colin Dyer, Anthony Gaffney and Anthony Long. Audit Committee members are appointed by the Board on an annual basis with a view to ensuring that the committee maintains an appropriate level of experience and financial literacy.

Our Board, upon the recommendation of the Corporate Governance and Nominating Committee, has determined that all members of the Company's Audit Committee are independent and financially literate within the meaning of applicable securities laws and have the following general business experience and education that is relevant to the performance of their responsibilities as Audit Committee members.

Name	Education and Experience
Janet P. Woodruff (Chair)	Ms. Woodruff is a corporate director who serves on the boards of Ballard Power Systems Inc., Capstone Infrastructure and Keyera Corporation. Ms. Woodruff has over 30 years of experience in the energy, transportation and health sectors. As a consultant, she was acting Chief Executive Officer and interim Chief Financial Officer of Transportation Investment Corporation. Previously, she was Vice President and Special Advisor at B.C. Hydro and held senior executive roles at B.C. Transmission Corporation, Vancouver Coastal Health and Westcoast Energy. Ms. Woodruff is a graduate of the Institute of Corporate Directors, Directors' Education Program and is a Fellow Chartered Professional Accountant of British Columbia. She holds a Bachelor of Science from the University of Western Ontario in London, Ontario and a Master in Business Administration from York University in Toronto.
Angela L. Brown	Ms. Brown is the President and Chief Executive Officer of Moneris Solutions Corporation. Ms. Brown served as Group Executive, Enterprise Development, Merchants & Acceptance, for MasterCard Worldwide. Previously, Ms. Brown spent 13 years at the Canadian Imperial Bank of Commerce within the payments business. Ms. Brown holds a Bachelor of Arts from the University of Toronto and a Master of Business Administration from the Schulich School of Business. She is also a graduate of the Institute of Corporate Directors, Directors' Education Program, the NACD Director Professionalism Course, the Rotman School of Management's Financial Literacy Program and holds a CERT Certificate in Cybersecurity Oversight from the Software Engineering Institute/Carnegie Mellon University.

Name	Education and Experience
Colin Dyer	Mr. Dyer was previously global Chief Executive Officer of Jones Lang LaSalle Incorporated from 2004 to 2016, when he retired. From 2000 to 2004, Mr. Dyer served as Chief Executive Officer of WorldWide Retail Exchange in the USA and from 1996 to 2000, he served as Chief Executive Officer of Courtaulds Textiles Limited (UK). He has also been a member of the board of directors of Jones Lang LaSalle from 2004 to 2017 and of Northern Foods Limited (UK) from 1997 to 2005. Mr. Dyer holds a Bachelor of Science (Mechanical Engineering) from Imperial College in London, England and a Master of Business Administration from INSEAD in Fontainebleau, France.
Anthony Gaffney	Mr. Gaffney is a corporate director with extensive chief executive officer experience. Most recently he was Managing Partner, Board and CEO Services at Odgers Berndtson, a global talent assessment, leadership development and executive search firm. Prior to this, he was a member of the Global Executive Committee and CEO, Canada with Aon Hewitt, an advanced analytics, advice and solutions company. Previously, Mr. Gaffney was Managing Partner, Toronto, of Accenture Inc. He has served as President and Chief Executive Officer of BCE Emergis, a publicly-traded company, and Bell Nexxia. Mr. Gaffney has also held international leadership positions with MCI Telecommunications, SHL Systemhouse Inc. and Andersen Consulting. Mr. Gaffney served on the board of directors of Loblaw’s President’s Choice Bank from 2013 to 2018. He holds a Bachelor of Engineering (B.A.I) degree and M.A. from Trinity College Dublin, Ireland. Mr. Gaffney is a graduate of the Rotman Corporate Directors program (ICD.D) and was recently awarded a certificate in Human Machine Interaction from MIT.
Anthony Long	Mr. Long is a Co-Founder and Co-Managing Partner of CLX Ventures, LLC, a real estate and private equity investment firm. Prior to founding CLX Ventures, he has a combined 31 plus years of commercial real estate experience with CBRE Group, Inc., a Fortune 500 Company, and with Trammell Crow Company (TCC), a leading US real estate development company and subsidiary of CBRE. At CBRE, he last served as Global President of Asset Services and Chief Client Officer. At Trammell Crow Company, Mr. Long served in many leadership roles including leading all business activities of the TCC Dallas/Fort Worth Office and served as President of the Central US Region of the company. Mr. Long is a member of the board of directors of GigaMonster, a privately held U.S. based internet services provider. He has served on the boards of several proptech and not-for-profit organizations and continues to do so. Mr. Long holds a Bachelor of Business Administration (Data Processing and Analysis) from the University of Texas at Austin and a Master of Business Administration from Harvard University.

External Auditor's Services

The aggregate amounts paid or accrued by Altus Group with respect to fees payable to the auditor, Ernst & Young LLP, of Altus Group for professional services for the years ended December 31, 2021 and 2020 were as follows:

Type of Service	Year Ended December 31, 2021	Year Ended December 31, 2020
Audit(1)	$ 1,365,770	$ 1,258,047
Audit-related(2)	720,225	99,500
Tax(3)	335,136	166,124
Other(4)	342,250	-
Total	$ 2,763,381	$ 1,523,671

(1) For professional services rendered by Ernst & Young LLP for the audit and quarterly reviews of the Company's consolidated financial statements and fees associated with statutory audits of certain of our subsidiaries in foreign jurisdictions.

(2) For professional services rendered by Ernst & Young LLP for the review of financial accounting and reporting matters, review of purchase price allocations and due diligence and other services, including comfort letters in connection with the issuance of securities.

(3) For professional services rendered by Ernst &Young LLP for tax compliance, tax advice and tax planning with respect to Canadian, U.S. and certain international jurisdictions; review of tax filings; assistance with the preparation of tax filings; tax advice relating to potential asset and business acquisitions/combinations; and other tax-related transaction services.

(4) For professional services rendered by Ernst &Young LLP other than those described above, including advisory services.

Our Audit Committee reviewed and approved the auditor's scope of work and budget for the year. All engagements of the auditor for non-audit and non-compliance tax services must be pre-approved by the Audit Committee. For 2021, there were total fees of $677,386 with respect to approved non-audit services. These fees were incurred for various tax related and other professional services and were included in the tax and other categories in the summary of professional fees payable to our auditor.

12. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings to which Altus Group is a party to, or in respect of which, any of the property of Altus Group is the subject of, which is or was material to Altus Group during 2021, and Altus Group is not aware of any such legal proceedings that are contemplated. In the ordinary course of business, we are involved in legal claims and suits made both by and against us. In our opinion, none of the claims or suits currently pending against us is expected to have a material adverse effect on our financial position.

During 2021, there have not been any penalties or sanctions imposed against Altus Group by a court relating to provincial and territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against Altus Group, and Altus Group has not entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

13. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or officer or principal shareholder of Altus Group, or any associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction since January 1, 2019 that has materially affected or is reasonably expected to materially affect Altus Group.

14. TRANSFER AGENT AND REGISTRAR

AST Trust Company (Canada) acts as transfer agent and registrar of Altus Group. The register of transfers of each class of securities of Altus Group is located at AST Trust Company (Canada)'s principal transfer office in Toronto.

15. MATERIAL CONTRACTS

Except for those contracts entered into in the ordinary course of business, we have entered into the following material contracts which have been filed by Altus Group with Canadian securities regulators pursuant to Section 12.2 of National Instrument 51-102 - *Continuous Disclosure Obligations* and remain in effect:

i. the amended and restated credit agreement dated September 24, 2021 among Altus Group Limited, Altus Group U.S. Inc., and Altus Group (UK) Limited, as borrowers, and Bank of Montreal, Toronto-Dominion Bank, National Bank of Canada and HSBC Bank Canada, pursuant to which Altus Group amended the credit facilities, as further described under "General Development of Altus Group";

ii. the amended and restated credit agreement dated November 4, 2021 among Altus Group Limited, Altus Group U.S. Inc., and Altus Group (UK) Limited, as borrowers, and Bank of Montreal, Toronto-Dominion Bank, National Bank of Canada and HSBC Bank Canada, pursuant to which Altus Group amended the credit facilities, as further described under "General Development of Altus Group"; and

iii. the agreement and plan of merger dated November 11, 2021 among Argus Software, Inc., Spartan Merger Sub, Inc., Scryer, Inc. and Shareholder Representative Services LLC, as securityholder representative, pursuant to which Altus Group, through its wholly-owned indirect subsidiary, acquired Scryer, Inc. through the statutory merger of Spartan Merger Sub, Inc. with and into Scryer, Inc., as further described under "General Development of Altus Group".

Copies of the foregoing documents are available on SEDAR at www.sedar.com.

16. INTERESTS OF EXPERTS

Ernst & Young LLP, our auditor, has been named as having provided an opinion on the consolidated financial statements for the year ended December 31, 2021 contained in filings pursuant to National Instrument 51-102 - *Continuous Disclosure Obligations*. Ernst & Young LLP has advised that it is independent with respect to the Company in accordance with the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

17. ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, is contained in our Management Information Circular for our most recent annual meeting of shareholders at which directors were elected. Additional financial information is provided in our consolidated financial statements and management's discussion and analysis for the year ended December 31, 2021.

Such documentation and additional information relating to Altus Group is available on SEDAR at www.sedar.com, the internet site maintained by the Canadian Securities Administration, and on Altus Group's corporate website at www.altusgroup.com.

19. SCHEDULE "A"

ALTUS GROUP LIMITED
(the "Corporation")

AUDIT COMMITTEE CHARTER

PURPOSE

The Audit Committee (the "**Committee**") of the Corporation is appointed by the Board of Directors of the Corporation (the "**Board**") to assist the Board in fulfilling its responsibilities of oversight and supervision of:

- the quality and integrity of the accounting and financial reporting practices and procedures of the Corporation;
- the adequacy of the internal accounting and financial reporting controls and procedures of the Corporation;
- the compliance by the Corporation with legal and regulatory requirements in respect of financial disclosure;
- the quality and integrity of the consolidated financial statements of the Corporation;
- the qualification, independence and performance of the Independent Auditor of the Corporation;
- the assessment, monitoring and management of the financial risks of the Corporation's business ("Risks"); and
- any additional matters delegated to the Audit Committee by the Board.

In addition, the Committee provides an avenue for communication between the Independent Auditor, the Corporation's Chief Financial Officer ("CFO") and other Senior Management, other employees and the Board concerning matters relating to accounting, financial reporting, auditing and Risk management.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities.

Authority

In discharging its obligations, the Committee shall act in accordance with its fiduciary duties. In this regard, nothing in this Charter is intended to, or shall have the effect of, limiting or impairing the independent decision-making authority or responsibility of the Board as mandated by applicable law.

Delegation

The Committee's responsibilities are the sole responsibility of the Committee and may not be delegated by the Board to a different committee without revisions to this Charter. The Committee may delegate work to one or more of its members, and such members must report to the Committee at its next scheduled meeting or as otherwise mandated.

<u>ROLES & RESPONSIBILITIES</u>

The Committee shall:

1. Independent Auditor

(a) Selection and Compensation of Independent Auditor

Recommend to the Board:

- the Independent Auditor to be nominated for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Corporation ("Independent Auditor"); and
- the termination of the Independent Auditor; and
- the compensation of the Independent Auditor.

(b) **Audit Scope**

Annually review and approve the objectives and general scope of the external audit (including the overall audit plan, the proposed timing and completion dates) and discuss the external audit with the Independent Auditor.

(c) **Oversight of Independent Auditor**

Oversee and monitor the work of the Independent Auditor, the results of the external audit, and matters encountered in performing the audit, including with respect to the resolution of disagreements between Senior Management and the Independent Auditor regarding accounting and financial reporting.

(d) **Audit Deliverables**

Review with the Independent Auditor the contents of its results package and the contents of its audit and review reports.

(e) **Pre-Approval of Audit Fees**

Pre-approve, or establish procedures and policies for the pre-approval of, the engagement and compensation of the Independent Auditor in respect of the provision of all audit, audit-related, review or attest engagements required by applicable law.

(f) **Pre-Approval of Non-Audit Services**

Pre-approve all non-audit services permitted to be provided by the Independent Auditor in accordance with applicable law and rules governing the Independent Auditor, provided that the Committee may pre-approve certain services within designated thresholds on an annual basis and further provided that the Committee may delegate to the Chair of the Committee, or such other member or members of the Committee that it deems appropriate, certain pre-approval authority provided that any such approval granted by such persons shall be reported at the next regularly scheduled meeting of the Committee.

(g) **Independent Auditor's Quality Control Procedures, Performance and Independence**

Evaluate the quality control procedures, performance and independence of the Independent Auditor in carrying out its responsibilities, including obtaining and reviewing, at least annually, a report by the Independent Auditor describing:

- the firm's internal quality-control procedures;
- any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
- all relationships between the Independent Auditor and the Corporation confirming the Independent Auditor's of its independence from the Corporation, including a description of all matters that could have a bearing on its independence.

(h) **Staffing of Audit Team**

Review the experience and qualifications of the Independent Auditor's audit team assigned to the audit of the Corporation and make annual recommendations to the Board as to the need (if any) for rotation of the Independent Auditor or the members of the Independent Auditor's audit team assigned to the audit of the Corporation.

(i) **Relationship between Independent Auditor and Management**

Satisfy itself generally that there is a good working relationship between Senior Management and the Independent Auditor, and review:

- any management representations letters;
- the Independent Auditor's management letters and management's responses thereto;
- the Independent Auditor's schedule of unadjusted differences; and
- any other reports of the Independent Auditor.

(j) **Hiring from Independent Auditor**

Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and any former Independent Auditor.

(k) **Evaluation of Independent Auditor**

Conduct a periodic evaluation (taking into account Senior Management's opinion) of the Independent Auditor's qualifications, performance and independence, and present to the Board the Committee's conclusions. The evaluation must consider and assess independence, objectivity and professional skepticism, quality of the engagement team, and quality of communications and interactions with the Independent Auditor. While assessments should be completed annually, a comprehensive review should take place at least every five years.

2. Internal Controls

(a) **System of Internal Controls**

Satisfy itself through review and discussion that Senior Management has established and is maintaining an adequate and effective system of internal control over financial reporting and is responding on a timely basis to any material weaknesses or significant deficiencies which have been identified, including by meeting with and reviewing reports of the Independent Auditor relating to the Corporation's internal controls.

(b) **Reports on Internal Controls**

Review and assess:

1. any concerns, weaknesses or deficiencies disclosed in connection with the interim and annual CEO and CFO certifications relating to the effectiveness of the Corporation's disclosure controls and procedures, internal control over financial reporting and significant changes in internal controls over financial reporting; and

2. the Independent Auditor's management letter and whether recommendations have been acted on and, if not, the appropriateness of the reasons why they have not been acted on.

3. Accounting Matters

(a) **Significant Accounting Policies and Critical Estimates**

Review and discuss with Senior Management and the Independent Auditor:

1. the selection, use and application of, as well as proposed material changes to, significant accounting policies, principles, practices and related critical estimates and judgments in accordance with International Financial Reporting Standards ("IFRS"); and

2. alternative IFRS treatments for policies and practices relating to material items, including the ramifications of such alternative disclosures or treatments and any recommended treatment,

to ensure that the significant accounting policies and practices adopted are appropriate and consistent with the Corporation's needs and applicable requirements.

(b) **Disagreements**

Satisfy itself that there is an agreed course of action leading to the resolution of significant unsettled issues between Senior Management and the Independent Auditor that do not affect the audited financial statements (e.g. disagreements regarding correction of internal control weaknesses or the application of accounting principles to proposed transactions), if any.

(c) **Contingent Liabilities**

Review all material contingent liabilities and the related accounting treatment, presentation and disclosure.

(d) **Related Party Transactions**

Review all material related party transactions and the related accounting treatment, presentation and disclosure.

(e) **Off-Balance Sheet Transactions**

Review all material off-balance sheet transactions and the related accounting treatment, presentation and disclosure.

(f) **Other Board Committee Reports**

Receive and review reports from other board committees with regard to matters that could affect financial reporting.

(g) **Expense Reports**

Review expense reports of the Chairman and Chief Executive Officer ("CEO"). Such authority may be delegated to the Chair of the Committee.

4. Financial Disclosures

(a) **Disclosure Controls**

Satisfy itself that procedures are in place for the review of the Corporation's public disclosure to ensure consistent presentation of financial information extracted or derived from the Corporation's financial statements and assessing the adequacy of those procedures annually.

(b) **Approval of Disclosures**

Meet to review and discuss the Corporation's financial statements with Senior Management and the Independent Auditor and recommend, where appropriate to do so, to the Board, prior to release, the adoption and dissemination of all financial statements of the Corporation, together with related Management's Discussion & Analysis ("MD&A") of Results of Operations and Financial Position, earnings press releases, Annual Information Form ("AIF") and all other public disclosure documents of the Corporation containing financial information of the Corporation.

(c) **Audit Committee Report**

Prepare the Audit Committee report for inclusion in the Corporation's public disclosure documents in the form and at the time required by the laws, rules and regulations of applicable regulatory authorities.

(d) **Other Financial Information**

Review and discuss financial information and earnings guidance provided to analysts and rating agencies. This review need not be done on a case-by-case basis but may be done generally (consisting of a discussion of the types of information disclosed and the types of presentations made) and need not take place in advance of the disclosure.

5. Risk Management

(a) **Financial Risk Management**

Assess with Senior Management the Corporation's material exposure to Risks and the Corporation's actions to identify, monitor and mitigate such exposure.

Review quarterly reporting related to specific areas of Risks, including the following and such other risk areas as the Committee may determine:

1. interest rate and currency hedging;
2. leverage, liquidity and capital structure;
3. corporate tax planning and review; and
4. emerging Risk issues and trends.

(b) **Insurance Coverage**

Periodically review the adequacy of insurance coverages maintained by the Corporation.

(c) **Taxation**

Periodically review the status of taxation matters of the Corporation.

(d) **Legal Matters**

Review and assess the Corporation's General Counsel's summary of legal matters that may have a material impact on the financial statements, the Corporation's compliance with applicable laws and regulations and any material reports or inquiries received from regulators or governmental agencies.

6. Ethical Business Conduct

(a) **Code of Conduct**

Monitor compliance with the Corporation's Code of Business Conduct and Ethics and the Corporation's policies and procedures regarding compliance with applicable laws and regulations; make recommendations to the Board, where appropriate, as to any waivers of compliance of such Code.

(b) **Whistleblower Procedures**

Provide recommendations to the Corporate Governance and Nominating Committee and, as appropriate, the Board with respect to the implementation, operation and effectiveness of the Corporation's Whistleblower Policy as it relates to:

5. the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls, and auditing matters; and

6. the confidential, anonymous submission of complaints by employees of the Corporation regarding questionable accounting or auditing matters.

7. Reports to the Board

The Committee shall report to the Board on a regular basis and, in any event, before the public disclosure by the Corporation of its quarterly and annual financial results. The reports of the Committee shall include any issues of which the Committee is aware with respect to the quality or integrity of the consolidated financial statements of the Corporation, its compliance with legal or regulatory requirements, and the performance and independence of the Independent Auditor and changes in Risks.

LIMITATION OF AUDIT COMMITTEE ROLE

The Committee is not responsible for:

- planning or conducting audits; or
- certifying or determining the completeness or accuracy of the Corporation's financial statements or that those financial statements are in accordance with IFRS.

Each member of the Committee shall be entitled to rely in good faith upon:

- financial statements of the Corporation presented to him or her by Senior Management or in a written report of the Independent Auditor to present fairly the financial position of the Corporation in accordance with IFRS; and
- any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

"Good faith reliance" means that the Committee member has considered the relevant issues, questioned the information provided and assumptions used, and assessed whether the analysis provided by Senior Management or the expert is reasonable. Generally, good faith reliance does not require that the member question the honesty, competence and integrity of Senior Management or the expert unless there is a reason to doubt their honesty, competency and integrity.

Size, Composition and Independence

(a) **Size**

The members of the Committee shall be three or more individuals who are appointed (and may be replaced) by the Board on the recommendation of the Corporate Governance and Nominating Committee. The appointment of members of the Committee shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected, provided that if the appointment of members of the Committee is not so made, the directors who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed. The Board may appoint a member to fill a vacancy that occurs in the Committee between annual election of directors. Any member of the Committee may be removed from the Committee by a resolution of the Board. Unless the Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the members of the Committee.

(b) **Independence**

Each of the members of the Committee shall meet the Corporation's Categorical Standard for Determining Independence of Directors.

(c) **Financial Literacy and Expertise**

Each of the members of the Committee shall be "financially literate" (or acquire that literacy within a reasonable period after appointment) in accordance with applicable legislation and stock exchange requirements.

(d) **Limit on Outside Audit Committees**

No member shall concurrently serve on the audit committee of more than three other public companies without the prior approval of the Committee, the Corporate Governance and Nominating Committee and the Board and their determination that such simultaneous service would not impair the ability of the member to effectively serve on the Committee (which determination shall be disclosed in the Corporation's annual management information circular).

(e) **Independent Advisors**

The Committee may retain and compensate such outside financial, legal and other advisors at the expense of the Corporation as it deems reasonably necessary to assist and advise the Committee in carrying out the Committee's duties and responsibilities.

(f) **Role of Chair**

The Chair of the Committee shall generally provide leadership to enhance the effectiveness of the Committee and act as the liaison between the Committee and the Board as well as between the Committee and Senior Management. The Chair shall also manage the Committee's activities and meetings, manage any outside legal or other advisors retained by the Committee and manage the process of reporting to the Board on the Committee's activities and related recommendations.

COMMITTEE MEETING ADMINISTRATION

(a) **Meetings**

The Committee will meet as many times as is necessary to carry out its responsibilities but in no event will the Committee meet less than four times a year. Meetings will be at the call of the Chair. Notwithstanding the foregoing, the Independent Auditor or any member of the Committee may call a meeting of the Committee on not less than 48 hours' notice. The notice period may be waived by a quorum of the Committee.

(b) **Committee Access to Employees and Others**

The Committee shall periodically meet separately with Senior Management and the Independent Auditor and may request any member of the Corporation's Senior Management or the Corporation's outside counsel or Independent Auditor to attend meetings of the Committee or with any members of, or advisors to, the Committee. The Committee may also meet with the investment bankers, financial analysts and rating agencies that provide services to, or follow, the Corporation.

(c) **Meeting Agendas**

The Committee Chair shall establish a preliminary agenda for each Committee meeting. Any director or other person entitled to call a meeting may request items to be included on the agenda for any meeting.

(d) **Quorum**

A quorum for meetings shall be a majority of the members of the Committee or such greater number as the Committee shall by resolution determine. The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by a resolution in writing signed by all the members of the Committee entitled to vote on that resolution at a meeting of the Committee. Each member (including the Chair) is entitled to one (but only one) vote in Committee proceedings.

ANNUAL EVALUATION

At least annually and more frequently at the request of the General Counsel, the Committee shall, in a manner it determines to be appropriate:

- perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter, to be reviewed with the Board; and

- review and assess the adequacy of this Charter and the position description for its Chair and recommend to the Board any changes to this Charter or the position description of the Chair that the Committee determines to be appropriate, except for minor technical amendments to this Charter authority for which is delegated to General Counsel, who will report any such amendments to the Board at its next regular meeting.

Board Approved: March 8, 2022

Altus Group

LISTINGS

Toronto Stock Exchange
Stock trading symbol: AIF

AUDITORS

ERNST & YOUNG LLP

TRANSFER AGENT

TSX Trust Company
P.O. Box 700
Station B
Montreal, Quebec, Canada H3B 3K3
Toronto: (416) 682-3860
Toll-free throughout North America:
1 (800) 387-0825
Facsimile: 1-888-249-6189
Website: www.tsxtrust.com
Email: shareholderinquiries@tmx.com

HEADQUARTERS

33 Yonge Street, Suite 500
Toronto, Ontario, Canada M5E 1G4
Telephone: (416) 641-9500
Toll-free Telephone: 1 (877) 953-9948
Facsimile: (416) 641-9501
Website: www.altusgroup.com
Email: info@altusgroup.com