Management Discussion and Analysis

June 30, 2017

The following management discussion and analysis ("MD&A") provides information management believes is relevant to an assessment and understanding of the consolidated financial condition and consolidated results of operations of Element Fleet Management Corp. (the "Company" or "Element") (formerly, Element Financial Corporation) as at and for the three and six-month periods ended June 30, 2017 and should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements as at and for the three and six-month periods ended June 30, 2017 and the MD&A and audited consolidated financial statements and accompanying notes for the year ended December 31, 2016. Additional information relating to the Company is available on SEDAR at www.sedar.com and on the Company's website at www.elementfleet.com

CAUTIONARY STATEMENT

THIS ANALYSIS HAS BEEN PREPARED TAKING INTO CONSIDERATION INFORMATION AVAILABLE TO AUGUST 9, 2017. CERTAIN STATEMENTS CONTAINED IN THIS REPORT CONSTITUTE "FORWARD LOOKING STATEMENTS". IN SOME CASES THE FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY WORDS OR PHRASES SUCH AS "MAY", "WILL", "EXPECT", "PLAN", "ANTICIPATE", "INTEND", "POTENTIAL", "ESTIMATE", "BELIEVE" OR THE NEGATIVE OF THESE TERMS, OR OTHER SIMILAR EXPRESSIONS INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, INCLUDING, AMONG OTHERS, STATEMENTS REGARDING ELEMENT'S BUSINESS GROWTH, DEVELOPING STRATEGY, ELEMENT'S ABILITY TO CREATE VALUE FOR SHAREHOLDERS, THE TRANSITION OF THE NATURE OF ELEMENT'S BUSINESS, THE AVAILABILITY OF FUNDS FROM OPERATIONS AND CAPITAL ALLOCATION, BUSINESS INTEGRATION AND THE XCELERATE PLATFORM, THE EVOLUTION OF OPERATIONS AND THE DEVELOPMENT OF PERFORMANCE INDICATORS, AND OTHER FINANCIAL PERFORMANCE AND METRICS. SUCH STATEMENTS REFLECT OUR CURRENT VIEWS WITH RESPECT TO FUTURE EVENTS AND ARE SUBJECT TO INHERENT RISKS, UNCERTAINTIES AND NUMEROUS ASSUMPTIONS, INCLUDING, WITHOUT LIMITATION, GENERAL ECONOMIC CONDITIONS, TECHNOLOGICAL DEVELOPMENT, RELIANCE ON DEBT FINANCING, DEPENDENCE ON BORROWERS, INABILITY TO SUSTAIN RECEIVABLES, COMPETITION, INTEREST RATES, REGULATION, INSURANCE, FAILURE OF KEY SYSTEMS, DEBT SERVICE, FUTURE CAPITAL NEEDS AND SUCH OTHER RISKS OR FACTORS DESCRIBED FROM TIME TO TIME IN REPORTS OF ELEMENT.

BY THEIR NATURE, FORWARD LOOKING STATEMENTS INVOLVE NUMEROUS ASSUMPTIONS, KNOWN AND UNKNOWN, RISKS AND UNCERTAINTIES, BOTH GENERAL AND SPECIFIC, WHICH CONTRIBUTE TO THE POSSIBILITY THAT PREDICTIONS, FORECASTS, PROJECTIONS AND OTHER FORMS OF FORWARD LOOKING INFORMATION MAY NOT BE ACHIEVED. MANY FACTORS COULD CAUSE OUR ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS THAT MAY BE EXPRESSED OR IMPLIED BY SUCH FORWARD LOOKING STATEMENTS AND READERS ARE CAUTIONED THAT THE LIST OF FACTORS IN THE FOREGOING PARAGRAPH IS NOT EXHAUSTIVE. SHOULD ONE OR MORE OF THESE RISKS OR UNCERTAINTIES MATERIALIZE, OR SHOULD ASSUMPTIONS UNDERLYING THE FORWARD LOOKING STATEMENTS PROVE INCORRECT, ACTUAL RESULTS MAY VARY MATERIALLY FROM THOSE DESCRIBED HEREIN AS INTENDED, PLANNED, ANTICIPATED, BELIEVED, ESTIMATED OR EXPECTED. ACCORDINGLY, READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON FORWARD LOOKING STATEMENTS OR INTERPRET OR REGARD FORWARD-LOOKING STATEMENTS AS GUARANTEES OF FUTURE OUTCOMES. EXCEPT AS MAY BE REQUIRED BY APPLICABLE CANADIAN SECURITIES LAWS, WE DO NOT INTEND, AND DISCLAIM ANY OBLIGATION TO UPDATE OR REWRITE ANY FORWARD LOOKING STATEMENTS WHETHER ORAL OR WRITTEN AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

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Overview

Element Fleet Management Corp. ("Element" or the "Company") is a leading global fleet management company, providing world class services and financing for commercial vehicle fleets. Element is North America's largest publicly traded fleet management company. With more than $18 billion in assets, unprecedented scale, scope, focus and experience, the Company has transformed from a fleet financing and management business to a leading fleet-focused business services provider, driven by technology and advanced analytics, and benefiting from a large-scale stable leasing and integrated services platform. Element is investing in people, processes and technology to drive dynamic long-term growth and lead the transformation of the fleet management industry.

Element was founded in 2007, as Element Financial Corporation ("Element Financial"), an independent financial services company that originated, co-invested in and managed asset-based financings and related services programs. Through solid business execution over the years and a series of transformational acquisitions, Element Financial had over $25 billion in assets by the end of 2015. On February 16, 2016, the board of directors of Element Financial approved a plan to separate Element Financial into two publicly traded companies (the "Separation"): ECN Capital Corp. and the Company. The Separation was implemented through a court approved plan of arrangement and was approved at a special meeting of Element Financial shareholders on September 20, 2016, and received final court approval on September 21, 2016. The Separation became effective on October 3, 2016 and the Company was renamed Element Fleet Management Corp.

Element's mission is to ensure that it's customers' fleets and their drivers are safer, smarter and more productive, with a suite of services that spans the total fleet lifecycle, from acquisition and financing to program management and remarketing - helping customers optimize performance and improve productivity.

Operating Segments

While the Separation has resulted in the Company being one of the world's leading fleet management companies, certain assets remained with Element after the Separation that are not considered "pure fleet" assets and/or the typical earning assets of a pure fleet management company. Some were retained in order to provide fleet services, while others remained with Element for various commercial and legal structuring reasons or requirements. In addition, certain assets were opportunistically acquired post the Separation. The related strategy for each asset is dependent upon many factors including, but not limited to, cross-selling opportunities with core fleet services, current and expected market conditions impacting valuation, overall risk relative to the size of the Company, and the passage of time related to the separation activities and other post separation activities.

Irrespective of each strategy, Element determined that it would be more informative to separate management discussions and analysis between those assets that are related to core fleet management services ("Fleet Management") and those assets that are not (collectively, "Non-Core"). In addition, the notes to the Interim Condensed Consolidated Financial Statements for the three and six-month periods ended June 30, 2017 have been updated to reflect the two operating segments described herein.

Impact of Foreign Currency Exchange Rate Changes

As we have indicated in previous quarters, the Company is exposed to fluctuations in certain foreign currencies as a result of the operations it conducts in Australia, New Zealand, Mexico and, predominantly, the United States where, as at June 30, 2017, 7.3%, 4.0%, 2.4% and 76.4% of the net finance receivables and equipment under operating leases were located, respectively. While the Company hedges for currencies, assets and liabilities do fluctuate as a result of fluctuation in these currencies against the reporting currency, being the Canadian dollar. Fluctuations in these currencies also affect the reported income when foreign operating results are then converted back to the Canadian dollar.

During the second quarter of 2017, the weighted average changes in average exchange rates of the Company's operating currencies against the Canadian dollar affected adjusted operating income positively by approximately 0.97% and 3.14% over the immediately preceding quarter and the second quarter in 2016, respectively.

Changes in Presentation

Prior to fiscal year 2017, Element reported Service and other revenue net of internal operating expenses directly related to providing certain fleet services, as disclosed in the footnotes to the Company's historical consolidated financial statements. To enhance the presentation of its financial statements, the Company decided to remove these expenses from the revenue line and add them to Salaries, wages, and benefits, as well as General and administrative expenses, as appropriate. This reclassification was implemented retroactively, and the prior periods were adjusted accordingly.

Selected Consolidated Financial Information and Financial Ratios

The table below sets out key financial metrics that show operating results together with related per share figures, for continuing operations as well as those that include the contribution of Distributed Operations:

	As at and for the three-month periods ended			As at and for the six-month periods ended	
(in $000's for stated values, except ratios and per share amounts)	**June 30, 2017**	March 31, 2017	June 30, 2016	**June 30, 2017**	June 30, 2016
	$	$	$	**$**	$
Net revenue from continuing operations (4)	**247,543**	238,412	249,345	**485,955**	519,144
Net income from continuing operations	**37,087**	51,845	75,900	**88,932**	150,606
Net income	**37,087**	51,845	99,833	**88,932**	201,102
Total assets (2) (3)	**18,834,555**	18,786,235	23,992,787	**18,834,555**	23,992,787
Total debt (3)	**14,116,136**	14,132,395	17,844,182	**14,116,136**	17,844,182
Before tax adjusted operating income from continuing operations (1)	**124,425**	123,065	133,920	**247,490**	279,377
After tax adjusted operating income from continuing operations (1)	**99,753**	100,025	105,382	**199,778**	216,545
Earnings (loss) per share from continuing operations					
Basic	**0.07**	0.11	0.17	**0.18**	0.34
Diluted	**0.07**	0.11	0.17	**0.18**	0.34
Earnings per share					
Basic	**0.07**	0.11	0.24	**0.18**	0.47
Diluted	**0.07**	0.11	0.23	**0.18**	0.47
After tax adjusted operating income per share from continuing operations(1)					
Basic	**0.23**	0.24	0.25	**0.47**	0.51
Pro forma diluted	**0.22**	0.22	0.24	**0.45**	0.50
After tax adjusted operating income per share (1)					
Basic	**0.23**	0.24	0.32	**0.47**	0.66
Pro forma Diluted	**0.22**	0.22	0.30	**0.45**	0.63
Dividends declared, per share					
Common share	**0.07500**	0.07500	0.02500	**0.15000**	0.05000
Preferred Shares, Series A	**0.41250**	0.41250	0.41250	**0.82500**	0.82500
Preferred Shares, Series C	**0.40625**	0.40625	0.40625	**0.81250**	0.81250
Preferred Shares, Series E	**0.40000**	0.40000	0.40000	**0.80000**	0.80000
Preferred Shares, Series G	**0.40625**	0.40625	0.40625	**0.81250**	0.81250

(1) For additional information, see "Description of Non-IFRS Measures" section.

(2) June 30, 2016 has been retrospectively adjusted to reflect finalization of the assessment of the fair value of assets acquired and liabilities assumed at the acquisition date of the GE Fleet Operations.

(3) Total assets and debt includes assets and debt included in distributed operations for June 30, 2016; excluding distributed operations, total assets were $18.1 billion and total debt was $13.6 billion.

(4) The comparative periods have been reclassified to reflect removing internal expenses related to service delivery from service and other revenue to operating expenses (salaries, wages and benefits, and general and administrative expenses).

Consolidated Results of Continuing Operations

The following table sets forth a summary of the Company's consolidated results of continuing operations:

		For the three-month periods ended		For the six-month periods ended	
	June 30, 2017	March 31, 2017	June 30, 2016	**June 30, 2017**	June 30, 2016
(in $000's for stated values, except per share amounts)	**$**	$	$	**$**	$
Net revenue					
Service and other revenue (1)	**153,556**	147,516	141,981	**301,072**	292,101
Net interest income and rental revenue (2)	**188,496**	179,984	192,644	**368,480**	396,516
	342,052	327,500	334,625	**669,552**	688,617
Interest expense	**94,509**	89,088	85,280	**183,597**	169,473
Net revenue	**247,543**	238,412	249,345	**485,955**	519,144
Operating expenses					
Salaries, wages and benefits	**79,271**	74,932	71,016	**154,203**	146,375
General and administration expenses	**43,847**	40,415	44,409	**84,262**	93,392
Adjusted operating expenses (3)	**123,118**	115,347	115,425	**238,465**	239,767
Amortization of convertible debenture synthetic discount	**3,260**	3,206	3,053	**6,466**	6,056
Share-based compensation	**3,589**	6,036	4,713	**9,625**	12,526
Total operating expenses	**129,967**	124,589	123,191	**254,556**	258,349
Business acquisition costs					
Amortization of intangibles from acquisition	**14,773**	14,821	15,173	**29,594**	31,299
Transaction and integration costs	**31,315**	36,046	21,178	**67,361**	52,547
Total business acquisition costs	**46,088**	50,867	36,351	**96,955**	83,846
Share of loss from and provision in joint venture (5)	**40,875**	10,244	—	**51,119**	—
Net income (loss) before taxes	**30,613**	52,712	89,803	**83,325**	176,949
Income tax expense (recovery)	**(6,474)**	867	13,903	**(5,607)**	26,343
Net income for the period from continuing operations	**37,087**	51,845	75,900	**88,932**	150,606
Earnings (loss) per share [basic] - continuing operations	**0.07**	0.11	0.17	**0.18**	0.34
Earnings (loss) per share [diluted] - continuing operations	**0.07**	0.11	0.17	**0.18**	0.34
Adjusted operating results (3)					
Net revenue (1)	**247,543**	238,412	249,345	**485,955**	519,144
Adjusted operating expenses (1) (3)	**123,118**	115,347	115,425	**238,465**	239,767
Adjusted operating income - continuing operations (3)	**124,425**	123,065	133,920	**247,490**	279,377
Provision for taxes applicable to adjusted operating income - continuing operations	**24,672**	23,040	28,538	**47,712**	62,832
After-tax adjusted operating income - continuing operations (3) (4)	**99,753**	100,025	105,382	**199,778**	216,545
Weighted average number of shares outstanding [basic]	**388,958**	387,711	386,282	**388,338**	386,211
Before-tax adjusted operating income per share [basic] - continuing operations (3)	**0.29**	0.29	0.32	**0.59**	0.68
After-tax adjusted operating income per share [basic] - continuing operations (3)	**0.23**	0.24	0.25	**0.47**	0.51

(1) The comparative periods have been reclassified to reflect removing internal expenses related to service delivery from service and other revenue to operating expenses (salaries, wages and benefits, and general and administrative expenses).
(2) Net interest income and rental revenue is equal to interest income, less provision for credit losses and rental income earned on equipment under operating leases, less depreciation on equipment under operating leases.
(3) For additional information, see "Description of Non-IFRS Measures" section.
(4) For reconciliation from IFRS Net Income to After-tax adjusted operating income, see page 31.
(5) For the three and six-month period ended June 30, 2017, the share of loss derived from the reported results of the joint venture was $10.9 million and $21.1 million, respectively, and the Company has recorded a further provision against certain assets in the joint venture of $30.0 million.

The following table sets forth a summary of the Company's operating segments and consolidated results of continuing operations for the three-month period ended June 30, 2017:

			For the three-month period June 30, 2017
	Fleet Management	Non-Core	Consolidated
(in $000's for stated values, except per share amounts)	$	$	$
Net revenue			
Service and other revenue	143,392	10,164	153,556
Net interest income and rental revenue (1)	164,311	24,185	188,496
	307,703	34,349	342,052
Interest expense	83,251	11,258	94,509
Net revenue	224,452	23,091	247,543
Adjusted operating expenses			
Salaries, wages and benefits	78,287	984	79,271
General and administration expenses	43,191	656	43,847
Adjusted operating expenses (2)	121,478	1,640	123,118
Segment adjusted operating income (before tax)	102,974	21,451	124,425
Share of loss from and provision in joint venture (4)	—	40,875	40,875
Net segment income (before tax)	102,974	(19,424)	83,550
Unallocated operating expenses			
Amortization of convertible debenture synthetic discount			3,260
Share-based compensation			3,589
Total unallocated operating expenses			6,849
Unallocated business acquisition costs			
Amortization of intangibles from acquisition			14,773
Transaction and integration costs			31,315
Total unallocated business acquisition costs			46,088
Consolidate net income (loss) before taxes			30,613
Income tax expense (recovery)			(6,474)
Consolidated net income for the period from continuing operations			37,087
Adjusted operating results (2)			
Net revenue	224,452	23,091	247,543
Adjusted operating expenses (2)	121,478	1,640	123,118
Adjusted operating income - continuing operations (2)	102,974	21,451	124,425
Provision for taxes applicable to adjusted operating income - continuing operations	21,625	3,047	24,672
After-tax adjusted operating income - continuing operations (2) (3)	81,349	18,404	99,753
Before-tax adjusted operating income per share [basic] - continuing operations (2)	0.24	0.06	0.29
After-tax adjusted operating income per share [basic] - continuing operations (2)	0.18	0.05	0.23

(1) Net interest income and rental revenue is equal to interest income, less provision for credit losses and rental income earned on equipment under operating leases, less depreciation on equipment under operating leases.
(2) For additional information, see "Description of Non-IFRS Measures" section.
(3) For reconciliation from IFRS Net Income to After-tax adjusted operating income, see page 31.
(4) The share of loss derived from the reported results of the joint venture was $10.9 million, and the Company has recorded a further provision against certain assets in the joint venture of $30.0 million.

As shown in the tables above, overall net revenue was $247.5 million for the current quarter, a decline of 0.7% compared to the same period in the prior year and an increase of 3.8% compared to the immediately preceding quarter. On a sequential basis, services and other revenue as well as net interest income and

rental revenue increased by 4.1% and 4.7%, respectively. Compared to Q2 2016, Services and other revenue also increased meaningfully, given solid momentum in Fleet Management, while net interest and rental revenue declined due to various factors related to both Fleet Management as well as Non-Core assets, as detailed below.

Adjusted operating expenses have increased by 6.7% compared to Q2 2016 as well as on a sequential basis. Nearly all of the adjusted operating expenses relate to Fleet Management and as such, the increases are explained in the results related to the Fleet Management operations section below.

Share-based compensation, included in total operating expenses, decreased to $3.6 million for Q2 2017 compared to $4.7 million for the comparable quarter of 2016 and decreased from $6.0 million for Q1 2017. The decrease over the comparative quarter in 2016 was primarily due to the cessation of the amortization of stock compensation expenses related to employees who became employees of ECN Capital on the Separation, and offset by new grants in late 2016 and early 2017. The decrease over the immediately preceding quarter was primarily due to changes to the fair value of the un-hedged portion of PSU liabilities and forfeitures.

Amortization of the convertible debenture synthetic discount, also included in total operating expenses, represented the accretion of the convertible debenture discount created from the bifurcation of the convertible debentures between debt and share capital.

Transaction and integration cost was $31.3 million in Q2 2017, compared to $21.2 million in Q2 2016 and $36.0 million in Q1 2017. While the integration of the acquisition of GE Capital's fleet management operations in the United States, Mexico, Australia and New Zealand (collectively, "GE Fleet"), was primarily completed in the prior quarter, the Company continued to execute post IT migration activities in the US in Q2 2017.

The amortization of intangibles acquired as part of business acquisitions was $14.8 million in Q2 2017, down from the $15.2 million in Q2 2016 and consistent with the $14.8 million in Q1 2017.

The Company's share of loss from and provision in joint venture from its investment in the 19th Capital Group LLC joint venture (a Non-Core investment) entered into on December 30, 2016 was $40.9 million before taxes for Q2 2017 compared to $10.2 million for Q1 2017. The Company's share of operating losses was $8.2 million in Q2 2017, down from $10.0 million in Q1 2017. The remainder of the losses reported by the joint venture in each quarter ($2.7 million in Q2 2017 and $0.2 million in Q1 2017) were due to losses incurred on repositioning the fleet and marking down the value of trucks held for sale. In addition, during Q2 2017 the Company recorded a $30.0 million reserve against certain assets of the joint venture, which also serves to reduce the carrying value of its equity, to allow for increased flexibility to execute on a refreshed strategic plan. This includes increasing the focus on the movement of units to small corporate fleets, expediting the sale or trade-in of certain units, optimizing the size and composition of the fleet to improve the overall efficiency. These actions will assist in right sizing the operating fleet, increase utilization rates and improve cash returns through the sale proceeds and/or the operation of newer more efficient vehicles.

For the six-month period ended June 30, 2017, net revenue was $486.0 million, a decrease of 6.4% compared to the same period in the prior year. Service and other revenue increased by 3.1% as both Fleet Management and Non-Core operations has experienced modest growth over the prior year, while net interest and rental revenue declined due to various factors related to both Fleet Management as well as Non-Core Assets, as detailed below. Adjusted operating expenses, also had modest improvement of 0.5% over the same period in 2016, as TSA fees (G&A expense) paid to GE during the transitional period after acquisition, were converted to internal personnel costs. Other expenses for the six month period ended 2017 as compared to the same period in 2016 were impacted by the same factors as noted in the quarterly periods.

Results of Fleet Management Operations

The following table sets forth a summary of the Company's results from core Fleet Management operations; for greater clarity, this table excludes assets and earnings that have been deemed by the Company as Non-Core (see "Operating Segment"):

		For the three-month periods ended		For the six-month periods ended	
	June 30, 2017	March 31, 2017	June 30, 2016	**June 30, 2017**	June 30, 2016
(in $000's for stated values, except per share amounts)	**$**	$	$	**$**	$
Net revenue					
Service and other revenue	**143,392**	128,443	135,386	**271,835**	269,643
Net interest and rental revenue	**81,060**	83,559	87,113	**164,620**	180,011
Net revenue	**224,452**	212,002	222,499	**436,455**	449,654
Adjusted operating expenses					
Salaries, wages and benefits	**78,287**	74,144	70,694	**152,431**	145,709
General and administration expenses	**43,191**	39,801	42,969	**82,992**	90,405
Adjusted operating expenses	**121,478**	113,945	113,663	**235,423**	236,114
Adjusted operating income - continuing operations	**102,974**	98,057	108,836	**201,032**	213,540
Provision for taxes applicable to adjusted operating income - continuing operations	**21,625**	20,592	22,856	**42,217**	44,843
After-tax adjusted operating income - continuing operations	**81,349**	77,465	85,980	**158,815**	168,697
Less: Cumulative preferred share dividends	**10,253**	8,912	8,912	**19,165**	17,824
After-tax adjusted operating income from continuing operations attributable to common shareholders	**71,096**	68,553	77,068	**139,650**	150,873
Weighted average number of shares outstanding [basic]	**388,958**	387,711	386,282	**388,338**	386,211
Before-tax adjusted operating income per share [basic] - continuing operations	**0.24**	0.23	0.26	**0.47**	0.51
After-tax adjusted operating income per share [basic] - continuing operations	**0.18**	0.18	0.20	**0.36**	0.39

Service and other revenue for Q2 2017 was $143.4 million, an increase of 5.9% and an increase of 11.6% from those reported in Q2 2016 and Q1 2017, respectively. On a constant currency basis, Service and other revenue increased by 2.3% and 10.6% compared to those reported in Q2 2016 and Q1 2017, respectively. While the growth over Q2 2016 and Q1 2017 was broadly distributed in all fleet services categories and in all geographic regions, the sequential increase was partially driven by an increase in remarketing and syndications which do fluctuate from period to period. Services and other revenue continued to increase throughout the period and, as discussed previously, is an indication of a broader adoption by customers of Element's services offerings and is a testament to cross-selling opportunities of various service offerings across the Company's customer base.

Fleet Management net interest and rental revenue for Q2 2017 was $81.1 million, a decrease of 6.9% from the $87.1 million reported in Q2 2016, and a decrease of 3.0% from the $83.6 million reported in Q1 2017. On a constant currency basis, Net interest and rental revenue decreased by 10.0% and 4.1% compared to what was reported in Q2 2016 and Q1 2017, respectively. The decrease compared to both comparative periods was primarily due to increased interim funding through post IT migration activities in the US in Q1 2017 and increased further in Q2 2017 from higher than normal origination volumes, resulting in a higher debt advance rate (average debt divided by average earning assets) of 104.5% compared to 102.2% during Q2 2016 and 102.6% during Q1 2017. As the backlog of interim funding is cleared, the advance rate will normalize. The decrease compared to Q2 2016 also reflected term debt raised in the first half of 2016 when the spreads for securitized asset funding expanded from historical norms; these higher rates will have a decreasing relative effect as more term deals are done in the market, which has returned to historical spread

levels. Both interest income and interest expense in Q2 2017 reflected the impact of increased rates in the market over our variable rate assets.

The following table sets out Net interest and rental revenue margin ("NIM") calculation for Fleet Management operations, together with references to key benchmarks and metrics:

	For the three-month periods ended			For the six-month periods ended	
	June 30, 2017	March 31, 2017	June 30, 2016	**June 30, 2017**	June 30, 2016
(in $000's for stated values)	**%**	%	%	**%**	%
Net interest income and rental revenue	**5.28**	5.22	5.16	**5.23**	5.13
Interest expense	**2.68**	2.53	2.37	**2.60**	2.32
Net interest and rental revenue margin or NIM (1)	**2.60**	2.69	2.79	**2.63**	2.81
Average cost of debt (Interest expense / average debt) (1)	**2.56**	2.47	2.32	**2.51**	2.27
Average 1-Month LIBOR rates	**1.09**	0.85	0.46	**0.97**	0.45
Total average earning assets (1) (2)	**$ 12,447,924**	$ 12,428,789	$ 12,511,026	**$ 12,474,509**	$ 12,840,907
Average debt outstanding (1)	**$ 13,004,536**	$ 12,756,959	$ 12,784,823	**$ 12,883,505**	$ 13,129,863
New originations	**$ 1,908,496**	$ 1,379,000	$ 1,656,568	**$ 3,287,496**	$ 3,293,040

(1) For additional information, see "Description of Non-IFRS Measures" section.
(2) Beginning Q2 2017, total average earning assets were calculated using monthly average balances; comparative periods have not been adjusted as the impact on historical periods was determined to be insignificant.

NIM was 2.6% during the three-month period ended June 30, 2017, a decrease from both the 2.8% reported for Q2 2016 and the 2.7% reported in Q1 2017. The decreases are due to the factors discussed above. Normalizing for the temporary increase in interim funding, and related increased debt cost, NIM would have been relatively flat to the previous quarter, as shown in the table below.

	For the three-month periods ended			For the six-month periods ended	
	June 30, 2017	March 31, 2017	June 30, 2016	**June 30, 2017**	June 30, 2016
(in $000's for stated values)	**%**	%	%	**%**	%
Net interest income and rental revenue	**5.28**	5.22	5.16	**5.23**	5.13
Interest expense	**2.43**	2.40	2.26	**2.41**	2.21
Adjusted net interest and rental revenue margin or NIM (1)	**2.85**	2.82	2.90	**2.82**	2.92
Average funded assets (1)	**13,686,127**	13,125,378	13,096,776	**13,441,905**	13,474,732

(1) For additional information, see "Description of Non-IFRS Measures" section.

Average cost of debt increased to 2.6% during the quarter, from 2.3% in Q2 2016 and 2.5% from the immediately preceding quarter. The higher rate was partially due to both an increased allocation of convertible debentures to the segment in the current quarter and also to the general increase in underlying reference rates. The average 1-Month LIBOR rates increased from 0.46% during Q2 2016 to 1.09% during Q2 2017. Funding is supported by variable rate assets which are not hedged, and the underlying increase in debt cost is consistent with the underlying increase in revenues on those assets.

The following table summarizes adjusted operating expenses from Fleet Management operations as a percentage of net revenue:

	For the three-month periods ended			For the six-month periods ended	
	June 30, 2017	March 31, 2017	June 30, 2016	**June 30, 2017**	June 30, 2016
	%	%	%	**%**	%
Adjusted operating expenses as a percentage of net revenue	**54.10**	53.70	51.10	**53.94**	52.51

Adjusted operating expenses were $121.5 million for Q2 2017 compared to $113.7 million for the comparable quarter of 2016 and $113.9 million for the immediate preceding quarter. On a constant currency basis, operating expenses increased by 3.6% compared to Q2 2016 and by 5.5% compared to Q1 2017. The increase from Q2 2016 and Q1 2017 was primarily due to an increase in employee bonus accruals that was consistent with the Company's short term incentive plans. In addition, salaries and wages and general and administration expenses increased consistent with the overall services revenue growth. The increase over Q2 2016, also reflected the impact of the acquisition of CEI Capital Group, Inc. at the end of Q4 2016.

Adjusted operating income from Fleet Management operations for Q2 2017 was $103.0 million, a decrease of $5.9 million or 5.4% over the amount reported for Q2 2016 and an increase of $4.9 million or 5.0% over the amount reported during the immediately preceding quarter. The decrease over the Q2 2016 comparative quarter was primarily the result of lower net interest and rental revenue as discussed above, while the increase over the immediately preceding quarter was primarily due to an increase in net service and other, slightly offset by an increase in adjusted operating expenses.

For the six-month period ended June 30, 2017, net revenue was $436.5 million, a decrease of 2.94% compared to the comparative period in prior year. The decrease was mainly attributed to the decline in net interest and rental revenue as discussed above, offset by the growth shown in service and other revenues. Adjusted operating expense was $235.4 million for the current period, as compared to $236.1 million in the comparative period in prior year. The slight decrease is from lower G&A expense largely from the conversion of TSA costs paid to GE during the transitional period after acquisition to internal personnel costs, and offset by salaries and wages expense due to the acquisition of CEI Capital Group, Inc. at the end of fiscal 2016. Overall, after-tax adjusted operating income was $158.8 million for the six-month period ended June 30, 2017, compared to $168.7 million in the comparative period in prior year. The decline is consistent with the decrease in net interest and rental revenue and offset by a slight decrease in adjusted operating expenses, as previously discussed.

Results of Non-Core Operations

The following table sets forth a summary of the Company's results from Non-Core operations:

		For the three-month periods ended		For the six-month periods ended	
	June 30, 2017	March 31, 2017	June 30, 2016	**June 30, 2017**	June 30, 2016
(in $000's for stated values, except per share amounts)	**$**	$	$	**$**	$
Net revenue					
Service and other revenue	**10,164**	19,073	6,595	**29,237**	22,458
Net interest and rental revenue	**12,927**	7,337	20,251	**20,263**	47,032
Net revenue	**23,091**	26,410	26,846	**49,500**	69,490
Adjusted operating expenses					
Salaries, wages and benefits	**984**	788	322	**1,772**	666
General and administration expenses	**656**	614	1,440	**1,270**	2,987
Adjusted operating expenses	**1,640**	1,402	1,762	**3,042**	3,653
Adjusted operating income - continuing operations	**21,451**	25,008	25,084	**46,458**	65,837
Provision for taxes applicable to adjusted operating income - continuing operations	**3,047**	2,448	5,682	**5,495**	17,989
After-tax adjusted operating income - continuing operations	**18,404**	22,560	19,402	**40,963**	47,848
Weighted average number of shares outstanding [basic]	388,958	387,711	386,282	**388,338**	386,211
Before-tax adjusted operating income per share [basic] - continuing operations	**0.06**	0.06	0.06	**0.12**	0.17
After-tax adjusted operating income per share [basic] - continuing operations	**0.05**	0.06	0.05	**0.11**	0.12

Overall, net revenue for Non-Core operations was $23.1 million, a decline of 14.0% compared to Q2 2016 and a decline 12.6% on a sequential basis.

Service and other revenue within this segment was primarily related to fees delivered in connection with various services provided to non-fleet customers. By nature of the various commercial arrangements, such fees are not recurring in nature and will fluctuate from time to time.

Net interest and rental revenue for Q2 2017 was $12.9 million, a decrease of 36.2% from the $20.3 million reported in Q2 2016, and an increase of 76.2% from the $7.3 million reported in Q1 2017. On a constant currency basis, Net interest and rental revenue decreased by 39.1% compared to what was reported in Q2 2016 and increased by 73.7% from Q1 2017. The decrease compared to Q2 2016 was as expected, related to the run-off nature of the equipment finance portfolio in New Zealand, which was acquired as part of the GE Fleet transaction, as well as the structure of the joint venture with 19th Capital. The increase from Q1 2017 was primarily from the acquisition of an opportunistic loan portfolio at the end of Q1 2017, partially offset by declining revenue from the depleting equipment finance portfolio in New Zealand, as previously mentioned.

The following table sets out Net interest and rental revenue margin ("NIM") calculation, together with references to key benchmarks and metrics:

	For the three-month periods ended			For the six-month periods ended	
	June 30, 2017	March 31, 2017	June 30, 2016	**June 30, 2017**	June 30, 2016
(in $000's for stated values)	**%**	%	%	**%**	%
Net interest income and rental revenue	**7.37**	6.78	10.19	**7.11**	10.83
Interest expense	**3.43**	3.98	3.62	**3.68**	3.26
Net interest and rental revenue margin or NIM (1)	**3.94**	2.80	6.57	**3.43**	7.57
Average cost of debt (Interest expense / average debt) (1)	**3.73**	4.23	4.34	**3.96**	4.23
Total average earning assets (1)	**$ 1,312,030**	$ 1,050,313	$ 1,232,506	**$ 1,180,250**	$ 1,243,140
Average debt outstanding (1)	**$ 1,206,033**	$ 988,031	$ 1,026,637	**$ 1,097,192**	$ 958,059
New originations	**$ —**	$ 296,841	$ 46,221	**$ 296,841**	$ 46,221

(1) For additional information, see "Description of Non-IFRS Measures" section.
(2) Beginning Q2 2017, total average earning assets were calculated using monthly average balances; comparative periods have not been adjusted as the impact on historical periods was determined to be insignificant.

NIM was 3.9% during the three-month period ended June 30, 2017, a decrease from the 6.6% reported for Q2 2016 and an increase from the 2.8% reported in Q1 2017. The decrease and increase compared to Q2 2016 and Q1 2017, respectively, were consistent and due to factors discussed previously.

Average cost of debt decreased to 3.7% during the three-month period ended June 30, 2017, from 4.3% in Q2 2016 and decreased from 4.2% from the immediately preceding quarter. The decreases compared to Q2 2016 and Q1 2017, were primarily related to changes in asset mix within Non-Core that impacted the allocation of interest from the senior line and unsecured convertible debentures.

Adjusted operating expenses were $1.6 million for Q2 2017 compared to $1.8 million for the comparable quarter of 2016 and $1.4 million for the immediate preceding quarter. The adjusted operating expenses in Q2 2017 and Q1 2017 are a corporate allocation of expenses of approximately 50 bps of average earning assets. The adjusted operating expenses in Q1 2016 were primarily related to carve-out operating expenses related to the operations of a portfolio of class 8 trucks, these assets were contributed to the 19th Capital joint venture on December 30, 2016.

Adjusted operating income from continuing operations for Q2 2017 was $21.5 million, a decrease of $3.6 million or 14.5% over the amount reported for Q2 2016 and a decrease of $3.6 million or 14.2% over the amount reported during the immediately preceding quarter. The decrease over the Q2 2016 comparative quarter was primarily the result of lower net revenue offset by a reduction in adjusted operating expenses, as discussed above, while the decrease over the immediately preceding quarter was due to a reduction of service and other revenue.

For the six-month period ended June 30, 2017, net revenue was $49.5 million, a decrease of 28.8% compared to the comparative period in prior year. Overall, after-tax adjusted operating income was $46.5 million for the six-month period ended June 30, 2017, compared to $65.8 million in the comparative period in prior year. The decrease was mainly attributed to the run-off nature of the equipment finance portfolio in New Zealand, as previously discussed.

Consolidated Financial Position

The following table presents a summary of the comparative consolidated financial position, as at:

(in $000's for stated values)	**June 30, 2017** $	March 31, 2017 $	December 31, 2016 $
Assets			
Fleet Management finance assets			
Finance receivables	**12,780,472**	12,514,541	12,555,776
Equipment under operating leases	**1,523,396**	1,491,415	1,421,637
Fleet Management finance assets	**14,303,868**	14,005,956	13,977,413
Non-Core finance receivables	**1,100,318**	1,175,938	898,235
Total finance assets	**15,404,186**	15,181,894	14,875,648
Non-Core other earning assets	**161,623**	166,986	170,889
Non-Core investment in joint venture	**81,425**	124,243	135,846
Other assets			
Fleet Management	**1,058,554**	1,150,741	1,065,844
Non-core	**34,038**	15,545	9,374
Total other assets	**1,092,592**	1,166,286	1,075,218
Goodwill and intangible assets	**2,094,729**	2,146,826	2,163,063
Total assets	**18,834,555**	18,786,235	18,420,664
Liabilities			
Fleet Management Debt			
Secured borrowings	**12,437,229**	12,427,499	12,378,221
Convertible debentures	**507,979**	494,949	456,126
Total Core Fleet debt	**12,945,208**	12,922,448	12,834,347
Non-Core Other Debt			
Secured borrowings	**813,260**	844,267	605,314
Convertible debentures	**357,668**	365,680	399,562
Total Non-Core Other debt	**1,170,928**	1,209,947	1,004,876
Total debt	**14,116,136**	14,132,395	13,839,223
Other liabilities	**705,517**	675,124	600,087
Total liabilities	**14,821,653**	14,807,519	14,439,310
Shareholders' equity	**4,012,902**	3,978,716	3,981,354
Total liabilities and shareholders' equity	**18,834,555**	18,786,235	18,420,664

Total assets and liabilities of continuing operations increased by 2.2% and 2.6%, respectively, over the periods of December 31, 2016 and June 30, 2017, mainly as a result of an increase in total finance assets and related debt, offset by a decrease in the US dollar compared to the Canadian dollar. The Company was also exposed to other currencies that primarily appreciated against the Canadian dollar during the period. The net impact of these currency variations flows as Other Comprehensive Income through Shareholders' Equity.

Fleet Management Portfolio Finance Asset Details

Finance Receivables

The following table sets forth a breakdown of the Company's Fleet Management finance receivables, as at:

(in $000's for stated values, except ratios)	**June 30, 2017** **$**	March 31, 2017 $	December 31, 2016 $
Net investment in finance receivables	**10,867,595**	10,878,455	11,472,746
Impaired receivables - at net realizable value	**5,996**	1,888	2,507
	10,873,590	10,880,343	11,475,253
Unamortized origination costs and subsidies	**(119,629)**	(130,745)	(129,521)
Net finance receivables	**10,753,962**	10,749,598	11,345,732
Prepaid lease payments and Security deposits	**(138,786)**	(65,889)	(27,568)
Interim funding	**1,258,853**	1,033,482	483,079
Fleet management service receivables	**719,161**	663,861	623,848
Other	**193,277**	139,467	136,766
	12,786,467	12,520,519	12,561,857
Allowance for credit losses	**5,995**	5,978	6,081
Total finance receivables of continuing operations	**12,780,472**	12,514,541	12,555,776
Ratios			
Allowance for credit losses as a percentage of finance receivables	**0.05%**	0.05%	0.05%

Fleet Management finance receivables have increased by 1.8% compared to December 31, 2016 and by 2.1% compared to March 31, 2017, due to stronger originations that resulted in higher interim fundings following a delay in activations due to integration activities, offset by the US dollar retraction compared to the Canadian dollar as mentioned previously.

Allowance for credit losses

Management maintains an allowance for credit losses, which it establishes to provide for impairment of individual or groups of assets. Individual impairment is assessed by examining contractual delinquency, and the individual borrower's financial condition, such as the identification of a borrower entering bankruptcy, or the company being in the process of legal or collateral repossession proceedings with a debtor. Accounts over 120 days past due are automatically considered to be impaired and are fully provisioned net of any anticipated recoveries and are presented at their net realizable value. Accounts that are contractually delinquent less than 120 days are provisioned by applying probability-weighted assumptions consistent with industry standards and the Company's own experience with respect to the probability of an identified account resulting in a borrower default. The amount of allowance for credit losses is measured as the difference between the carrying amounts of the assets on the consolidated statements of financial position and the present value of the estimated future cash flows on the financial receivables, discounted at the finance receivables' original effective interest rate.

The Company's policy is to assess credit risk related to specific customer defaults by performing detailed assessments on the value of the underlying security, the customer's financial condition and ability to service the debt, both at loan inception and throughout the term of the loan.

The Company's allowance for credit losses was $6.0 million as at June 30, 2017, a decrease of $0.1 million or 1.41% over the $6.1 million reported at December 31, 2016 and an increase of $0.02 million or 0.28% over the immediately preceding quarter ended. The allowance for credit losses as a percentage of finance

receivables as at June 30, 2017 was 0.05%, remaining consistent with 0.05% as at December 31, 2016 and 0.05% as at March 31, 2017.

Please refer to sections titled “Fleet Management Geographic Portfolio Segmentation”, "Fleet Management Asset Class Portfolio Distribution" and “Fleet Management Delinquencies” of this MD&A for additional information.

Fleet Management delinquencies

The contractual delinquency of the Fleet Management net finance receivables at each reporting period is as follows:

	June 30, 2017		March 31, 2017		December 31, 2016	
(in $000's for stated values)	**$**	**%**	$	%	$	%
Current	**10,744,470**	**99.91**	10,743,621	99.94	11,341,052	99.96
31 to 60 days	**2,831**	**0.03**	3,419	0.03	1,664	0.01
61 to 90 days	**273**	**—**	458	—	149	—
91 to 120 days	**392**	**—**	212	—	360	—
Impaired receivables	**5,996**	**0.06**	1,888	0.03	2,507	0.03
Total	**10,753,962**	**100.00**	10,749,598	100.00	11,345,732	100.00

Fleet Management credit losses and provisions, as at and for each of the respective periods are as follows:

	Six-month period ended June 30, 2017	Year ended December 31, 2016
(in $000's for stated values, except ratios)	**$**	$
Allowance for credit losses, beginning of period	**6,081**	13,397
Provision for (recovery of) credit losses	**(22)**	(3,834)
Charge-offs, net of recoveries	**(12)**	(2,654)
Impact of foreign exchange rates	**(52)**	(828)
Allowance for credit losses, end of period	**5,995**	6,081
Allowance for credit losses as a percentage of finance receivables	**0.05%**	0.05%

Fleet Management allowance for credit losses of $6.0 million as at June 30, 2017 represented 0.05% of the finance receivables outstanding, consistent with the 0.05% reported at December 31, 2016. The charge offs, net of recoveries during the 2016 fiscal year, reflected the realization of amounts that were specifically provided for as part of the GE Acquisition, and excluding these amounts there would have been a net recovery of $0.3 million. Overall, the allowance was in-line with management’s expectation of losses from the business and the mix of assets, including the addition of finance receivables acquired from the GE Acquisition.

Fleet Management Equipment Under Operating Leases

The following table sets forth the Company's Fleet Management equipment under operating leases for continuing operations:

(in $000's for stated values)	**June 30, 2017** $	March 31, 2017 $	December 31, 2016 $
Equipment under operating leases, net			
Fleet Vehicles	**1,523,396**	1,491,415	1,421,637
	1,523,396	1,491,415	1,421,637

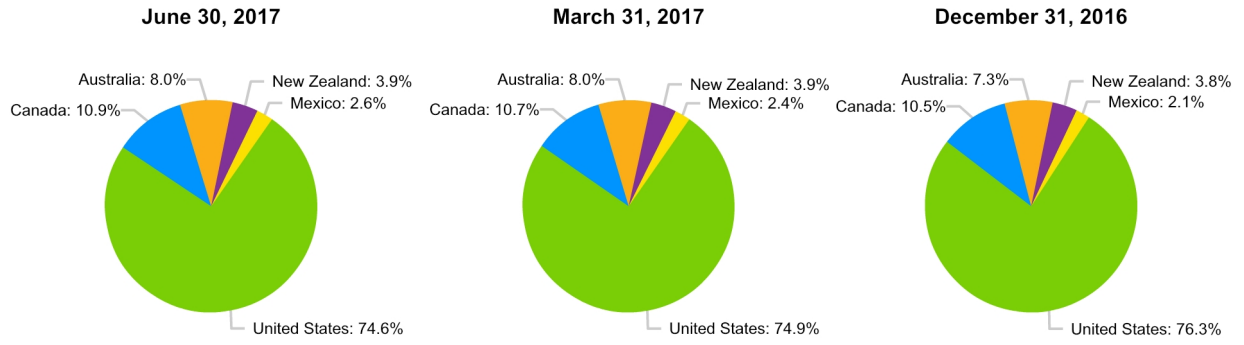
Fleet vehicle assets are amortized up to 10 years, with an average amortization period of approximately 45 months.

Fleet Management Portfolio Distribution

Fleet Management Geographic Portfolio Segmentation

The table below sets forth the geographical distribution of the Company's portfolio of Fleet Management net finance receivables and equipment under operating leases, as at:

	June 30, 2017		March 31, 2017		December 31, 2016	
(in $000's for stated values)	**$**	**%**	$	%	$	%
United States	**9,164,897**	**74.6**	9,170,359	74.9	9,736,272	76.3
Canada	**1,335,465**	**10.9**	1,315,560	10.7	1,344,546	10.5
Australia	**982,566**	**8.0**	985,067	8.0	931,482	7.3
New Zealand	**479,817**	**3.9**	476,741	3.9	483,818	3.8
Mexico	**314,613**	**2.6**	293,287	2.5	271,253	2.1
Total	**12,277,358**	**100.0**	12,241,014	100.0	12,767,371	100.0
Allocated as:						
Net finance receivables	**10,753,962**	**87.6**	10,749,599	87.8	11,345,733	88.9
Equipment under operating leases, net	**1,523,396**	**12.4**	1,491,415	12.2	1,421,637	11.1
Total	**12,277,358**	**100.0**	12,241,014	100.0	12,767,370	100.0

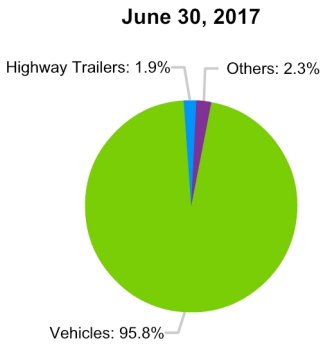


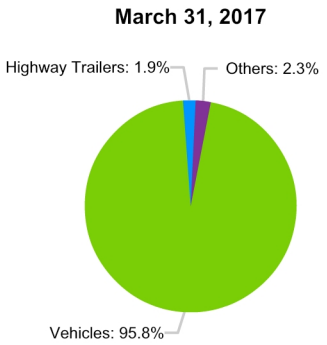
As noted in the table and chart above, over 74% of the Company's Fleet Management net finance receivables and equipment under operating leases are in the US.

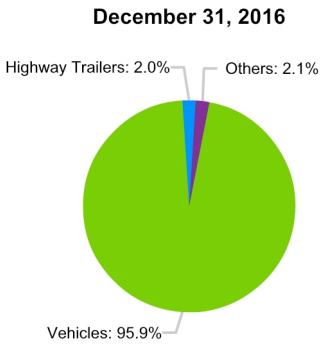
Fleet Management Asset Class Portfolio Distribution

The distribution of the Fleet Management net finance receivables and equipment under operating leases by asset classes was as follows:

	June 30, 2017		March 31, 2017		December 31, 2016	
(in $000's for stated values)	**$**	**%**	$	%	$	%
Vehicles	**11,763,880**	**95.8**	11,725,141	95.8	12,246,927	95.9
Highway Tractors and Trailers	**233,957**	**1.9**	231,946	1.9	257,082	2.0
Others	**279,521**	**2.3**	283,927	2.3	263,361	2.1
	12,277,358	**100.0**	12,241,014	100.0	12,767,370	100.0







Non-Core Portfolio Finance Asset Details

Non-Core Finance Receivables

The following table sets forth a breakdown of the Company's Non-Core finance receivables, as at:

(in $000's for stated values)	**June 30, 2017** **$**	March 31, 2017 $	December 31, 2016 $
Net investment in finance receivables	**1,100,155**	1,169,888	899,787
Impaired receivables - at net realizable value	**584**	4,064	656
	1,100,740	1,173,952	900,443
Unamortized origination costs and subsidies	**2,309**	2,574	(308)
Net finance receivables	**1,103,048**	1,176,526	900,135
Prepaid lease payments and Security deposits	**(1,021)**	(83)	—
Other	**(1,709)**	(505)	(1,900)
Total finance receivables of continuing operations	**1,100,318**	1,175,938	898,235

Total Non-Core finance receivables from continuing operations have increased by 22.5% compared to December 31, 2016 and decreased by 6.4% compared to March 31, 2017. The increase over the prior year-end was due to an acquired portfolio made at the end of the preceding quarter, and the decrease over the preceding quarter was due to the run-off nature of Non-Core portfolios and changes in foreign exchange rates.

Please refer to sections titled "Non-Core Geographic Portfolio Segmentation", "Non-Core Asset Class Portfolio Distribution" and "Non-Core Delinquencies and Losses" of this MD&A for additional information.

Non-core delinquencies

The contractual delinquency of the net finance receivables at each reporting period is as follows:

	June 30, 2017		March 31, 2017		December 31, 2016	
(in $000's for stated values)	**$**	**%**	$	%	$	%
Current	**1,089,813**	**98.80**	1,155,747	98.23	898,985	99.87
31 to 60 days	**5,891**	**0.53**	7,838	0.67	393	0.04
61 to 90 days	**4,443**	**0.40**	6,573	0.56	101	0.01
91 to 120 days	**2,317**	**0.21**	2,304	0.20	—	—
Impaired receivables	**584**	**0.06**	4,064	0.34	656	0.08
Total	**1,103,048**	**100.00**	1,176,526	100.00	900,135	100.00

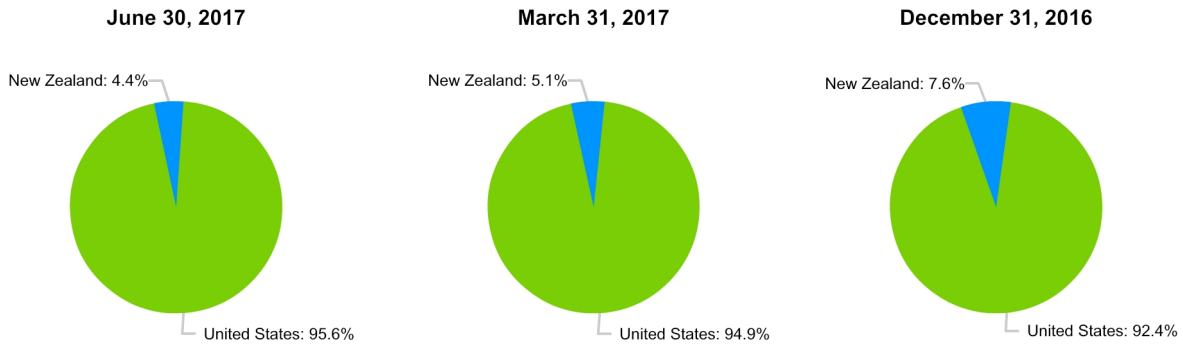
Contractual delinquencies have increased from December 31, 2016, partially related to an acquired portfolio in Q1 2017 that contributed to an increase in delinquencies. The Company maintains a cash holdback/ reserve pool funded by the seller to cover for losses in this portfolio.

Non-Core Portfolio Distribution

Non-Core Geographic Portfolio Segmentation

The table below sets forth the geographical distribution of the Company's Non-Core portfolio of net finance receivables, as at:

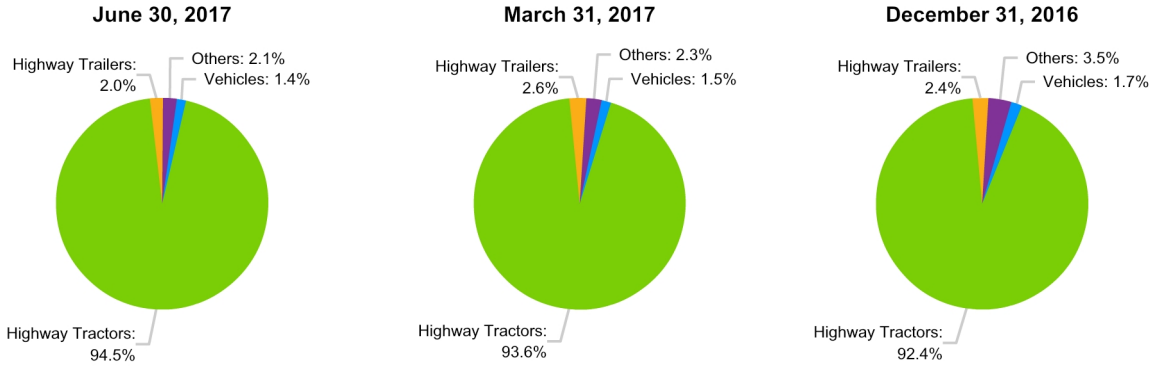
	June 30, 2017		March 31, 2017		December 31, 2016	
(in $000's for stated values)	**$**	**%**	$	%	$	%
United States	**1,054,061**	**95.6**	1,116,178	94.9	831,693	92.4
New Zealand	**48,987**	**4.4**	60,347	5.1	68,441	7.6
Total	**1,103,048**	**100.0**	1,176,525	100.0	900,134	100.0



Non-Core Asset Class Portfolio Distribution

The distribution of the net finance receivables and equipment under operating leases by asset classes was as follows:

	June 30, 2017		March 31, 2017		December 31, 2016	
(in $000's for stated values)	**$**	**%**	$	%	$	%
Vehicles	**15,457**	**1.4**	17,074	1.5	15,205	1.7
Highway Tractors	**1,042,646**	**94.5**	1,101,723	93.6	831,693	92.4
Highway Trailers	**21,812**	**2.0**	30,654	2.6	21,749	2.4
Others	**23,133**	**2.1**	27,074	2.3	31,487	3.5
	1,103,048	**100.0**	1,176,525	100.0	900,134	100.0



Liquidity & Capital Resources

An important liquidity measure for the Company is its ability to maintain diversified funding sources to support its operations. The Company's primary sources of liquidity are (i) cash flows from operating activities, (ii) the secured borrowing facilities, and (iii) equity. The Company's primary use of cash is the funding of finance receivables and the funding of working capital. The Company manages its capital resources by utilizing the financial leverage available under its term funding and revolving facilities and, when additional capital is required, the Company has access to capital through the issuance of convertible debt, preferred or common shares.

Management believes that the liquidity available to the Company of $3,385.6 million at June 30, 2017 plus the cash flow internally generated from the repayment of leases and loans is sufficient to fund the Company's operations throughout 2017, as well as to pay dividends to all preferred and common shareholders.

On March 9, 2017, the board of directors approved a capital allocation policy that focuses on capital efficiency, and balances prudent investment in the growth of the business, both organically and through acquisitions, with disciplined balance sheet management and attractive returns to the shareholders. Under such plan, the Board of Directors approved an increase in annual dividend to $0.30 per common share, effective Q1 2017, up from $0.10 per common share (or $0.075 per common share per quarter, up from $0.025 per common share per quarter).

The Company views both financial and tangible leverage as key indicators of the strength of the Company's Consolidated Statements of Financial Position. As at June 30, 2017, the Company's financial leverage ratio was 3.52:1 and the Company's tangible leverage was 7.36:1. In the medium term, the Company targets a tangible leverage ratio of 7.0 to 7.5:1.

The Company's capitalization is calculated as follows:

		As at
		June 30, 2017
(in $000's, except ratios)		**$**
Secured borrowings		**13,250,489**
Convertible debentures		**865,647**
Total debt	**(a)**	**14,116,136**
Total shareholders' equity	**(b)**	**4,012,902**
		18,129,038
Goodwill and intangible assets	**(c)**	**2,094,729**
Financial leverage	**(a)/(b)**	**3.52**
Tangible leverage	**(a)/[(b)-(c)]**	**7.36**

Cash flow and liquidity

On a year to date basis, overall corporate cash has increased from $12.6 million at December 31, 2016 to $25.6 million at June 30, 2017.

During the three-months ended June 30, 2017, cash used in operating activities from continuing operations was $396.6 million, a decrease of $506.8 million over the $110.2 million provided by operating activities from continuing operations during the comparative period ended June 30, 2016. During the six-month period ended June 30, 2017, cash used in operating activities from continuing operations was $663.2 million, a decrease of $1,040.0 million over the $376.8 million provided by operating activities during the comparative six-month period ended June 30, 2016. The decrease over the comparative three and six-month period is primarily due to net cash outflow from investment and repayments of finance receivables, in line with the increase in finance receivables during the periods.

During the three-months ended June 30, 2017, cash provided by investing activities from continuing operations was $60.7 million compared to $24.8 million provided for the comparative period ended June 30, 2016, an increase of $35.9 million. During the six-month period ended June 30, 2017, cash provided by investing activities from continuing operations was $8.6 million compared to $250.2 million used for the comparative six-month period ended June 30, 2016, an increase of $258.8 million. The higher utilization during the prior periods is primarily due to investment in restricted funds.

Cash provided by financing activities from continuing operations for the three-months ended June 30, 2017 was $346.8 million compared to $21.3 million used for the comparative three-months ended June 30, 2016, an increase of $368.1 million. Cash provided by financing activities from continuing operations for the six-month period ended June 30, 2017 was $668.1 million, compared to $115.3 million used in the comparative period ended June 30, 2016, an increase of $783.4 million. Both of the increases were attributable to the issuances of preferred shares and secured borrowings in the current periods.

The table below is a summary adjusted cash flow statement that more closely reflects the key cashflows from operations, presented in a model more applicable to a fleet management company:

	For the six-month periods ended	
	June 30, 2017	June 30, 2016
(in $000's)	**$**	$
CASH PROVIDED BY ADJUSTED OPERATING ACTIVITIES		
After-tax adjusted operating income	**199,778**	216,545
Cash taxes paid	**(26,279)**	(13,138)
Items not affecting cash		
Income taxes on adjusted operating income	**47,712**	62,832
Amortization, depreciation and provisions and other	**24,476**	24,480
Cash provided by adjusted operating activities	**245,687**	290,719
CASH USED IN ADJUSTED INVESTING ACTIVITIES		
Principal repayments of finance receivables and depreciation of equipment under operating leases	**2,561,470**	3,481,585
Syndications of finance receivables	**158,707**	192,437
Purchase of finance assets and equipment under operating leases	**(3,584,337)**	(3,354,821)
Others	**(36,668)**	(485,559)
Cash used in adjusted investing activities	**(900,828)**	(166,358)
CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES		
Issuance of share capital from exercise of stock options	**154,711**	1,769
Shares repurchased	**(1,998)**	—
Issuance of secured borrowings, net	**573,374**	(79,980)
Dividends paid	**(58,005)**	(37,131)
Cash provided by (used in) financing activities	**668,082**	(115,342)
Net changes in cash provided by distributed operations	**—**	24,893
Net increase (decrease) in adjusted cash during the period	**12,941**	33,912
Cash, beginning of period	**12,638**	56,764
Cash, end of period	**25,579**	90,676

Debt and contractual repayment obligations

With nearly $3.4 billion in available sources of financing, we have significant resources available to continue funding projected growth. Finance receivables are securitized on a regular basis to ensure cash is always available to fund new transactions. In addition, the Company adheres to a strict policy of matching the maturities of owned finance assets and the related debt as closely as possible in order to manage its liquidity position.

The Company's available sources of financing for continuing operations were as follows:

			As at
	June 30, 2017	March 31, 2017	December 31, 2016
(in $000's)		$	$
Cash	**25,579**	16,019	12,638
Term Senior Facility			
Facility amount	**4,213,105**	4,654,650	4,699,450
Utilized against facility	**3,758,274**	3,494,105	2,978,122
	454,831	1,160,545	1,721,328
Vehicle Management Asset-Backed Debt			
Facilities	**12,450,348**	13,635,046	14,207,887
Utilized against available facilities	**9,545,137**	9,822,390	10,051,059
	2,905,211	3,812,656	4,156,828
Total available sources of capital for continuing operations	**3,385,621**	4,989,220	5,890,794

During the six month period ended June 30, 2017, the Company reduced the available capacity from vehicle management asset-backed debt to expected medium term funding needs, as it combined the programs.

The Company was in compliance with all of the terms of its credit facilities and loan agreements throughout the period and as at June 30, 2017.

Distributed Operations - ECN Capital Corp.

On October 3, 2016, Element completed the separation of its C&V Finance, Aviation Finance and Rail Finance verticals ("Distributed Operations") into ECN Capital Corp. ("ECN Capital"), implemented by way of a plan of arrangement.

The Distributed Operations have been presented and accounted for using IFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, and IFRIC 17, *Distribution of Non-Cash Assets to Owners.* Under this guidance, a distribution dividend of $1,710.5 million was recorded. The dividend was based on the fair value of the distribution as determined using independent valuators and approved by the Company's Board of Directors.

The following table presents the results of Element's Distributed Operations for the reported period, and on or before the date of separation and has been derived from the historical consolidated financial statements of Element and is presented on a carved-out basis as if ECN Capital had operated on a stand-alone basis throughout the period.

	For the three-month period ended	For the six-month period ended
	June 30, 2016	June 30, 2016
(in $000's for stated values)	$	$
Net revenue	47,811	103,735
Net income (loss) before taxes	31,082	65,805
Net income for the period	23,933	50,496
Adjusted operating income (1)	32,896	70,339
After-tax adjusted operating income (1)	25,330	54,161

(1) For additional information, see "Description of Non-IFRS Measures" section.

Summary of Consolidated Quarterly Information

The following table sets out selected financial information for each of the eight most recent quarters, the latest of which ended June 30, 2017. This information has been prepared on the same basis as the Company's audited consolidated financial statements as adjusted to reflect the distinction between continuing and distributed operations, and all necessary adjustments have been included in the amounts stated below to present fairly the unaudited quarterly results when read in conjunction with the audited consolidated financial statements of the Company and the related notes to those statements.

(in $ 000's for stated values, except per share amounts)	**Q2, 2017**	Q1, 2017	Q4, 2016	Q3, 2016	Q2, 2016	Q1, 2016	Q4, 2015	Q3, 2015
Net revenue from continuing operations (2)	**247,543**	238,412	233,546	245,670	249,345	269,799	240,697	143,418
Adjusted operating income from continuing operations (1)	**124,425**	123,065	119,942	126,581	133,920	145,457	117,971	72,143
Adjusted operating income from distributed operations (1)	**—**	—	—	31,087	32,896	37,443	43,567	34,978
Total adjusted operating income (1)	**124,425**	123,065	119,942	157,668	166,816	182,900	161,538	107,121
After-tax adjusted operating income continuing ops (1)	**99,753**	100,025	99,914	104,978	105,382	111,163	109,931	60,240
After-tax adjusted operating income from distributed operations (1)	**—**	—	—	27,444	25,330	28,831	33,547	26,933
Total after-tax adjusted operating income (1)	**99,753**	100,025	99,914	132,422	130,712	139,994	143,478	87,173
Net income / (loss) from continuing operations	**37,087**	51,845	4,014	35,644	75,900	74,706	72,835	(29,505)
Net income / (loss) from distributed operations	**—**	—	171,354	1,225	23,933	26,563	31,598	24,849
Total net income / (loss)	**37,087**	51,845	175,368	36,869	99,833	101,269	104,433	(4,656)
Earnings per share from continuing operations, basic	**0.07**	0.11	(0.01)	0.07	0.17	0.17	0.17	(0.13)
Earnings per share from distributed operations, basic	**—**	—	0.44	—	0.06	0.07	0.08	0.08
Total earnings (loss) per share, basic	**0.07**	0.11	0.43	0.07	0.24	0.24	0.25	(0.04)
Earnings per share from continuing operations, diluted	**0.07**	0.11	(0.01)	0.07	0.17	0.17	0.16	(0.13)
Earnings per share from distributed operations, diluted	**—**	—	0.44	—	0.06	0.07	0.08	0.08
Total earnings (loss) per share, diluted	**0.07**	0.11	0.43	0.07	0.23	0.24	0.24	(0.04)
Adjusted operating income per share (basic) - from continuing operations (1)	**0.29**	0.29	0.29	0.30	0.32	0.35	0.28	0.21
After-tax adjusted operating income per share (basic) - from continuing operations (1)	**0.23**	0.24	0.24	0.25	0.25	0.26	0.26	0.17
After-tax pro forma diluted adjusted operating income per share - from continuing operations (1)	**0.22**	0.22	0.22	0.24	0.24	0.26	0.25	0.17
Total earning assets - continuing operations	**13,652,770**	13,706,744	13,973,475	13,985,366	13,817,529	13,879,718	14,619,209	14,038,269
Loan and lease originations - continuing operations	**1,908,496**	1,675,841	1,652,023	1,572,615	1,702,789	1,636,472	1,689,441	1,122,725
Allowance for credit losses - continuing operations	**5,995**	5,978	6,081	8,388	7,199	11,875	13,397	6,593
As a % of finance receivables	**0.04**	0.04	0.05	0.06	0.05	0.09	0.09	0.05
Senior revolving credit facility - continuing operations	**3,758,274**	3,494,105	2,978,122	3,002,178	2,834,324	3,109,079	3,214,024	6,997,553
Secured borrowings - continuing operations	**9,492,215**	9,777,661	10,005,413	9,926,109	9,961,891	9,532,109	10,176,622	5,512,244
Convertible debentures - continuing operations	**865,647**	860,629	855,688	850,822	846,031	841,312	836,472	831,916

(1) For additional information, see "Description of Non-IFRS Measures" section.
(2) The comparative periods have been reclassified to reflect removing internal expenses related to service delivery from service and other revenue to operating expenses (salaries, wages and benefits, and general and administrative expenses).

Key factors that account for the fluctuation in the Company's quarterly results from continuing operations included the volume of leases and loans that the Company has originated and activated as well as the timing of the GE Acquisition. Variations in the quarterly results from distributed operations, included the timing of the acquisition of (i) the railcar portfolios acquired in March 2015, June 2015, September 2015, December 2015 and March 2016, (ii) the various new vendor and commercial finance programs and relations entered into during the intervening periods, (iii) the run-off of the aviation finance portfolio, (iv) the gain recognized on the distribution of ECN Capital to shareholders of the Company on October 3, 2016.

Other Disclosures

Related Party Transactions

The Company's related parties include the following persons and/or entities: (a) associates, or entities which are controlled or significantly influenced by the Company; (b) key management personnel, which are comprised of directors and/or officers of the Corporation and those persons having authority and responsibility for planning, directing and controlling the activities of the Company; (c) entities controlled by key management personnel. The Company's policies and procedures and nature of its related party transactions have not changed materially from December 31, 2016, as described under "Related-Party Transactions" in the Company's 2016 Annual MD&A.

In addition to the related party transactions described above, the Company acquired a 49.99% interest in 19th Capital Group LLC on December 30, 2016, a joint venture involved in the leasing of highway tractors in the U.S. The Company has provided $824,456 in loans to the joint venture that have a weighted average fixed interest rate of 5.46% [December 31, 2016 - $829,976 at 5.28% interest rate].

Risk Management

The Company's approach to the management of risk has not changed significantly from that described in the "Risk Management" section of the Company's 2016 Annual MD&A, but with the creation of the new segments, the following enhanced discussion of risks in the non-core segment is provided below:

Non-Core Portfolio Risks

Credit and operational risks associated with the Non-Core portfolio differ from those in the core Fleet Management portfolio. The Non-Core portfolio generates risks in the following primary areas:

Credit risk

Non-Core portfolios are generally assessed for credit risk by third parties. Despite following accepted credit risk assessment processes similar to those in the Fleet Management portfolio, the credit profile of underlying borrowers is not as consistently high as in the Fleet Management portfolio, and the underlying collateral, consisting mainly of highway tractors and trailers, aircraft and railcars, is subject to market forces that may affect eventual collectability. Provisions are established as required under accepted credit risk assessment processes.

The Non-Core portfolio also involves increased concentration risk, as Non-Core investments are in individual entities. While those entities have diversified obligors, the Non-Core investments result in exposure that is less diversified than typical Fleet Management portfolio individual exposures.

Counter-party operational risk

The Non-Core portfolio includes joint venture partners and outsourced servicers which are not encountered in the Fleet Management portfolio, which could negatively impact the Company's operational control. This risk is particularly important for the investment in 19th Capital, as the joint venture structure precludes the Company from making unilateral decisions. As the joint venture is undertaking a business realignment, the risk of delayed or compromised decisions could impact future operations. Although the Company monitors the actions and financial condition of these parties, future changes could impact the timing and amounts of cash flows from the Non-Core portfolio.

Additional discussion of certain Risk Factors is disclosed in the Company's 2016 Annual Information Form.

Outlook and Economic Conditions

The Company's principal objective is a continuation of managed growth by developing quality new business opportunities in fleet management while maintaining high underwriting standards. The Company is well positioned to capitalize on market opportunities and to address increased competition through its experienced management and staff, and investment in technology, coupled with its substantial capital and borrowing capacity. The Company continues to look for opportunities to introduce new products and services to benefit its customers and generate increased net revenues.

Normal Course Issuer Bid

On June 8, 2017, the TSX approved the Company's notice of intention to commence a Normal Course Issuer Bid [the "NCIB"]. The NCIB allows the Company to repurchase on the open market [or as otherwise permitted], at its discretion during the period commencing on June 12, 2017 and ending on the earlier of June 11, 2018 and the completion of purchases under the NCIB, up to 38,582,483 common shares of the Company, subject to the normal terms and limitations of such bids. Under this bid during the three and six months ended June 30, 2017, 1,259,800 common shares have been repurchased for cancellation for $11.9 million at a volume weighted average price of $8.807 per common share. Securityholders may obtain a copy of the NCIB notice, without charge, by contacting the Company

Critical Accounting Policies and Estimates

Management's discussion and analysis of financial conditions and results of operations are made with reference to the unaudited interim condensed consolidated financial statements for the three-month period ended June 30, 2017. A summary of the Company's significant accounting policies are presented in Note 2 to audited consolidated financial statements for the year ended December 31, 2016. Some of the Company's accounting policies, as required by IFRS, require management to make subjective, complex judgments and estimates to matters that are inherently uncertain. Accounting policies that require management's judgment and estimates are described in the "Critical Accounting Policies and Estimates" section of the December 31, 2016 MD&A.

Future Accounting Changes

All accounting standards effective for periods beginning on or after January 1, 2017 have been adopted by the Company. The following new IFRS pronouncements have been issued but are not yet effective and may have a future impact on the Company's financial statements.

IFRS 9, Financial Instruments ["IFRS 9"], was issued in November 2009 and amended in October 2010, November 2013, and July 2014, and is effective for years beginning on or after January 1, 2018, to be applied retrospectively, or on a modified retrospective basis. It is intended to replace IAS 39. The project has been divided into three phases: classification and measurement, impairment of financial assets, and hedge accounting. IFRS 9's classification and measurement methodology provides that financial assets are measured at either amortized cost or fair value on the basis of the entities business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. The classification and measurement for financial liabilities remains generally unchanged. The new standard replaces the existing incurred loss model used for measuring the allowance for credit losses with an expected loss model. The standard introduces a new hedge accounting model, together with corresponding disclosures about risk management activity for those applying hedge accounting. Management is currently evaluating the potential impact that the adoption of IFRS 9 will have on the Company's consolidated financial statements.

IFRS 15, Revenue from Contracts with Customers ["IFRS 15"] was issued in May 2014 and is effective for years beginning on or after January 1, 2018, to be applied retrospectively or on a modified retrospective basis. IFRS 15 clarifies revenue recognition principles, provides a robust framework for recognizing revenue and cash flows arising from contracts with customers and enhances qualitative and quantitative disclosure requirements. IFRS 15 does not apply to lease contracts, financial instruments and other related contractual rights and obligations and insurance contracts. Management is currently evaluating the potential impact that the adoption of IFRS 15 will have on the Company's consolidated financial statements.

IFRS 16, Leases ["IFRS 16"], will replace IAS 17, Leases ["IAS 17"]. IFRS 16 substantially carry forward IAS 17 accounting requirements for lessor accounting, with additional disclosure requirements. For lessee accounting, the new standard will result in almost all leases being accounted for similar to finance leases

under IAS 17, including leases previously accounted for as operating leases. IFRS 16 is to be effective for fiscal years beginning on or after January 1, 2019. Management is currently evaluating the potential impact that the adoption of IFRS16 will have on the Company's consolidated financial statements.

Internal Control over Disclosure and Financial Reporting

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") are responsible for designing disclosure controls and procedures to ensure that material information is being recorded, processed, summarized, and reported to senior management, including the certifying officers and other members of the Board of Directors, on a timely basis, so that appropriate decisions can be made regarding public disclosure. In addition, the CEO and CFO are responsible to design, or cause to be designed under their supervision, internal controls over financial reporting to a standard that provide reasonable assurance of the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Limitations on the effectiveness of disclosure controls and internal controls over financial reporting

It should be noted that while the Company's CEO and CFO believe that the Company's internal control system and disclosure controls and procedures provide a reasonable level of assurance that the objectives of the control systems are met, they do not expect that the Company's control systems will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurances that any designs will succeed in achieving its stated goals under all potential conditions.

The Company has an established process in place which includes the continuous testing and reporting of the results to senior management and the Board of Directors on the effectiveness of the disclosure controls and internal controls over financial reporting.

IFRS to Non-IFRS Reconciliations

The following table provides a reconciliation of IFRS to non-IFRS measures related to the consolidated continuing operations of the Company:

			As at and for the three-month periods ended		As at and for the six-month periods ended	
(in $000's for stated values)		**June 30, 2017**	March 31, 2017	June 30, 2016	**June 30, 2017**	June 30, 2016
Reported and adjusted income measures						
Continuing operations						
Net income	A	**37,087**	51,845	75,900	**88,932**	150,606
Adjustments:						
Amortization of debenture synthetic discount		**3,260**	3,206	3,053	**6,466**	6,056
Share-based compensation		**3,589**	6,036	4,713	**9,625**	12,526
Amortization of intangible assets from acquisitions		**14,773**	14,821	15,173	**29,594**	31,299
Transaction, integration and separation costs		**31,315**	36,046	21,178	**67,361**	52,547
Provision (recovery) of income taxes		**(6,474)**	867	13,903	**(5,607)**	26,343
Share of loss from joint venture		**40,875**	10,244	—	**51,119**	
Before-tax adjusted operating income	B	**124,425**	123,065	133,920	**247,490**	279,377
Provision for taxes applicable to adjusted operating income	C	**24,672**	23,040	28,538	**47,712**	62,832
After-tax adjusted operating income	D=B-C	**99,753**	100,025	105,382	**199,778**	216,545
Cumulative preferred share dividends during the period	Y	**10,253**	8,912	8,912	**19,165**	17,824
After-tax adjusted operating income attributable to common shareholders	D1= D-Y	**89,500**	91,113	96,470	**180,613**	198,721
Selected statement of financial position amounts, continuing operations						
Finance receivables, before allowance for credit losses	E	**13,886,785**	13,696,457	13,299,936	**13,886,785**	13,299,936
Allowance for credit losses	F	**5,995**	5,978	7,199	**5,995**	7,199
Earning assets						
Net investment in finance receivable	G	**11,967,750**	12,048,343	12,168,789	**11,967,750**	12,168,789
Equipment under operating leases	H	**1,523,396**	1,491,415	1,330,355	**1,523,396**	1,330,355
Other earning assets	H1	**161,624**	166,986	—	**161,624**	—
Total earning assets	I=G+H +H1	**13,652,770**	13,706,744	13,499,144	**13,652,770**	13,499,144
Average earning assets, net (2)	J	**13,759,954**	13,479,102	13,743,532	**13,654,759**	14,084,047
Average interim funding	J1	**1,238,203**	696,589	585,750	**967,396**	633,825
Average funded assets	J2=J+J1	**14,998,157**	14,175,691	14,329,282	**14,622,155**	14,717,872
Goodwill and intangible assets (1)	K	**2,094,729**	2,146,826	2,056,221	**2,094,729**	2,056,221
Average goodwill and intangible assets	L	**2,152,114**	2,140,373	2,058,368	**2,146,160**	2,134,721
Secured borrowings	M	**13,250,489**	13,271,766	12,796,215	**13,250,489**	12,796,215
Unsecured convertible debentures	N	**865,647**	860,629	846,031	**865,647**	846,031
Total debt	O=M+N	**14,116,136**	14,132,395	13,642,246	**14,116,136**	13,642,246
Average debt	P	**14,210,569**	13,744,990	13,811,460	**13,980,697**	14,087,922
Total shareholders' equity (1)	Q	**4,012,902**	3,978,715	5,441,704	**4,012,902**	5,441,704
Preferred shares	R	**680,736**	533,656	533,656	**680,736**	533,656
Common shareholders' equity	S=Q-R	**3,332,166**	3,445,059	4,908,048	**3,332,166**	4,908,048
Average common shareholders' equity (1)	T	**3,462,996**	3,404,257	4,861,794	**3,431,993**	4,983,633
Average total shareholders' equity (1)	U	**4,069,933**	3,937,913	5,395,450	**4,007,524**	5,517,289
Average net investment in ECN Capital	U1	**—**	—	1,532,370	**—**	1,552,050

(1) Comparative periods have been retrospectively adjusted to reflect finalization of the assessment of the fair value of assets acquired and liabilities assumed at the acquisition date of the GE Fleet Operations.

(2) Beginning Q2 2017, total average earning assets were calculated using monthly average balances; comparative periods have not been adjusted as the impact on historical periods was determined to be insignificant.

Non-IFRS and IFRS Key Annualized Consolidated Operating Ratios and per Share Information of the continuing operations of the Company:

		As at and for the three-month periods ended			As at and for the six-month periods ended	
(in $000's for stated values, except ratios and per share amounts)		**June 30, 2017**	March 31, 2017	June 30, 2016	**June 30, 2017**	June 30, 2016
Key annualized operating ratios						
Leverage ratios						
Financial leverage ratio	O/Q	**3.52**	3.55	2.51	**3.52**	2.51
Tangible leverage ratio	O/ (Q-K)	**7.36**	7.71	4.03	**7.36**	4.03
Average financial leverage ratio	P/U	**3.49**	3.49	2.56	**3.49**	2.55
Average tangible leverage ratio	P/(U-L)	**7.41**	7.65	4.14	**7.51**	4.16
Other key operating ratios						
Allowance for credit losses as a percentage of finance receivables	F/E	**0.04%**	0.04%	0.05%	**0.04%**	0.05%
Adjusted operating income on average earning assets	B/J	**3.62%**	3.65%	3.90%	**3.62%**	3.97%
After-tax adjusted operating income on average tangible total equity of Element Fleet	D/(U-L-U1)	**20.81%**	22.26%	23.36%	**21.47%**	23.66%
Per share information						
Number of shares outstanding	V	**387,763**	388,834	386,702	**387,763**	386,702
Weighted average number of shares outstanding [basic]	W	**388,958**	387,711	386,282	**388,338**	386,211
Pro forma diluted average number of shares outstanding	X	**446,146**	445,833	433,386	**445,526**	433,315
Cumulative preferred share dividends during the period	Y	**$ 10,253**	$ 8,912	$ 8,912	**$ 19,165**	$ 17,824
Other effects of dilution adjusted operating income basis	Z	**$ 9,017**	$ 9,006	$ 8,955	**$ 18,023**	$ 18,036
Net income (loss) per share [basic]	(A-Y)/W	**$ 0.07**	$ 0.11	$ 0.17	**$ 0.18**	$ 0.34
Net income (loss) per share [diluted]		**$ 0.07**	$ 0.11	$ 0.17	**$ 0.18**	$ 0.34
Book value per share (1)	S/V	**$ 8.59**	$ 8.86	$ 12.69	**$ 8.59**	$ 12.69
Before tax adjusted operating income per share [basic]	**(B-Y)/W**	**$ 0.29**	$ 0.29	$ 0.32	**$ 0.59**	$ 0.68
After-tax adjusted operating income per share [basic]	**(D1)/W**	**$ 0.23**	$ 0.24	$ 0.25	**$ 0.47**	$ 0.51
After-tax pro forma diluted adjusted operating income per share	**(D1+Z)/ X**	**$ 0.22**	$ 0.22	$ 0.24	**$ 0.45**	$ 0.50

(1) Net investment in ECN Capital as at June 30, 2016 was $1.6 billion. Excluding net investment in ECN Capital, book value per share was $8.65 as at June 30, 2016.

The following table provides a reconciliation of the consolidated after-tax adjusted operating income per share and the after-tax pro forma diluted adjusted operating income per share of the continuing operations of the Company for the three-month period ended June 30, 2017:

(in $000's for stated values, except per share amounts)	**Amount $**	**Weighted average number of shares outstanding applicable**	**Amount per share $**
Adjusted operating income before taxes	124,425		0.32
Less:			
Income taxes related to adjusted operating income	(24,672)		(0.06)
Preferred share dividends	(10,253)		(0.03)
After-tax adjusted operating income attributable to common shareholders	89,500	388,958	0.23
Dilution items:			
Employee stock option plan	—	1,682	—
Convertible debentures (after-tax net interest expense)	9,017	55,506	(0.01)
After-tax pro forma diluted adjusted operating income	98,517	446,146	0.22

Description of Non-IFRS Measures

Our consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the accounting policies we adopted in accordance with IFRS. These consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to present fairly our financial position as at June 30, 2017 and December 31, 2016, the results of operations, comprehensive income and cash flows for the three and six-month periods ended June 30, 2017 and June 30, 2016.

Management uses both IFRS and Non-IFRS Measures to monitor and assess the operating performance of the Company's operations. Throughout this MD&A, management uses the following terms and ratios which do not have a standardized meaning under IFRS and are unlikely to be comparable to similar measures presented by other organizations:

Adjusted operating expenses

Adjusted operating expenses are equal to Salaries, wages and benefits and, General and administration expenses. Management believes Adjusted operating expenses provide the most appropriate measure of operating costs during the period as they exclude synthetic discount amortization and share-based compensation.

Adjusted operating income or Before-tax adjusted operating income

Adjusted operating income reflects Income before income taxes, Business acquisition costs, amortization of convertible debenture synthetic discount, Share-based compensation, and share of loss from joint venture. Management believes that this measure is the most appropriate operating measure of the Company's performance as it excludes business acquisition costs, synthetic discount amortization, share-based compensation, and share of loss from joint venture which do not relate to maintaining operating activities.

Adjusted operating expense ratio

Adjusted operating expense ratio is calculated as the adjusted operating expenses divided by average earning assets outstanding throughout the period. The adjusted operating expense ratio, presented on an annualized basis, is used by the Company to assess the efficiency of the management of the Company's earning assets.

Adjusted operating income on average earning assets

Adjusted operating income on average earning assets is the adjusted operating income for the period divided by the average earning assets outstanding throughout the period, presented on an annualized basis.

Adjusted net interest and rental revenue margin or adjusted NIM

Adjusted net interest and rental revenue margin or adjusted NIM is calculated as net interest income and rental revenue divided by average earning assets outstanding throughout the period, less interest expense divided by average funded assets outstanding throughout the period, on an annualized basis.

After-tax adjusted operating income

After-tax adjusted operating income reflects the adjusted operating income after the application of the Company's effective tax rates.

After-tax adjusted operating income attributable to common shareholders

After-tax adjusted operating income attributable to common shareholders is computed as after-tax adjusted operating income less the cumulative preferred share dividends for the period.

After-tax adjusted operating income per share

After-tax adjusted operating income per share is computed as the after-tax adjusted operating income attributable to common shareholders for the period, divided by the basic weighted average number of common shares outstanding during the period.

After-tax adjusted operating income on average earning assets

After-tax adjusted operating income on average earning assets is the after-tax adjusted operating income for the period divided by average earning assets outstanding throughout the period, presented on an annualized basis.

After-tax adjusted operating income on average tangible total equity of Element Fleet

After-tax adjusted operating income on average tangible equity of Element Fleet is the after-tax adjusted operating income for the period, divided by the net of the average total shareholders' equity outstanding throughout the period, less average goodwill and intangible assets and less the Company's average net investment in ECN Capital, presented on an annualized basis.

After-tax pro forma diluted adjusted operating income per share

After-tax pro forma diluted adjusted operating income per share computes the diluted after-tax adjusted operating income per share for the period on the assumption that all outstanding options at the end of the period that have an exercise price less than the closing market value on that day, are fully vested on that day and are fully exercised at their exercise price, and a corresponding number of shares are repurchased at the closing market value on that day using the cash proceeds from these option exercises. Convertible debentures are assumed to be converted at the beginning of the period (or at issuance if issued during the period on a time weighted basis) with the other effects of dilution adjusted operating income basis added to the adjusted operating income, if they are dilutive.

Allowance for credit losses as a percentage of finance receivables

Allowance for credit losses as a percentage of finance receivables is the allowance for credit losses at the end of the period divided by the finance receivables (gross of the allowance for credit losses) at the end of the period.

Annualized loss rate or Annual loss rate

The annualized loss rate or annual loss rate is equal to the Charge-offs, net of recoveries recorded through the allowance for credit losses during the period divided by the average finance receivables outstanding throughout the period, presented on an annualized basis. The annualized loss rate is used by the Company to assess the percentage of the finance receivables portfolio that incurred losses during the period. In addition, the Company utilizes the annualized loss rate as an alternative measure to the provision for credit losses as it excludes the effect of provisions for (reductions in) the allowance for credit losses during the period which may not coincide with the actual timing of write-offs and recoveries.

Average cost of borrowing or average cost of debt

Average cost of borrowing or average cost of debt is equal to interest expense divided by the average debt outstanding during the period and is presented on an annualized basis. The average cost of borrowing provides an indication of the average interest rate that the Company pays on debt financing.

Average debt outstanding

Average debt outstanding is calculated as the monthly average borrowings outstanding under all of the Company's secured borrowings facilities and convertible debentures throughout the period.

Average common shareholders' equity

Average common shareholders' equity is calculated as the monthly average common shareholders' equity during the period.

Average financial leverage or average financial leverage ratio

Average financial leverage or average financial leverage ratio is calculated as average debt outstanding during the period, divided by average total shareholders' equity outstanding during the period. Financial leverage refers to the use of debt to acquire/finance additional finance receivables and provides an indication of future potential ability to increase the level of debt when compared to specific industry-standard and or existing debt covenants.

Average net investment in ECN Capital

Average net investment in ECN Capital is the average of the quarter end balances of the net assets of ECN Capital during the period.

Average outstanding earning assets or average earning assets

Average outstanding earning assets or average earning assets is the sum of the average outstanding finance receivable, average equipment under operating leases and average other earning assets. Average outstanding finance receivables or average finance receivables is the sum of [i] the average finance receivables net investment balance [gross investment less unearned income] outstanding during the period and [ii] the average investment in managed fund during the period. Average equipment under operating leases is the monthly average equipment under operating leases outstanding during the period and is calculated net of accumulated depreciation. Average other earning assets is the monthly average of other earning assets outstanding during the period.

Average interim funding

Average interim funding is the monthly average balances of interim funding during the period.

Average funded assets

Average funded assets is the sum of [i] the average earning assets during period and [ii] the average interim funding during the period.

Average goodwill and intangible assets

Average goodwill and intangible assets is the monthly average balances of goodwill and intangible assets during the period.

Average shareholders' equity

Average shareholders' equity is calculated as the monthly average balances of shareholders' equity during the period.

Average tangible leverage ratio

The average tangible leverage ratio has been computed as the sum of the average secured borrowings and average convertible debentures, divided by the net of total average shareholders' equity less average goodwill and intangible assets during the period.

Common shareholders' equity

Common shareholders' equity is total shareholders' equity less principal face value of the preferred shares outstanding.

Earning assets or total earning assets or finance earning assets

Earning assets are the sum of the total net investment in finance receivables, total carrying value of the equipment under operating leases and carrying value other earning assets.

Finance assets or total finance assets

Finance assets are the sum of the total finance receivables and total carrying value of the equipment under operating leases.

Financial leverage or financial leverage ratio

Financial leverage or financial leverage ratio is calculated as total debt (the sum of secured borrowings and convertible debentures) outstanding at the end of the period, divided by total shareholders' equity outstanding at the end of the period. Financial leverage refers to the use of debt to acquire/finance additional finance receivables and provides an indication of future potential ability to increase the level of debt when compared to specific industry-standard and/or existing debt covenants.

Net interest and rental revenue

Net interest and rental revenue is calculated as the sum of net interest income, rental revenue net of depreciation, less interest expense. Net interest and rental revenue refers to net financing income earned from finance receivables, equipment under operating leases, and other earning assets, after considering financing costs and provision for credit losses.

Net interest and rental revenue margin or NIM

Net interest and rental revenue yield to average earning assets or NIM is calculated as net interest and rental revenue divided by average earning assets outstanding throughout the period on an annualized basis.

Operating expense ratio

The operating expense ratio is calculated as total operating expenses divided by average earning assets outstanding throughout the period on an annualized basis. The operating expense ratio is used by the Company to assess the efficiency of the management of the Company's finance receivables portfolio and equipment under operating leases.

Other earning assets

Other earning assets are other yield generating assets that are not finance receivables or equipment under operating leases.

Other effects of dilution adjusted operating income basis

Other effects of dilution adjusted operating income basis represents, if dilutive, the add back of the after-tax convertible debt interest and the amortization of deferred financing costs related to the convertible debt, and excludes the add back of the after-tax amortization of the synthetic discount of the convertible debt (which is included on an IFRS basis).

Pro forma diluted average number of shares outstanding

Pro forma diluted average number of shares outstanding is the basic weighted average number of shares outstanding, plus the assumption that all outstanding options at the end of the period that have an exercise price less than the closing market value on that day, are fully vested on that day and are fully exercised at their exercise price, and a corresponding number of shares are repurchased at the closing market value on that day using the cash proceeds from these option exercises.

Rental revenue, net

Rental revenue, net is equal to rental income earned on equipment under operating leases, less depreciation.

Tangible leverage ratio

The tangible leverage ratio has been computed as the sum of secured borrowings and convertible debentures divided by the net of total shareholders' equity less goodwill and intangible assets at the period end.

Updated Share Information

The Company is currently authorized to issue (i) an unlimited number of common shares without nominal or par value and (ii) an unlimited number of preferred shares, issuable in series.

As at August 9, 2017, the Company had 387,694,485 common shares issued and outstanding. In addition, 21,130,941 options were issued and outstanding under the Company's stock option plan as at August 9, 2017. These convertible securities are convertible into, or exercisable for common shares of the Company of which 14,185,393 are exercisable at June 30, 2017 for proceeds to the Company upon exercise of $139.0 million. In addition, the Company had extendible convertible debentures outstanding that are convertible into an aggregate of 55,506,386 common shares.

As at August 9, 2017, the Company had 4,600,000 Preferred Shares, Series A, 5,126,400 Preferred Shares, Series C, 5,321,900 Preferred Shares, Series E, 6,900,000 Preferred Shares, Series G and 6,000,000 Preferred Shares, Series I issued and outstanding.

This Management's Discussion and Analysis is dated as of the close of business on August 9, 2017.