



## NEWS RELEASE

### Exchange Income Corporation to Acquire BVGlazing Systems

**WINNIPEG, Manitoba – March 16, 2023** – Exchange Income Corporation (TSX: EIF) (“EIC” or the “Corporation”) a diversified, acquisition-oriented company focused on opportunities in the aviation, aerospace and manufacturing sectors, announced today it has entered into an agreement to acquire BVGlazing Systems Ltd. (“BVGlazing”), for a purchase price of \$95 million. The purchase price will be funded by the issuance of \$23 million of EIC common shares to the vendors and cash in the amount of \$72 million from the Corporation’s credit facility. The transaction is expected to close in the second quarter of 2023, following receipt of regulatory approval under the *Competition Act* (Canada).

BVGlazing designs, engineers, manufactures, and supplies window, door, and railing systems for mid-rise and high-rise building projects in Canada and the US. BVGlazing manufactures unitized and stick curtain wall systems and railing systems, in addition to window wall glazing systems similar to those produced by EIC existing subsidiary Quest Window Systems (“Quest”). BVGlazing’s ability to provide window wall, curtain wall and railing products allows them to offer complete solutions to their customers, an increasingly important attribute as developers turn to mixed-use projects that integrate residential, office and retail spaces to make more efficient use of their properties. BVGlazing manufactures unitized curtain wall in Niagara Falls, ON at its 150,000 square foot facility in Niagara Falls, ON and window wall, railing and stick curtain wall in multiple facilities totalling 325,000 square feet in Concord, ON.

“The long-term demand for high-rise residential buildings is robust, driven by housing affordability and population growth in major metropolitan cities. With these long-term tailwinds, we are keen to grow our investment in our building envelope business, ensuring we remain a leader in this field,” said Mike Pyle, CEO of EIC. “There is minimal overlap between Quest and BVGlazing in their respective key markets, with Quest’s efforts focused primarily in the US since our acquisition of the company in 2017 and BVGlazing’s focus being primarily in Canada. Our ability to now add BVGlazing’s curtain wall and railing systems’ capabilities to Quest’s portfolio is critical.”

“Our team is excited about taking this next step in our company’s growth,” said Mike Cornacchia, President of BVGlazing. “Quest has a great reputation in the market, and we’ve seen how they’ve grown since EIC’s investment. Their strong presence in the US, with both a large manufacturing facility and internal installation capabilities, are true differentiators. Working together with EIC and our new sister company Quest, we’ll be able to offer our customers even greater value through our combined capacity. This means we’ll be much better positioned to compete for jobs across North America.”

“Quest has been considering the best way to add curtain wall and railing capabilities as we’ve seen the market shift to more mixed-use spaces,” said Jody Cash, President of Quest Window Systems. “To provide the best value for our customers, we knew we needed to add this capability. Over the last several years, we’ve analyzed options to bring this capability to our customers, including greenfield development, partnerships, and several acquisition opportunities with EIC. Welcoming BVGlazing to the EIC family is the ideal scenario to grow our capabilities to clad mid-rise and high-rise buildings.”

“We are buying BVGlazing because we know it’s a great company with strong management,” said Darwin Sparrow, COO of EIC. “The ability to add curtain wall and railing systems for Quest is hugely strategic. But the gains don’t end there. The ability for Quest and BVGlazing to share best practices and work together will drive value, innovation and in the end ensure the best solution for our customers. This combined capacity means more investment into the businesses, expansion into new markets, and new opportunities to evolve that Quest and BVGlazing could not have achieved individually. I’m excited to work closely with these two exceptional teams to execute on the opportunities in front of us.”



Mike Pyle concluded by saying, “This is a transaction that hits on all fronts for EIC. Not only is it accretive, based on its historical performance before any synergies, to our shareholders, but it is also keenly strategic to grow our building envelope group. The fit between BVGlazing and Quest is perfect, with minimal customer overlap, differing geographic focus, and, of course, the addition of curtainwall and railings systems capabilities to complement Quest’s US manufacturing and installation capabilities. EIC is keen to invest in industries where we believe the long-term demand is robust, which is the case here. The businesses are supported by a combined backlog of \$1 billion with additional \$2.5 billion in opportunities in their combined pipelines, so we know our investment in this segment is backed by strong long-term demand.”

### **Transaction Advisors**

National Bank Financial acted as financial advisor and MLT Aikins acted as legal counsel for EIC. KPMG Corporate Finance acted as financial advisor and Fogler Rubinoff acted as legal counsel to BVGlazing in connection with the transaction.

### **About Exchange Income Corporation**

Exchange Income Corporation is a diversified acquisition-oriented company, focused in two sectors: aerospace & aviation services and equipment, and manufacturing. The Corporation uses a disciplined acquisition strategy to identify already profitable, well-established companies that have strong management teams, generate steady cash flow, operate in niche markets and have opportunities for organic growth. For more information on the Corporation, please visit [www.ExchangeIncomeCorp.ca](http://www.ExchangeIncomeCorp.ca). Additional information relating to the Corporation, including all public filings, is available on SEDAR ([www.sedar.com](http://www.sedar.com)).

### **About BVGlazing Systems**

Founded in 1958, BVGlazing Systems is a manufacturer of unitized window wall, stick curtain wall, unitized curtain wall, and railing systems used in mid-rise and high-rise multi-residential mixed used developments. These products are manufactured in its facilities in Concord and Niagara Falls, ON and installed onsite in many major North American urban markets. For more information on BVGlazing Systems, please visit [www.BVGlazing.com](http://www.BVGlazing.com).

### **About Quest**

Founded in 2000, Quest Windows is a manufacturer of a unitized window wall system used primarily in mid-rise and high-rise multi-residential developments. These products are manufactured in its facilities in Mississauga, ON and Garland, TX and installed onsite in many major North American urban markets. For more information on Quest, please visit [www.QuestWindows.com](http://www.QuestWindows.com).

### **Caution Concerning Forward-looking Statements**

*The statements contained in this news release that are forward-looking are based on current expectations and are subject to a number of uncertainties and risks, and actual results may differ materially. These uncertainties and risks include, but are not limited to, COVID-19 and pandemic-related risks, the dependence of Exchange Income Corporation on the operations and assets currently owned by it, the degree to which its subsidiaries are leveraged, the fact that cash distributions are not guaranteed and will fluctuate with the Corporation’s financial performance, dilution, restrictions on potential future growth, the risk of shareholder liability, competitive pressures (including price competition), changes in market activity, the cyclicity of the*



*industries, seasonality of the businesses, poor weather conditions, and foreign currency fluctuations, legal proceedings, commodity prices and raw material exposure, dependence on key personnel, and environmental, health and safety and other regulatory requirements. Except as required by Canadian Securities Law, the Corporation does not undertake to update any forward-looking statements; such statements speak only as of the date made. Further information about these and other risks and uncertainties can be found in the disclosure documents filed by Exchange Income Corporation with the securities regulatory authorities, available at [www.sedar.com](http://www.sedar.com).*

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