

# Third Quarter Report

Period Ended

September 30, 2021

Management's Discussion and Analysis and  
Unaudited Consolidated Financial Statements



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# Management's Discussion and Analysis

*This management's discussion and analysis is designed to provide you with a narrative explanation through the eyes of our management of how we performed, as well as information about our financial condition and future prospects. As this management's discussion and analysis is intended to supplement and complement our financial statements, we recommend that you read this in conjunction with our consolidated interim financial statements for the three and nine months ended September 30, 2021, our 2020 annual consolidated financial statements and our 2020 annual management's discussion and analysis. This management's discussion and analysis contains forward-looking statements, which are subject to risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements. Forward-looking statements include, but are not limited to, our three-year outlook, including forecasted impacts associated with our Change Program, and our expectations related to general economic conditions (including the impact of the COVID-19 pandemic on the U.S. and global economies), market trends and their anticipated effects on our business segments, and share repurchases. For additional information related to forward-looking statements, material assumptions and material risks associated with them, please see the "Outlook" and "Additional Information—Cautionary Note Concerning Factors That May Affect Future Results" sections of this management's discussion and analysis. This management's discussion and analysis is dated as of November 2, 2021.*

**We have organized our management's discussion and analysis in the following key sections:**

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• <b>Sale of Refinitiv to LSEG</b> – a discussion of the sale of the Refinitiv business to LSEG and our current ownership interest in LSEG	6
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• <b>Related Party Transactions</b> – a discussion of transactions, including those with our principal and controlling shareholder, The Woodbridge Company Limited (Woodbridge)	23
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Unless otherwise indicated or the context otherwise requires, references in this discussion to "we," "our," "us", the "Company" and "Thomson Reuters" are to Thomson Reuters Corporation and our subsidiaries.

## **Basis of presentation**

We prepare our consolidated financial statements in U.S. dollars and in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB).

Other than EPS, we report our results in millions of U.S. dollars, but we compute percentage changes and margins using whole dollars to be more precise. As a result, percentages and margins calculated from reported amounts may differ from those presented, and growth components may not total due to rounding.

## **Use of non-IFRS financial measures**

In this management's discussion and analysis, we discuss our results on both an IFRS and non-IFRS basis. We use non-IFRS measures as supplemental indicators of our operating performance and financial position as well as for internal planning purposes and our business outlook. We believe non-IFRS financial measures provide more insight into our performance. Non-IFRS measures do not have standardized meanings prescribed by IFRS and therefore are unlikely to be comparable to the calculation of similar measures used by other companies, and should not be viewed as alternatives to measures of financial performance calculated in accordance with IFRS.

Our non-IFRS financial measures include:

- Adjusted EBITDA and the related margin;
- Adjusted EBITDA less capital expenditures and the related margin;
- Adjusted earnings and adjusted earnings per share (EPS);
- Net debt and our leverage ratio of net debt to adjusted EBITDA; and
- Free cash flow.

We also report changes in our revenues, operating expenses, adjusted EBITDA and the related margin, and adjusted EPS before the impact of foreign currency or at “constant currency”. These measures remove the impacts from changes in foreign currency exchange rates to provide better comparability of our business trends from period to period. To provide greater insight into the revenue growth of our existing businesses on a constant currency basis, we report organic revenue growth (as defined in the glossary below and in Appendix A).

See Appendix A of this management’s discussion and analysis for a description of our non-IFRS financial measures, including an explanation of why we believe they are useful measures of our performance, including our ability to generate cash flow. Refer to the “Liquidity and Capital Resources” section of this management’s discussion and analysis and Appendix B for reconciliations of our non-IFRS financial measures to the most directly comparable IFRS measures.

### **Glossary of key terms**

We use the following terms in this management’s discussion and analysis.

<b>Term</b>	<b>Definition</b>
“Big 3” segments	Our combined Legal Professionals, Corporates and Tax & Accounting Professionals segments
Blackstone’s consortium	The Blackstone Group and its subsidiaries, and private equity funds affiliated with Blackstone
bp	Basis points — one basis point is equal to 1/100 <sup>th</sup> of 1%; “100bp” is equivalent to 1%
Change Program	A two-year initiative focused on transforming our company from a holding company to an operating company and into a leading content-driven technology company
constant currency	A non-IFRS measure derived by applying the same foreign currency exchange rates to the financial results of the current and equivalent prior-year period
COVID-19	A novel strain of coronavirus that was characterized a pandemic by the World Health Organization during March 2020
EPS	Earnings per share
F&R	Our former Financial & Risk business, now the Refinitiv business of LSEG
LSEG	London Stock Exchange Group plc
n/a	Not applicable
n/m	Not meaningful
organic or organically	A non-IFRS measure that represents changes in revenues of our existing businesses at constant currency. The metric excludes the distortive impacts of acquisitions and dispositions from not owning the business in both comparable periods
Refinitiv	Our former F&R business, which is now the Refinitiv business of LSEG. We owned 45% of Refinitiv from October 1, 2018 through January 29, 2021
YPL	York Parent Limited, the entity that owns LSEG shares, which is jointly owned by our company and the Blackstone consortium. A group of current LSEG and former members of Refinitiv senior management also owns part of YPL. References to YPL also include its subsidiaries. YPL was previously known as Refinitiv Holdings Limited prior to the sale of Refinitiv to LSEG on January 29, 2021.
\$ and US\$	U.S. dollars

## Executive Summary

### Our company

Thomson Reuters is a leading provider of business information services. Our products include highly specialized information-enabled software and tools for legal, tax, accounting and compliance professionals combined with the world’s most global news service – Reuters.

We derive most of our revenues from selling information and software solutions, primarily electronically and on a recurring subscription basis. Our solutions blend deep domain knowledge with software and automation tools. We believe our workflow solutions make our customers more productive, by streamlining how they operate, enabling them to focus on higher value activities. Many of our customers use our solutions as part of their workflows, which has led to strong customer retention. We believe that our customers trust us because of our history and dependability and our deep understanding of their businesses and industries, and they rely on our services for navigating a rapidly changing and increasingly complex digital world. Over the years, our business model has proven to be capital efficient and cash flow generative, and it has enabled us to maintain leading and scalable positions in our chosen market segments.

We are organized in five reportable segments supported by a corporate center:



#### Legal Professionals

Serves law firms and governments with research and workflow products, focusing on intuitive legal research powered by emerging technologies and integrated legal workflow solutions that combine content, tools and analytics.



#### Corporates

Serves corporate customers from small businesses to multinational organizations, including the seven largest global accounting firms, with our full suite of content-enabled technology solutions for in-house legal, tax, regulatory, compliance and IT professionals.



#### Tax & Accounting Professionals

Serves tax, accounting and audit professionals in accounting firms (other than the seven largest, which are served by our Corporates segment) with research and workflow products, focusing on intuitive tax offerings and automating tax workflows.



#### Reuters News

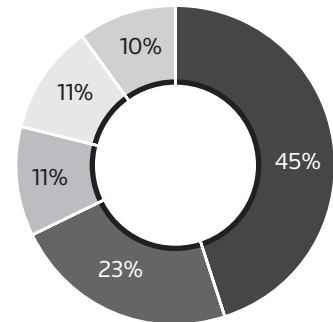
Supplies business, financial, national and international news to professionals via desktop terminals, including through Refinitiv, the world’s media organizations, industry events and directly to consumers.



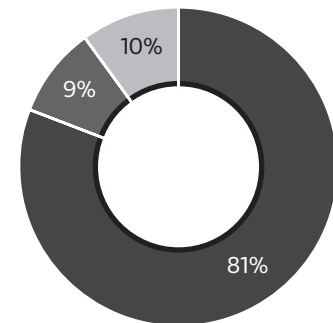
#### Global Print

Provides legal and tax information primarily in print format to customers around the world.

Third-Quarter 2021 Revenues



- Legal Professionals (45%)
- Corporates (23%)
- Tax & Accounting Professionals (11%)
- Reuters News (11%)
- Global Print (10%)



- Recurring (81%)
- Transactions (9%)
- Global Print (10%)

Our corporate center centrally manages commercial and technology operations, including those around our sales capabilities, digital customer experience and product and content development. Our corporate center also centrally manages functions such as finance, legal and human resources. Costs associated with our Change Program, which is discussed later in this Executive Summary, are reported within our corporate center.

## Key Financial Highlights

Our third-quarter performance exceeded the business outlook we communicated in August 2021, as the momentum we experienced in the first half of the year continued. This strong performance reflects management's view that our markets remain healthy and growing, are broad and dynamic and that our products across legal, tax, corporates and risk, fraud and compliance fit the needs of our customers and enable them to better serve their clients in a rapidly changing workplace. We believe that our third-quarter results also reflect the confidence of our customers in both an improving economic environment and in their prospects.

We continue to execute on our Change Program, which we announced in February 2021, to transition from a holding company to an operating company, and from a content provider to a content-driven technology company. Refer to the "Change Program" section of this Executive Summary for additional information.

On November 2, 2021, we raised our full-year 2021 total company and "Big 3" guidance for revenue growth, total company free cash flow and updated certain other measures in our full-year 2021 outlook based on our strong financial performance and the confidence we have in the trajectory of our business for the remainder of the year. We reaffirmed our full-year 2022 and 2023 outlooks, except for a minor increase to 2022 Change Program spend, reflecting the carryover of lower than expected spend in 2021. Refer to the "Outlook" section of this management's discussion and analysis for additional information.

### Consolidated results

(millions of U.S. dollars, except per share amounts and margins)	Three months ended September 30,			
	2021	2020	Change	
			Total	Constant Currency
<b>IFRS Financial Measures</b>				
Revenues	1,526	1,443	6%	
Operating profit	282	318	(11%)	
Diluted (loss) earnings per share	(\$0.49)	\$0.48	n/m	
Net cash provided by operating activities	534	581	(9%)	
<b>Non-IFRS Financial Measures<sup>(1)</sup></b>				
Revenues	1,526	1,443	6%	5%
<i>Organic revenue growth</i>				5%
Adjusted EBITDA	458	491	(7%)	(7%)
Adjusted EBITDA margin	30.0%	34.0%	(400)bp	(410)bp
Adjusted EPS	\$0.46	\$0.39	18%	15%
Free cash flow	383	541	(30%)	

### Supplemental financial results – "Big 3" Segments—Legal Professionals, Corporates and Tax & Accounting Professionals Combined

(millions of U.S. dollars, except margins)	Three months ended September 30,			
	2021	2020	Change	
			Total	Constant Currency
<b>"Big 3" Non-IFRS Financial Measures<sup>(1)</sup></b>				
Revenues	1,213	1,134	7%	6%
<i>Organic revenue growth</i>				6%
Adjusted EBITDA	468	439	7%	6%
Adjusted EBITDA margin	38.6%	38.7%	(10)bp	(20)bp

(1) Refer to Appendices A and B of this management's discussion and analysis for additional information and reconciliations of our non-IFRS financial measures to the most directly comparable IFRS financial measures.

**Revenues** increased 6% in total, driven by growth across four of our five business segments and a 1% favorable impact from foreign currency. Revenues increased 5% on both a constant currency and organic basis, primarily due to 6% growth in recurring revenues (81% of our revenues) as well growth in transactions revenues. Global Print revenues declined.

Revenues for our “Big 3” segments (79% of total revenues) increased 7% in total and 6% on both a constant currency and organic basis. The increase in organic revenues was driven by 7% growth in recurring revenues (90% of “Big 3” revenues).

**Operating profit** decreased 11% as the prior-year period included a significant benefit from the revaluation of warrants that we previously held in Refinitiv. Higher revenues and lower depreciation and amortization more than offset higher operating expenses, which included Change Program costs. Adjusted EBITDA and the related margin, which excludes the impact of the warrant revaluation as well as depreciation and amortization among other items, decreased due to higher operating expenses.

**Diluted loss per share** of \$0.49 was due to the decrease in value of our LSEG investment. In the prior-year period, the Company reported diluted earnings per share of \$0.48. Adjusted EPS, which excludes changes in value from our LSEG investment, as well as other adjustments, increased to \$0.46 per share from \$0.39 per share in the prior-year period, as the combination of lower depreciation, amortization of computer software and income tax expense more than offset lower adjusted EBITDA.

**Net cash provided by operating activities** decreased as higher revenues were more than offset by higher expenses, which included Change Program costs, and higher tax payments. Free cash flow decreased due to lower cash flow from operating activities and because the prior-year period included proceeds from the sale of real estate.

Our third-quarter performance exceeded the business outlook we communicated in August 2021. Below is a comparison of our actual revenue performance for the third quarter of 2021 to the related quarterly outlook.

Non-IFRS Financial Measures <sup>(1)</sup>	Third-Quarter 2021 Outlook	Third-Quarter 2021 Performance	
	<b>Total Thomson Reuters</b>		
Revenue growth (before currency)	Between 3.5% and 4.0%	5.1%	✓
<i>Organic revenue growth</i>	<i>Between 3.5% and 4.0%</i>	5.1%	✓
	<b>“Big 3” segments</b>		
Revenue growth (before currency)	Between 5.0% and 5.5%	6.2%	✓
<i>Organic revenue growth</i>	<i>Between 5.0% and 5.5%</i>	6.3%	✓
	<b>Other segments</b>		
Tax & Accounting Professionals revenue growth (before currency)	Low single digits	6.2%	✓
Reuters News revenue growth (before currency)	Between 2.0% and 3.0%	6.2%	✓
Global Print revenue decline (before currency)	Between (5.0%) and (8.0%)	(4.6%)	✓

(1) Refer to Appendices A and B of this management’s discussion and analysis for additional information and reconciliations of our non-IFRS financial measures to the most directly comparable IFRS financial measures.

### Change Program

Our outlook incorporates significant investments for our Change Program in 2021 and 2022. These investments are intended to drive growth and efficiency by transitioning our company from a holding company into an operating company, and from a content provider into a content-driven technology company.

The objectives of our Change Program are to:

- Make it easier for our customers to do business with us;
- Significantly modernize and simplify our product portfolio and product development groups;
- Reduce complexity in our operations and technology organization; and
- Continue to simplify our organizational structure to enable a more innovative culture.

We continue to execute on our Change Program. In the first nine months of 2021, we invested \$170 million (\$105 million of operating expenses and \$65 million of capital expenditures) on technology, organizational and market-related initiatives, and achieved \$132 million of annualized run-rate operating expense savings toward our overall savings targets. We supplemented our existing teams with experienced talent to strengthen skill sets across product development, digital, technology, strategy and change management. We expect full-year 2021 Change Program costs and capital expenditures combined will be between \$290 million and \$320 million, which includes spending on Cloud migration, streamlining internal systems, and third-party contractors. We expect to achieve Change Program-related run-rate savings of \$200 million by the end of this year. Refer to the “Outlook” section of this management’s discussion and analysis for additional information.

## Sale of Refinitiv to LSEG

In January 2021, our company and Blackstone's consortium sold Refinitiv to LSEG in an all-share transaction. As a result, we indirectly own LSEG shares through YPL, an entity jointly owned by our company, Blackstone's consortium and certain current LSEG and former members of Refinitiv senior management. As of September 30, 2021, YPL held a combination of LSEG ordinary shares and LSEG limited-voting ordinary shares (with the shares carrying in aggregate an approximate 30% economic interest and a 24% voting interest in LSEG). At the same date, we owned 42.82% of YPL and indirectly owned approximately 72.4 million LSEG shares. As of October 31, 2021, these shares had a market value of approximately \$7.1 billion based on LSEG's closing share price on that day. For a discussion of the lock-up related to our LSEG shares and other governance aspects of our LSEG investment, please see our 2020 annual report.

In the first quarter of 2021, we recognized a gain of \$8,075 million related to the January sale of Refinitiv to LSEG within "Share of post-tax (losses) earnings in equity method investments" in the consolidated income statement. As of the January 29, 2021 closing date, we indirectly owned approximately 82.5 million LSEG shares, which included 4.5 million shares from the exercise of warrants we previously held in Refinitiv. The transaction was predominantly tax deferred for our company except for approximately \$640 million that is payable in 2021. In March 2021, as permitted under a lock-up exception, approximately 10.1 million of our LSEG shares were sold for pre-tax net proceeds of \$994 million. Over the course of 2021, we will pay approximately \$225 million of tax on the sale of these shares and will use the remaining after-tax proceeds to pay the approximately \$640 million of taxes on the LSEG transaction. In the three and nine months ended September 30, 2021, we paid \$218 million and \$662 million, respectively, of tax in connection with these transactions. The proceeds from the sale of the shares by YPL were distributed to our company as a dividend that reduced the value of the investment. The proceeds and the associated tax payments were presented in "Net cash used in investing activities" within the consolidated statement of cash flow.

## Results of Operations

Our revenues and operating profit on a consolidated basis do not tend to be significantly impacted by seasonality as we record a large portion of our revenues ratably over the contract term and our costs are generally incurred evenly throughout the year. However, our revenues from quarter to consecutive quarter can be impacted by the release of certain tax products, which tend to be concentrated in the fourth quarter and, to a lesser extent, in the first quarter of the year. The seasonality of our operating profit may be further impacted in 2021 by the timing of significant Change Program costs we expect to incur. The seasonality of our revenues and operating expenses was impacted by COVID-19 in 2020.

### Consolidated results

(millions of U.S. dollars, except per share amounts and margins)	Three months ended September 30,				Nine months ended September 30,			
	2021	2020	Change		2021	2020	Change	
			Total	Constant Currency			Total	Constant Currency
<b>IFRS Financial Measures</b>								
Revenues	<b>1,526</b>	1,443	6%		<b>4,638</b>	4,368	6%	
Operating profit	<b>282</b>	318	(11%)		<b>985</b>	973	1%	
Diluted (loss) earnings per share	<b>(\$0.49)</b>	\$0.48	n/m		<b>\$11.80</b>	\$1.12	n/m	
<b>Non-IFRS Financial Measures<sup>(1)</sup></b>								
Revenues	<b>1,526</b>	1,443	6%	5%	<b>4,638</b>	4,368	6%	5%
<i>Organic revenue growth</i>				5%				5%
Adjusted EBITDA	<b>458</b>	491	(7%)	(7%)	<b>1,518</b>	1,450	5%	4%
Adjusted EBITDA margin	<b>30.0%</b>	34.0%	(400)bp	(410)bp	<b>32.7%</b>	33.2%	(50)bp	(30)bp
Adjusted EBITDA less capital expenditures	<b>327</b>	374	(13%)		<b>1,154</b>	1,046	10%	
Adjusted EBITDA less capital expenditures margin	<b>21.4%</b>	25.9%	(450)bp		<b>24.9%</b>	24.0%	90bp	
Adjusted EPS	<b>\$0.46</b>	\$0.39	18%	15%	<b>\$1.52</b>	\$1.31	16%	15%

## Supplemental financial results – “Big 3” Segments – Legal Professionals, Corporates and Tax &amp; Accounting Professionals Combined

(millions of U.S. dollars, except margins)	Three months ended September 30,				Nine months ended September 30,			
	2021	2020	Change		2021	2020	Change	
			Total	Constant Currency			Total	Constant Currency
<b>Non-IFRS Financial Measures<sup>(1)</sup></b>								
Revenues	1,213	1,134	7%	6%	3,708	3,462	7%	6%
<i>Organic revenue growth</i>				6%				6%
Adjusted EBITDA	468	439	7%	6%	1,478	1,296	14%	13%
Adjusted EBITDA margin	38.6%	38.7%	(10)bp	(20)bp	39.9%	37.4%	250bp	230bp

(1) Refer to Appendices A and B of this management’s discussion and analysis for additional information and reconciliations of our non-IFRS financial measures to the most directly comparable IFRS financial measures.

## Revenues

(millions of U.S. dollars)	Three months ended September 30,					Nine months ended September 30,				
	2021	2020	Change			2021	2020	Change		
			Total	Constant Currency	Organic			Total	Constant Currency	Organic
<b>Recurring revenues</b>	1,233	1,153	7%	6%	6%	3,673	3,460	6%	5%	5%
<b>Transactions revenues</b>	144	135	8%	8%	8%	527	466	13%	12%	12%
<b>Global Print revenues</b>	149	154	(3%)	(5%)	(5%)	439	443	(1%)	(3%)	(3%)
<b>Eliminations/Rounding</b>	-	1				(1)	(1)			
<b>Revenues</b>	<b>1,526</b>	<b>1,443</b>	<b>6%</b>	<b>5%</b>	<b>5%</b>	<b>4,638</b>	<b>4,368</b>	<b>6%</b>	<b>5%</b>	<b>5%</b>

In both periods, revenues increased 6% in total and 5% on both a constant currency and organic basis. In the third quarter, the increase in organic revenues was driven by 6% growth in recurring revenues (81% of total revenues). Transactions revenues grew 8% as Reuters News benefited from a favorable comparison to the third quarter of 2020, when the early stages of the COVID-19 pandemic negatively impacted its results. Global Print revenues declined in both periods. In the nine-month period, revenues on an organic basis increased due to growth in recurring and transactions revenues.

In both periods, revenues for our “Big 3” segments increased 7% in total and 6% on both a constant currency and organic basis. In the third quarter, the increase in “Big 3” revenues (79% of total revenues) on an organic basis was driven by 7% growth in recurring revenues. In the nine-month period, the increase in “Big 3” revenues (80% of total revenues) on an organic basis reflected 6% growth in recurring revenues and 9% growth in transactions revenues.

Foreign currency favorably impacted revenue growth in both periods due to the weakening of the U.S. dollar against most major currencies, including the British pound sterling, Euro, Canadian dollar and Australian dollar, which more than offset the strengthening of the U.S. dollar against the Argentine peso, compared to the prior-year periods. In the nine-month period of 2021, the U.S. dollar also strengthened against the Brazilian real compared to the prior-year period.

## Operating profit, adjusted EBITDA and adjusted EBITDA less capital expenditures

Operating profit decreased 11% in the third quarter as the prior-year period included a significant benefit from the revaluation of warrants we previously held in Refinitiv. Higher revenues and lower depreciation and amortization more than offset higher operating expenses. Operating profit increased 1% in the nine-month period of 2021 as higher revenues more than offset higher operating expenses and the benefit from the revaluation of the Refinitiv warrants in the prior-year period. In 2021, operating expenses included Change Program costs of \$53 million in the third quarter and \$105 million in the nine-month period.

Adjusted EBITDA, which excludes the impact of the warrant revaluation as well as depreciation and amortization among other items, decreased 7% in the third quarter as higher revenues were more than offset by higher operating expenses. Adjusted EBITDA increased 5% in the nine-month period as higher revenues more than offset higher operating expenses. Adjusted EBITDA margin declined in both periods due to higher operating expenses, which included Change Program costs. Change Program costs negatively impacted adjusted EBITDA margin by 350bp and 230bp in the third quarter and nine-month period of 2021, respectively. Foreign currency benefited the year-over-year change in adjusted EBITDA margin by 10bp in the third quarter and negatively impacted the year-over-year change in adjusted EBITDA margin by 20bp in the nine-month period.



Adjusted EBITDA less capital expenditures and the related margin decreased in the third quarter due to lower adjusted EBITDA and higher capital expenditures. Adjusted EBITDA less capital expenditures and the related margin increased in the nine-month period due to higher adjusted EBITDA and lower capital expenditures.

### Operating expenses

(millions of U.S. dollars)	Three months ended September 30,				Nine months ended September 30,			
	2021	2020	Change		2021	2020	Change	
			Total	Constant Currency			Total	Constant Currency
Operating expenses	1,060	955	11%	12%	3,114	2,901	7%	6%
Remove fair value adjustments <sup>(1)</sup>	8	(3)			6	17		
<b>Operating expenses, excluding fair value adjustments</b>	<b>1,068</b>	<b>952</b>	<b>12%</b>	<b>12%</b>	<b>3,120</b>	<b>2,918</b>	<b>7%</b>	<b>6%</b>

(1) Fair value adjustments primarily represent gains or losses due to changes in foreign currency exchange rates on intercompany balances that arise in the ordinary course of business. Fair value adjustments are excluded from our calculation of adjusted EBITDA. Refer to Appendix B of this management's discussion and analysis for reconciliations of our non-IFRS financial measures to the most directly comparable IFRS financial measures.

Operating expenses, excluding fair value adjustments, increased in both periods in total and on a constant currency basis. Higher operating expenses reflected \$53 million and \$105 million of Change Program costs in the third quarter and nine-month period of 2021, respectively, as well as higher compensation-related costs. Change Program spending included severance as well as costs related to technology and market initiatives. In the nine-month period, the weakening of the U.S. dollar against most major currencies contributed to the increase in total expenses.

### Depreciation and amortization

(millions of U.S. dollars)	Three months ended September 30,			Nine months ended September 30,		
	2021	2020	Change	2021	2020	Change
<b>Depreciation</b>	<b>40</b>	<b>61</b>	<b>(34%)</b>	<b>128</b>	<b>144</b>	<b>(11%)</b>
<b>Amortization of computer software</b>	<b>119</b>	<b>133</b>	<b>(11%)</b>	<b>356</b>	<b>362</b>	<b>(2%)</b>
<b>Subtotal</b>	<b>159</b>	<b>194</b>	<b>(18%)</b>	<b>484</b>	<b>506</b>	<b>(4%)</b>
<b>Amortization of other identifiable intangible assets</b>	<b>29</b>	<b>32</b>	<b>(9%)</b>	<b>90</b>	<b>92</b>	<b>(2%)</b>

- Depreciation and amortization of computer software on a combined basis decreased in both periods primarily because the prior-year period included write-downs of certain software that we stopped using as well as the write-downs of assets associated with real estate leases that we vacated.
- Amortization of other identifiable intangible assets decreased in both periods as the completion of amortization of assets acquired in previous years more than offset expenses associated with recent acquisitions.

### Other operating gains, net

(millions of U.S. dollars)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Other operating gains, net</b>	<b>4</b>	<b>56</b>	<b>35</b>	<b>104</b>

In 2021, other operating gains, net, in both periods included income related to a license that allows the Refinitiv business of LSEG to use the "Reuters" mark to brand certain products and services. Additionally, the nine-month period included a \$9 million benefit from the revaluation of warrants that we previously held in Refinitiv and a gain on the sale of a business.

In 2020, other operating gains, net, included a benefit of \$46 million and \$47 million in the third quarter and nine-month period, respectively, related to the revaluation of the warrants. Additionally, both periods included income related to the license for the "Reuters" mark referred to above and gains associated with the sale of certain real estate. The nine-month period also included a gain associated with a distribution from an investment.

**Net interest expense**

(millions of U.S. dollars)	Three months ended September 30,			Nine months ended September 30,		
	2021	2020	Change	2021	2020	Change
<b>Net interest expense</b>	<b>46</b>	<b>49</b>	<b>(5%)</b>	<b>146</b>	<b>146</b>	<b>—</b>

In the third quarter of 2021, interest expense decreased due to lower interest costs on our net pension obligations. Interest expense associated with our debt obligations was essentially unchanged. In the nine-month period of 2021, net interest expense was unchanged as lower interest costs on our net pension obligations was offset by higher interest associated with the issuance of C\$1.4 billion (approximately US\$1.0 billion) five-year notes in May 2020, and lower interest income.

**Other finance income**

(millions of U.S. dollars)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Other finance income</b>	<b>34</b>	<b>2</b>	<b>30</b>	<b>36</b>

Other finance income in all periods included gains from fluctuations of foreign currency exchange rates on certain intercompany funding arrangements. Additionally, both periods in 2020 included gains related to the ineffective portion of cash flow hedges and, in the nine-month period, a benefit associated with foreign exchange contracts.

**Share of post-tax (losses) earnings in equity method investments**

(millions of U.S. dollars)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>YPL (formerly Refinitiv Holdings Ltd.)</b>	<b>(675)</b>	<b>(179)</b>	<b>6,710</b>	<b>(392)</b>
<b>Other equity method investments</b>	<b>3</b>	<b>1</b>	<b>7</b>	<b>7</b>
<b>Share of post-tax (losses) earnings in equity method investments</b>	<b>(672)</b>	<b>(178)</b>	<b>6,717</b>	<b>(385)</b>

We account for our investment in LSEG at fair value based on the share price of LSEG within "Share of post-tax (losses) earnings in equity method investments" in the consolidated income statement. The investment is subject to equity accounting because the LSEG shares are held through YPL, over which we have significant influence. As YPL owns only the financial investment in LSEG shares, which the parties intend to sell over time, and is not involved in operating LSEG or the Refinitiv business, the investment in LSEG shares held by YPL is accounted for at fair value. LSEG dividends distributed to our company from YPL were included in "Other investing activities" in the consolidated statement of cash flow.

In the third quarter of 2021, our share of post-tax losses in equity method investments primarily reflected a decrease in the value of our LSEG investment. In the nine-month period of 2021, our share of post-tax earnings in equity method investments was primarily comprised of an \$8,075 million gain from the sale of Refinitiv, which was partly offset by a \$1,272 million decline in the value of our LSEG investment after the sale and \$168 million of post-tax losses related to the Refinitiv operations prior to the sale.

We received \$51 million of dividends from our LSEG investment in June 2021 and an additional \$24 million in October 2021 (see the "Subsequent Events" section of this management's discussion and analysis for additional information).

**Tax (benefit) expense**

(millions of U.S. dollars)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Tax (benefit) expense</b>	<b>(161)</b>	<b>(147)</b>	<b>1,722</b>	<b>(84)</b>

The increase in tax (benefit) expense in both periods was driven by our (loss) earnings in equity method investments. Additionally, tax (benefit) expense in each period reflected the mix of taxing jurisdictions in which pre-tax profits and losses were recognized. Because the geographical mix of pre-tax profits and losses in interim periods may be different from that for the full year, tax expense or benefit in interim periods is not necessarily indicative of tax expense or benefit for the full year.

The comparability of our tax (benefit) expense was impacted by various transactions and accounting adjustments during each period. The following table sets forth certain components within income tax (benefit) expense that impact comparability from period to period, including tax (benefit) expense associated with items that are removed from adjusted earnings:

(millions of U.S. dollars)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Tax (benefit) expense</b>				
<b>Tax items impacting comparability:</b>				
Corporate tax laws and rates <sup>(1)</sup>	-	(14)	(11)	32
Deferred tax adjustments <sup>(2)</sup>	(4)	(132)	(4)	(139)
Subtotal	(4)	(146)	(15)	(107)
<b>Tax related to:</b>				
Amortization of other identifiable intangible assets	(6)	(8)	(20)	(21)
Share of post-tax earnings (losses) in equity method Investments	(169)	(47)	1,631	(100)
Other operating gains, net	1	13	5	18
Other items	-	1	-	3
Subtotal	(174)	(41)	1,616	(100)
<b>Total</b>	<b>(178)</b>	<b>(187)</b>	<b>1,601</b>	<b>(207)</b>

(1) In the nine-month period of 2021, this amount included changes in deferred tax assets due to changes in foreign tax rates. In the third quarter and nine-month period of 2020, this amount primarily related to a minimum tax that we did not ultimately pay due to the taxable gains that arose on the sale of an investment in the fourth quarter of 2020.

However, IFRS required that we accrue the tax before that transaction took place.

(2) Relates primarily to the recognition of deferred tax assets that arose in prior years and adjustments required due to disposals and acquisitions.

Because the items described above impact the comparability of our tax expense or benefit for each period, we remove them from our calculation of adjusted earnings, along with the pre-tax items to which they relate. The computation of our adjusted tax expense is set forth below:

(millions of U.S. dollars)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Tax (benefit) expense</b>	<b>(161)</b>	<b>(147)</b>	<b>1,722</b>	<b>(84)</b>
Remove: Items from above impacting comparability	178	187	(1,601)	207
Other adjustment:				
Interim period effective tax rate normalization <sup>(1)</sup>	8	15	10	21
<b>Total tax expense on adjusted earnings</b>	<b>25</b>	<b>55</b>	<b>131</b>	<b>144</b>

(1) Adjustment to reflect income taxes based on estimated full-year effective tax rate. Earnings or losses for interim periods under IFRS generally reflect income taxes based on the estimated effective tax rates of each of the jurisdictions in which we operate. The non-IFRS adjustment reallocates estimated full-year income taxes between interim periods, but has no effect on full-year income taxes.

### Results of Discontinued Operations

Earnings (loss) from discontinued operations, net of tax, includes the following:

(millions of U.S. dollars)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Earnings (loss) from discontinued operations, net of tax</b>	<b>1</b>	<b>1</b>	<b>-</b>	<b>(2)</b>

Earnings (loss) from discontinued operations, net of tax, included residual income and expenses related to our former F&R business.

**Net (loss) earnings and diluted (loss) earnings per share**

(millions of U.S. dollars, except per share amounts)	Three months ended September 30,			Nine months ended September 30,		
	2021	2020	Change	2021	2020	Change
<b>Net (loss) earnings</b>	<b>(240)</b>	241	n/m	<b>5,864</b>	560	n/m
<b>Diluted (loss) earnings per share</b>	<b>(\$0.49)</b>	\$0.48	n/m	<b>\$11.80</b>	\$1.12	n/m

The net loss and the diluted loss per share in the third quarter were due to the decrease in the value of our LSEG investment. The increase in net earnings and diluted earnings per share in the nine-month period was due to the gain on the sale of Refinitiv to LSEG in January 2021.

**Adjusted earnings and adjusted EPS**

(millions of U.S. dollars, except per share amounts)	Three months ended September 30,			Nine months ended September 30,						
	2021	2020	Total	Change		2021	2020	Total	Change	
				Constant	Currency				Constant	Currency
<b>Adjusted earnings</b>	<b>227</b>	192	17%			<b>755</b>	652	16%		
<b>Adjusted EPS</b>	<b>\$0.46</b>	\$0.39	18%		15%	<b>\$1.52</b>	\$1.31	16%		15%

Adjusted earnings and the related per share amount increased in the third quarter as the benefits from lower depreciation and amortization of computer software as well as lower income tax expense more than offset lower adjusted EBITDA. The increase in the nine-month period reflected the same benefits, but also included higher adjusted EBITDA.

**Segment results**

The following is a discussion of our five reportable segments and our Corporate costs for the three and nine months ended September 30, 2021. We assess revenue growth for each segment, as well as the businesses within each segment, in constant currency and on an organic basis. See Appendix A of this management's discussion and analysis for additional information.

**Legal Professionals**

(millions of U.S. dollars, except margins)	Three months ended September 30,					Nine months ended September 30,				
	2021	2020	Total	Change		2021	2020	Total	Change	
				Constant	Organic				Constant	Organic
<b>Recurring revenues</b>	<b>634</b>	592	7%	6%	6%	<b>1,881</b>	1,759	7%	6%	5%
<b>Transactions revenues</b>	<b>48</b>	44	11%	10%	10%	<b>142</b>	123	16%	14%	14%
<b>Revenues</b>	<b>682</b>	636	7%	6%	6%	<b>2,023</b>	1,882	7%	6%	6%
<b>Segment adjusted EBITDA</b>	<b>288</b>	272	6%	4%		<b>852</b>	756	13%	11%	
<b>Segment adjusted EBITDA margin</b>	<b>42.3%</b>	42.8%	(50)bp	(80)bp		<b>42.1%</b>	40.2%	190bp	180bp	

Revenues increased in total and on both a constant currency and organic basis in both periods. The increase in organic revenues was due to growth in recurring revenues (93% of the Legal Professionals segment in the third quarter) and transactions revenues (7% of the Legal Professionals segment in the third quarter). Revenues from law firms, which includes revenues from large global law firms and represent just over two-thirds of the segment's revenues, and the segment's Global business, representing smaller law firms outside the U.S., each increased 6% in the third quarter (5% in the nine-month period). U.S. Government revenues, which include much of our Risk, Fraud and Compliance offerings, grew 10% in the third quarter and 9% in nine-month period.

In both periods, the recurring revenues increased on an organic basis driven by growth from Westlaw Edge, Practical Law, FindLaw and the segment's international and Government businesses. FindLaw, the Government businesses, as well as Elite, drove the increase in transactions revenues during both periods.

Segment adjusted EBITDA increased in the third quarter driven by higher revenues, which more than offset higher expenses. The related margin decreased due to the increase in expenses, which reflected unfavorable timing of marketing and selling expenses compared to the prior year period. Segment adjusted EBITDA and the related margin increased in the nine-month period primarily driven by higher revenues. Foreign currency benefited the year-over-year change in segment adjusted EBITDA margin by 30bp and 10bp in the third quarter and nine-month period, respectively.

## Corporates

(millions of U.S. dollars, except margins)	Three months ended September 30,					Nine months ended September 30,				
	2021	2020	Change			2021	2020	Change		
			Total	Constant Currency	Organic			Total	Constant Currency	Organic
<b>Recurring revenues</b>	<b>309</b>	287	8%	7%	7%	<b>904</b>	850	6%	5%	5%
<b>Transactions revenues</b>	<b>47</b>	46	2%	2%	2%	<b>184</b>	179	3%	3%	3%
<b>Revenues</b>	<b>356</b>	333	7%	6%	6%	<b>1,088</b>	1,029	6%	5%	5%
<b>Segment adjusted EBITDA</b>	<b>131</b>	120	9%	9%		<b>407</b>	355	15%	14%	
<b>Segment adjusted EBITDA margin</b>	<b>36.8%</b>	36.0%	80bp	80bp		<b>37.4%</b>	34.5%	290bp	310bp	

Revenues increased in total, constant currency and on an organic basis in both periods. The increase in organic revenues was due to growth in recurring revenues (87% of the Corporates segment in the third quarter) and in transactions revenues (13% of the Corporates segment in the third quarter).

In both periods, the increase in recurring revenues on an organic basis reflected growth in legal, tax and risk solutions. The segment's Practical Law, Indirect Tax, CLEAR and international businesses all contributed to its recurring revenue growth. Transactions revenues increased slightly in both periods.

Segment adjusted EBITDA and the related margin increased in the third quarter as higher revenues more than offset higher expenses, which included investments in marketing initiatives, technology and data and analytical capabilities. Both measures increased in the nine-month period of 2021 driven by higher revenues. Foreign currency had no impact in the year-over-year change on segment adjusted EBITDA margin in the third quarter and negatively impacted the year-over-year change in segment adjusted EBITDA margin in the nine-month period by 20bp.

## Tax &amp; Accounting Professionals

(millions of U.S. dollars, except margins)	Three months ended September 30,					Nine months ended September 30,				
	2021	2020	Change			2021	2020	Change		
			Total	Constant Currency	Organic			Total	Constant Currency	Organic
<b>Recurring revenues</b>	<b>147</b>	133	10%	10%	10%	<b>457</b>	427	7%	7%	7%
<b>Transactions revenues</b>	<b>28</b>	32	(9%)	(9%)	(9%)	<b>140</b>	124	13%	12%	12%
<b>Revenues</b>	<b>175</b>	165	6%	6%	6%	<b>597</b>	551	8%	8%	8%
<b>Segment adjusted EBITDA</b>	<b>49</b>	47	4%	6%		<b>219</b>	185	18%	18%	
<b>Segment adjusted EBITDA margin</b>	<b>28.0%</b>	28.5%	(50)bp	(20)bp		<b>36.6%</b>	33.6%	300bp	310bp	

Revenues increased in total, constant currency and on an organic basis in both periods. The increase in organic revenues in the third quarter was due to growth in recurring revenues (84% of the Tax & Accounting Professionals segment in the third quarter) driven by Audit Solutions, which includes the Confirmation business, and the segment's Latin American businesses. Transactions revenues (16% of the Tax & Accounting Professionals segment in the third quarter) declined due to an unfavorable comparison to 2020, when the extension of the U.S. federal tax filing deadline for individuals caused by the COVID-19 pandemic shifted Pay-Per-Return tax filing revenues from the second quarter of 2020 to the third quarter of 2020. Tax & Accounting Professionals' organic revenues in the third quarter would have grown 11%, after adjusting the 2020 Pay-Per-Return revenues to be comparable to the revenue pattern of 2021. In the nine-month period, organic revenues increased due to strong growth in both recurring and transactions revenues.

Segment adjusted EBITDA increased in the third quarter as higher revenues more than offset higher expenses. The related margin declined slightly due to the unfavorable impact from the shift in the tax filing deadlines in 2020. Segment adjusted EBITDA and the related margin increased in the nine-month period due to higher revenues. Foreign currency negatively impacted the year-over-year change in segment adjusted EBITDA margin by 30bp and 10bp in the third quarter and nine-month period, respectively.

Tax & Accounting Professionals is a more seasonal business relative to our other businesses, with a higher percentage of its segment adjusted EBITDA historically generated in the fourth quarter and to a slightly lesser extent, the first quarter, due to the release of certain tax products. Small movements in the timing of revenues and expenses can impact quarterly margins.

## Reuters News

(millions of U.S. dollars, except margins)	Three months ended September 30,					Nine months ended September 30,				
	2021	2020	Change			2021	2020	Change		
			Total	Constant Currency	Organic			Total	Constant Currency	Organic
<b>Recurring revenues</b>	<b>143</b>	141	1%	1%	1%	<b>431</b>	424	2%	-	-
<b>Transactions revenues</b>	<b>21</b>	13	62%	66%	66%	<b>61</b>	40	52%	50%	50%
<b>Revenues</b>	<b>164</b>	154	6%	6%	6%	<b>492</b>	464	6%	5%	5%
<b>Segment adjusted EBITDA</b>	<b>25</b>	23	4%	8%		<b>88</b>	67	30%	44%	
<b>Segment adjusted EBITDA margin</b>	<b>14.9%</b>	15.2%	(30)bp	20bp		<b>17.8%</b>	14.5%	330bp	540bp	

Revenues increased in total, constant currency and on an organic basis in both periods. The increase in organic revenues was driven by transactions revenues from the segment's Professional businesses, which includes Reuters Events, as well as its Agency business. In 2020, Reuters Events was negatively impacted by the cancellation of in-person events due to the COVID-19 pandemic. In 2021, the business has been holding nearly all of its events virtually while it continues to assess when it can resume its full in-person event schedule based on local health guidelines and feedback from customers. Recurring revenues on an organic basis increased slightly in the third quarter, but were essentially unchanged in the nine-month period.

Reuters News has an agreement to supply news and editorial content to Refinitiv through October 1, 2048. In the first nine months of 2021, Reuters News recorded revenues of \$254 million (2020 — \$252 million) under this agreement.

We expect Reuters News total and organic revenue growth to be between 3% and 5% for the full year, driven by all Reuters News business lines.

Segment adjusted EBITDA increased in the third quarter as higher revenues more than offset higher expenses, which included additional investments in the business. The related margin decreased in the third quarter due to the impact of foreign currency. Both measures increased in the nine-month period of 2021 due to higher revenues. Foreign currency negatively impacted the year-over-year change in segment adjusted EBITDA margin by 50bp and 210bp in the third quarter and nine-month period, respectively.

## Global Print

(millions of U.S. dollars, except margins)	Three months ended September 30,					Nine months ended September 30,				
	2021	2020	Change			2021	2020	Change		
			Total	Constant Currency	Organic			Total	Constant Currency	Organic
<b>Revenues</b>	<b>149</b>	154	(3%)	(5%)	(5%)	<b>439</b>	443	(1%)	(3%)	(3%)
<b>Segment adjusted EBITDA</b>	<b>52</b>	64	(18%)	(19%)		<b>165</b>	181	(9%)	(11%)	
<b>Segment adjusted EBITDA margin</b>	<b>35.0%</b>	41.1%	(610)bp	(630)bp		<b>37.5%</b>	40.7%	(320)bp	(340)bp	

Revenues decreased in total, constant currency, and on an organic basis in both periods. The declines were less than expected as the business benefited from an increase in third-party revenues for printing services and the gradual return to office by its customers. We expect Global Print revenues to decline between 4% and 6% for the full year.

Segment adjusted EBITDA and the related margins decreased in both periods due to lower revenues and higher expenses. The decrease in margins also reflected the dilutive impact of lower margin third-party print revenues. Foreign currency benefited the year-over-year change in segment adjusted EBITDA margin in both periods by 20bp.

## Corporate costs

(millions of U.S. dollars)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Corporate costs</b>	<b>87</b>	35	<b>213</b>	94

The increase in Corporate costs primarily reflected \$53 million and \$105 million of Change Program expenses in the third quarter and nine-month period, respectively. We expect between \$175 million and \$190 million of Change Program expenses for the full year 2021.

## Liquidity and Capital Resources

We have historically maintained a disciplined capital strategy that balances growth, long-term financial leverage, credit ratings and returns to shareholders. We are focused on having the investment capacity to drive revenue growth, both organically and through acquisitions, while also maintaining our long-term financial leverage and credit ratings and continuing to provide returns to shareholders. Our principal sources of liquidity are cash on hand, cash provided by our operations, our commercial paper program and credit facility. From time to time, we also issue debt securities. Our principal uses of cash are for debt repayments, debt servicing costs, dividend payments, capital expenditures, share repurchases and acquisitions.

To date, we have not experienced any significant adverse impacts to our liquidity from the economic crisis caused by COVID-19. We continue to believe that we can weather the periods of volatility that are likely to occur as a result of the ongoing crisis, as our capital strategy approach has provided us with a strong capital structure and liquidity position. At September 30, 2021, we had \$1.5 billion of cash on hand. Over the remainder of 2021, we expect to use about \$200 million of our cash balance to pay the remaining income taxes on the sale of Refinitiv to LSEG and on the subsequent sale of some of our LSEG shares in the first quarter of 2022. We also plan to complete our existing program to repurchase some of our common shares, as described below.

We expect that the operating leverage of our business will increase our free cash flow if we increase revenues as contemplated by our outlook. We target a maximum leverage ratio of 2.5:1 net debt to adjusted EBITDA and have set a target to pay out 50% to 60% of our expected free cash flow as dividends to our shareholders. We completed a \$200 million share repurchase program during the first quarter of 2021 to offset the dilution associated with our dividend reinvestment and equity incentive plans. In August 2021, we announced a new share repurchase program to repurchase up to \$1.2 billion of our common shares, which we expect to complete by the end of this year. Under this program, we have repurchased approximately \$1.1 billion of our common shares, of which we repurchased \$603 million in the third quarter and approximately \$450 million in October 2021 (refer to the "Share Repurchases - Normal Course Issuer Bid (NCIB)" section below and the "Subsequent Events" section of this management's discussion and analysis for additional information). In the future, we expect that proceeds from sales of LSEG shares after the expiration of the applicable contractual lock-up provisions, as discussed in the "Sale of Refinitiv to LSEG" section of this management's discussion and analysis, will provide us with further options for investment and returns to shareholders.

Our net debt to adjusted EBITDA leverage ratio as of September 30, 2021 was approximately 1.2:1, which is lower than our target of 2.5:1. As calculated under our credit facility covenant, our net debt to adjusted EBITDA leverage ratio at September 30, 2021 was 1.1:1, which is well below the maximum leverage ratio allowed under the credit facility of 4.5:1. None of our debt securities are scheduled to mature until 2023.

On October 14, 2021, we announced the formation of a new \$100 million Corporate Venture Capital fund, known as Thomson Reuters (TR) Ventures, to support and accelerate innovation for the "Future of Professionals". As a leader in content-enabled technology across Legal, Tax & Accounting, Risk, Fraud, Compliance, and News & Media markets, our customers rely on us to deliver trusted solutions to manage and grow their businesses. TR Ventures will concentrate on investments supporting companies building innovations that will allow professionals to operate more productively and with greater insights.

We believe that our existing sources of liquidity will be sufficient to fund our projected cash requirements for the next 12 months.

*The information above and in this section is forward-looking and should be read in conjunction with the section entitled "Additional Information—Cautionary Note Concerning Factors That May Affect Future Results".*

### Cash flow

#### Summary of consolidated statement of cash flow

(millions of U.S. dollars)	Three months ended September 30,			Nine months ended September 30,		
	2021	2020	\$ Change	2021	2020	\$ Change
<b>Net cash provided by operating activities</b>	534	581	(47)	1,376	1,179	197
<b>Net cash used in investing activities</b>	(545)	(62)	(483)	(205)	(404)	199
<b>Net cash used in financing activities</b>	(817)	(318)	(499)	(1,444)	(443)	(1,001)
<b>(Decrease) increase in cash and bank overdrafts</b>	(828)	201	(1,029)	(273)	332	(605)
<b>Translation adjustments</b>	(3)	5	(8)	(3)	(5)	2
<b>Cash and bank overdrafts at beginning of period</b>	2,342	946	1,396	1,787	825	962
<b>Cash and bank overdrafts at end of period</b>	1,511	1,152	359	1,511	1,152	359
<b>Non-IFRS Financial Measure<sup>(1)</sup></b>						
<b>Free cash flow</b>	383	541	(158)	1,001	881	120

(1) Refer to Appendices A and B of this management's discussion and analysis for additional information and reconciliations of our non-IFRS financial measures to the most directly comparable IFRS financial measure.

**Operating activities.** Net cash provided by operating activities decreased in the third quarter as higher revenues were more than offset by higher expenses, which included Change Program costs and higher tax payments. In the nine-month period, net cash provided by operating activities increased due to higher revenues, favorable working capital movements (including lower annual incentive bonus payments, which were due to the impact of COVID-19 in 2020) and because the prior-year period included costs and investments to reposition our company following the separation of our former F&R business. These increases to cash flows from operating activities were partly offset by higher tax payments and expenses, which included Change Program costs.

**Investing activities.** In the third quarter of 2021, net cash used in investing activities included \$218 million of taxes paid related to the sale of Refinitiv and the subsequent sale of LSEG shares. The discontinued operations portion of investing activities included \$210 million of tax assessments related to our former F&R business (see the “Sale of Refinitiv to LSEG” and “Contingencies – Uncertain Tax Position” sections of this management’s discussion and analysis). Capital expenditures were \$131 million. In the third quarter of 2020, net cash used in investing activities included capital expenditures of \$117 million and spending to acquire the CaseLines business, both of which were partly offset by proceeds from the sale of certain real estate.

In the nine-month period of 2021, net cash used in investing activities included \$662 million of taxes paid related to the sale of Refinitiv and the subsequent sale of LSEG shares. The discontinued operations portion of investing activities included \$252 million of tax assessments related to our former F&R business. The nine-month period also included \$364 million of capital expenditures. These outflows were partly offset by \$1,045 million of dividends received, which included \$994 million in connection with the sale of LSEG shares and \$51 million paid by LSEG. In the nine-month period of 2020, net cash used in investing activities reflected \$404 million of capital expenditures, as well as spending to acquire our Pondera Solutions and CaseLines businesses. These outflows were partly offset by the proceeds from the sale of certain real estate.

**Financing activities.** In both periods of 2021, net cash used in financing activities was primarily comprised of dividends on common shares and share repurchases totaling \$797 million and \$1,385 million in the third quarter and nine-month period, respectively. In the third quarter of 2020, net cash used in financing activities was primarily comprised of \$183 million of dividends on common shares and \$120 million of commercial paper repayments. The nine-month period of 2020 was primarily comprised of dividends on common shares and share repurchases totaling \$747 million as well as \$372 million of proceeds from net borrowings of debt. Refer to the “Commercial paper program”, “Credit facility” and “Long-term debt” subsections below for additional information regarding our debt activity.

**Cash and bank overdrafts.** The decrease in cash and bank overdrafts of \$273 million in the nine-month period of 2021 reflects the use of cash to repurchase common shares.

**Free cash flow.** Free cash flow decreased in the third quarter primarily due to lower cash flow from operating activities and because the prior-year period included proceeds from the sale of real estate. In the nine-month period, free cash flow increased as higher cash flows from operating activities and the \$51 million dividend paid by LSEG in the second quarter more than offset the prior-year period benefit from the proceeds associated with the sale of real estate.

Additional information about our debt, dividends and share repurchases is as follows:

- **Commercial paper program.** Our \$1.8 billion commercial paper program provides cost-effective and flexible short-term funding. There was no outstanding commercial paper at September 30, 2021. In January 2020, we issued \$630 million of commercial paper, the proceeds of which were used to redeem debt obligations ahead of their maturity. The commercial paper was repaid during the first nine months of 2020, primarily from funds borrowed under our credit facility.
- **Credit facility.** We have a \$1.8 billion syndicated credit facility agreement which matures in December 2024 and may be used to provide liquidity for general corporate purposes (including acquisitions or support for our commercial paper program). There were no outstanding borrowings under the credit facility at September 30, 2021. We borrowed \$1.0 billion in the first three months of 2020, of which a portion of the proceeds was used to repay commercial paper. In May 2020, we repaid our borrowings under the credit facility primarily with the proceeds we received from our May 2020 debt issuance. Based on our current credit ratings, the cost of borrowing under the facility is priced at LIBOR/EURIBOR plus 112.5 basis points. We have the option to request an increase, subject to approval by applicable lenders, in the lenders’ commitments in an aggregate amount of \$600 million for a maximum credit facility commitment of \$2.4 billion.

The U.K. Financial Conduct Authority, which regulates LIBOR, is phasing out the majority of LIBOR rates globally by the end of 2021. Key alternative reference rates have been established and progress continues to be made in establishing better liquidity and term structures required to efficiently replace the existing LIBOR structures. In October 2021, we acknowledged with our lending group that certain LIBOR-based benchmarks, which are being phased out at the end of 2021, will no longer be available to us until we agree to replace them with alternative benchmarks. This change does not impact our company’s general ability to borrow under the facility, as there are adequate LIBOR benchmarks still in effect until June 2023. With the exception of the LIBOR-based benchmarks within our external credit facility, we have no material agreements with third parties that use or reference LIBOR as a benchmark rate which require amendment.



If our debt rating is downgraded by Moody's or S&P, our facility fees and borrowing costs may increase, although availability would be unaffected. Conversely, an upgrade in our ratings may reduce our facility fees and borrowing costs. We also monitor the lenders that are party to our facility and believe they continue to be able to lend to us.

We guarantee borrowings by our subsidiaries under the credit facility. We must also maintain a ratio of net debt as defined in the credit agreement (total debt after swaps less cash and cash equivalents) as of the last day of each fiscal quarter to EBITDA as defined in the credit agreement (earnings before interest, income taxes, depreciation and amortization and other modifications described in the credit agreement) for the last four quarters ended of not more than 4.5:1. If we complete an acquisition with a purchase price of over \$500 million, the ratio of net debt to EBITDA would temporarily increase to 5.0:1 for three quarters after completion, at which time the ratio would revert to 4.5:1. As of September 30, 2021, we were in compliance with this covenant as our ratio of net debt to EBITDA, as calculated under the terms of our syndicated credit facility, was 1.1:1.

- **Long-term debt.** We did not issue notes or make any debt repayments in the nine months ended September 30, 2021. The following table provides information regarding notes that we issued and repaid in the nine months ended September 30, 2020.

MONTH/YEAR	TRANSACTION	PRINCIPAL AMOUNT (IN MILLIONS)
<b>Notes issued</b>		
May 2020	2.239% Notes, due 2025	C\$1,400
<b>Notes repaid</b>		
January 2020	3.309% Notes, due 2021	C\$550
January 2020	3.95% Notes, due 2021	US\$139

The notes issued in May 2020 were immediately swapped into U.S. dollars and we used the \$999 million of net proceeds for general corporate purposes, which included repayment of borrowings under our credit facility.

In January 2020, we repaid notes prior to their scheduled maturity dates for \$640 million. This amount included early redemption premiums and the settlement of cross-currency swaps. The repayments were funded with commercial paper borrowings.

Thomson Reuters Corporation and one of its U.S. subsidiaries, TR Finance LLC, may collectively issue up to \$3.0 billion of unsecured debt securities from time to time through August 6, 2022 under a base shelf prospectus. Any debt securities issued by TR Finance LLC will be fully and unconditionally guaranteed on an unsecured basis by Thomson Reuters Corporation and three U.S. subsidiary guarantors, which are also indirect 100%-owned and consolidated subsidiaries of Thomson Reuters Corporation. Except for TR Finance LLC and the subsidiary guarantors, none of Thomson Reuters Corporation's other subsidiaries have guaranteed or would otherwise become obligated with respect to any issued TR Finance LLC debt securities. As of November 2, 2021, neither Thomson Reuters Corporation nor TR Finance LLC has issued any debt securities under the prospectus. Please refer to Appendix D of this management's discussion and analysis for condensed consolidating financial information about TR Finance LLC and the subsidiary guarantors.

- **Credit ratings.** Our access to financing depends on, among other things, suitable market conditions and the maintenance of suitable long-term credit ratings. Our credit ratings may be adversely affected by various factors, including increased debt levels, decreased earnings, declines in customer demand, increased competition, a deterioration in general economic and business conditions and adverse publicity. Any downgrades in our credit ratings may impede our access to the debt markets or result in higher borrowing rates.

In May 2021, Moody's affirmed our credit ratings and raised our Outlook to Positive from Stable, citing the strength of our business and strong liquidity position, among other items.

The following table sets forth the credit ratings from rating agencies in respect of our outstanding securities as of the date of this management's discussion and analysis:

	Moody's	S&P Global Ratings	DBRS Limited	Fitch
<b>Long-term debt</b>	Baa2	BBB	BBB (high)	BBB+
<b>Commercial paper</b>	P-2	A-2	R-2 (high)	F1
<b>Trend/Outlook</b>	Positive	Stable	Stable	Stable

These credit ratings are not recommendations to purchase, hold, or sell securities and do not address the market price or suitability of a specific security for a particular investor. Credit ratings may not reflect the potential impact of all risks on the value of securities. We cannot assure you that our credit ratings will not be lowered in the future or that rating agencies will not issue adverse commentaries regarding our securities.

- **Dividends.** Dividends on our common shares are declared in U.S. dollars. In February 2021, we announced a \$0.10 per share increase in the annualized dividend to \$1.62 per common share (beginning with the common share dividend that we paid in March 2021). In our consolidated statement of cash flow, dividends paid on common shares are shown net of amounts reinvested in our company under our dividend reinvestment plan (DRIP). Registered holders of common shares may participate in our DRIP, under which cash dividends are automatically reinvested in new common shares. Common shares are valued at the weighted-average price at which the shares traded on the Toronto Stock Exchange (TSX) during the five trading days immediately preceding the record date for the dividend.

Details of dividends declared per common share and dividends paid on common shares are as follows:

(millions of U.S. dollars, except per share amounts)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Dividends declared per share</b>	<b>\$0.405</b>	\$0.380	<b>\$1.215</b>	\$1.140
<b>Dividends declared</b>	<b>200</b>	189	<b>600</b>	565
<b>Dividends reinvested</b>	<b>(6)</b>	(6)	<b>(18)</b>	(18)
<b>Dividends paid</b>	<b>194</b>	183	<b>582</b>	547

- **Share repurchases – Normal Course Issuer Bid (NCIB).** We may buy back shares (and subsequently cancel them) from time to time as part of our capital strategy. On August 5, 2021, we announced that we plan to repurchase up to \$1.2 billion of our common shares, which we expect to complete by the end of this year. This new buyback program is in addition to the \$200 million repurchase program that was completed in February 2021.

Our share repurchases are typically executed under a NCIB. Shares are being repurchased for the new buyback program under an amended NCIB, which was approved by the TSX. The amended NCIB increased the maximum number of common shares that may be repurchased by an additional 15 million. Under the amended NCIB, up to 20 million common shares may be repurchased between January 4, 2021 and January 3, 2022. Under the amended NCIB, we may repurchase common shares in open market transactions on the TSX, the NYSE and/or other exchanges and alternative trading systems, if eligible, or by such other means as may be permitted by the TSX and/or NYSE or under applicable law, including private agreement purchases if we receive an issuer bid exemption order from applicable securities regulatory authorities in Canada for such purchases. The price that our company will pay for shares in open market transactions under the NCIB will be the market price at the time of purchase or such other price as may be permitted by TSX.

Details of share repurchases under the NCIB for the three and nine-month periods ended September 30, 2021 and 2020 were as follows:

(millions of U.S. dollars, except per share amounts)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Share repurchases (millions of U.S. dollars)</b>	<b>603</b>	-	<b>803</b>	200
<b>Shares repurchased (number in millions)</b>	<b>5.2</b>	-	<b>7.7</b>	2.6
<b>Share repurchases – average price per share in U.S. dollars</b>	<b>\$116.15</b>	-	<b>\$105.01</b>	\$78.37

In October 2021, we repurchased approximately \$450 million of our common shares under our NCIB (see the “Subsequent Events” section of this management’s discussion).

Decisions regarding any future repurchases will depend on factors, such as market conditions, share price and other opportunities to invest capital for growth. We may elect to suspend or discontinue our share repurchases at any time, in accordance with applicable laws. From time to time when we do not possess material nonpublic information about ourselves or our securities, we may enter into a pre-defined plan with our broker to allow for the repurchase of shares at times when we ordinarily would not be active in the market due to our own internal trading blackout periods, insider trading rules or otherwise. Any such plans entered into with our broker will be adopted in accordance with applicable Canadian securities laws and the requirements of Rule 10b5-1 under the U.S. Securities Exchange Act of 1934, as amended. We entered into such a plan with our broker on September 27, 2021. As a result, we recorded a \$480 million liability in “Other financial liabilities” within current liabilities at September 30, 2021 with a corresponding amount recorded in equity in the consolidated statement of financial position (December 31, 2020 – \$200 million).

### Financial position

Our total assets were \$23.1 billion at September 30, 2021, compared to \$17.9 billion at December 31, 2020. The increase reflected the value associated with our LSEG investment.

At September 30, 2021, our current liabilities exceeded our current assets because current liabilities include a significant amount of deferred revenue, which arises from the sale of subscription-based products and services that many customers pay for in advance. The cash received from these advance payments is used to currently fund the operating, investing and financing activities of our business. However, for accounting purposes, these advance payments must be deferred and recognized over the term of the subscription. As such, we typically reflect a negative working capital position in our consolidated statement of financial position. In the ordinary course of business, deferred revenue does not represent a cash obligation, but rather an obligation to perform services or deliver products, and therefore when we are in that situation, we do not believe it is indicative of a liquidity issue, but rather an outcome of the required accounting for our business model.

#### Net debt and leverage ratio of net debt to adjusted EBITDA

	September 30,	December 31,
(millions of U.S. dollars)	2021	2020
<b>Long-term indebtedness</b>	<b>3,782</b>	<b>3,772</b>
<b>Total debt</b>	<b>3,782</b>	<b>3,772</b>
Swaps	(97)	(100)
<b>Total debt after swaps</b>	<b>3,685</b>	<b>3,672</b>
Remove fair value adjustments for hedges <sup>(1)</sup>	(9)	1
<b>Total debt after currency hedging arrangements</b>	<b>3,676</b>	<b>3,673</b>
Remove transaction costs, premiums or discounts included in the carrying value of debt	35	38
<b>Add: lease liabilities (current and non-current)</b>	<b>268</b>	<b>306</b>
<b>Less: cash and cash equivalents<sup>(2)</sup></b>	<b>(1,511)</b>	<b>(1,787)</b>
<b>Net debt<sup>(3)</sup></b>	<b>2,468</b>	<b>2,230</b>
<b>Leverage ratio of net debt to adjusted EBITDA</b>		
<b>Adjusted EBITDA<sup>(3)(4)</sup></b>	<b>2,043</b>	<b>1,975</b>
<b>Net debt / adjusted EBITDA<sup>(3)(4)</sup></b>	<b>1.2:1</b>	<b>1.1:1</b>

(1) Represents the interest-related fair value component of hedging instruments that are removed to reflect net cash outflow upon maturity.

(2) Includes cash and cash equivalents of \$67 million and \$61 million at September 30, 2021 and December 31, 2020, respectively, held in subsidiaries which have regulatory restrictions, contractual restrictions or operate in countries where exchange controls and other legal restrictions apply and are therefore not available for general use by our company.

(3) Amount represents non-IFRS measures. For additional information about our liquidity, we provide our leverage ratio of net debt to adjusted EBITDA. Refer to Appendix A of this management's discussion and analysis for additional information of our non-IFRS financial measures.

(4) For purposes of this calculation, adjusted EBITDA is computed on a rolling 12-month basis and includes adjusted EBITDA of \$458 million, \$502 million, \$558 million and \$525 million for the three months ended September 30, 2021, June 30, 2021, March 31, 2021 and December 31, 2020, respectively. Refer to Appendix B of this management's discussion and analysis, our 2020 annual report, and our interim reports for the three months ended June 30, 2021 and March 31, 2021 for additional information regarding the calculation of adjusted EBITDA in each of these periods.

At September 30, 2021, our total debt position (after swaps) was \$3.7 billion. The maturity dates for our term debt are well balanced with no significant concentration in any one year. At September 30, 2021, the average maturity of our term debt was approximately nine years at an average interest rate (after swaps) of slightly over 4%, all of which is fixed. Our leverage ratio of net debt to adjusted EBITDA was below our target ratio of 2.5:1. The increase in our net debt is primarily due to the decrease in our cash and cash equivalents (refer to the "Cash Flow" section of this management's discussion and analysis for additional information).

#### Off-balance sheet arrangements, commitments and contractual obligations

For a summary of our other off-balance sheet arrangements, commitments and contractual obligations please see our 2020 annual management's discussion and analysis. There were no material changes to these arrangements, commitments and contractual obligations during the nine months ended September 30, 2021.

## Contingencies

### ***Lawsuits and legal claims***

We are engaged in various legal proceedings, claims, audits and investigations that have arisen in the ordinary course of business. These matters include, but are not limited to, employment matters, commercial matters, defamation claims and intellectual property infringement claims. The outcome of all of the matters against us is subject to future resolution, including the uncertainties of litigation. Based on information currently known to us and after consultation with outside legal counsel, management believes that the ultimate resolution of any such matters, individually or in the aggregate, will not have a material adverse impact on our financial condition taken as a whole.

### ***Uncertain tax positions***

We are subject to taxation in numerous jurisdictions and we are routinely under audit by many different taxing authorities in the ordinary course of business. There are many transactions and calculations during the course of business for which the ultimate tax determination is uncertain, as taxing authorities may challenge some of our positions and propose adjustments or changes to our tax filings.

As a result, we maintain provisions for uncertain tax positions that we believe appropriately reflect our risk. These provisions are made using our best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. When appropriate, we perform an expected value calculation to determine our provisions. We review the adequacy of these provisions at the end of each reporting period and adjust them based on changing facts and circumstances. Due to the uncertainty associated with tax audits, it is possible that at some future date, liabilities resulting from such audits or related litigation could vary significantly from our provisions. However, based on currently enacted legislation, information currently known to us and after consultation with outside tax advisors, management believes that the ultimate resolution of any such matters, individually or in the aggregate, will not have a material adverse impact on our financial condition taken as a whole.

In February 2018, the U.K. tax authority, HM Revenue & Customs (HMRC), issued notices of assessment under the Diverted Profits Tax (DPT) regime for the 2015 taxation year of certain of our current and former U.K. affiliates. We paid \$31 million in tax, as required under the notices. As management does not believe that these U.K. affiliates fall within the scope of the DPT regime, we appealed these assessments in July 2019 to obtain a refund. In February 2021, HMRC issued DPT notices for the 2016 taxation year aggregating \$87 million, which we paid in March 2021, as required under the notices. In August 2021, HMRC issued DPT notices for the 2018 taxation year aggregating \$261 million, which we paid in September 2021. In addition, based on recent discussions with HMRC, management believes it is reasonably possible that HMRC may issue similar notices in the next three months for another taxation year for as much as \$80 million. These outstanding and expected assessments largely relate to businesses that we have sold. Certain of the assessments are subject to indemnity arrangements under which we have been or will be required to pay additional taxes to HMRC, including those attributable to the indemnity counterparty. We are vigorously defending our position and intend to continue contesting the outstanding and expected assessments through all available administrative and judicial remedies. Any payments made by us are not a reflection of our view on the merits of the case. Because management believes that our position is supported by the weight of law, we do not believe that the resolution of this matter will have a material adverse effect on our financial condition taken as a whole. As a result, we have recorded substantially all of these payments as non-current receivables from HMRC and the indemnity counterparty on our financial statements since we expect to receive refunds of substantially all of the aggregate amount paid pursuant to these notices of assessment. We expect that our existing sources of liquidity will be sufficient to fund any future required payments.

*For additional information, please see the "Risk Factors" section of our 2020 annual report, which contains further information on risks related to legal and tax matters.*

## Outlook

The information in this section is forward-looking and should be read in conjunction with the section entitled "Additional Information – Cautionary Note Concerning Factors That May Affect Future Results".

Our full-year 2021 business outlook was originally communicated in February 2021 and has been updated quarterly throughout the year. On November 2, 2021, we announced an increase in our 2021 full-year revenue growth outlook for total Thomson Reuters and our "Big 3" segments, as well as an increase in our outlook for free cash flow, which was based on our strong financial performance and the confidence we have in the trajectory of our business for the remainder of the year. We updated certain other measures as set forth in the table below. We also reaffirmed our 2022 and 2023 full-year outlooks we previously communicated in February 2021, except for a minor increase to 2022 Change Program spend, reflecting the carryover of lower than expected spend in 2021.

The following table summarizes the changes in our 2021 full-year business outlook that occurred during the year.

Total Thomson Reuters 2021 Full-Year Outlook				
	February 23, 2021	May 4, 2021	August 5, 2021	November 2, 2021
	<i>Before currency, includes the Change Program impact and excludes the impact of future acquisitions/dispositions</i>			
Revenue growth	3.0% - 4.0%	3.5% - 4.0%	4.0% - 4.5%	4.5% - 5.0%
Organic revenue growth	3.0% - 4.0%	3.5% - 4.0%	4.0% - 4.5%	4.5% - 5.0%
Adjusted EBITDA margin	30% - 31%	Unchanged	31% - 32%	Unchanged
Corporate costs	\$305 million - \$340 million	Unchanged	Unchanged	\$305 million - \$330 million
Core corporate costs	\$130 million - \$140 million	Unchanged	Unchanged	Unchanged
Change Program operating expenses	\$175 million - \$200 million	Unchanged	Unchanged	\$175 million - \$190 million
Free cash flow	\$1.0 billion - \$1.1 billion	Unchanged	\$1.1 billion - \$1.2 billion	Approximately \$1.2 billion
Capital expenditures, as a percentage of revenues	9.0% - 9.5%	Unchanged	Unchanged	Unchanged
Change Program capital expenditures	\$125 million - \$150 million	Unchanged	Unchanged	\$115 million - \$130 million
Depreciation and amortization of computer software	\$650 million - \$675 million	Unchanged	Unchanged	Unchanged
Interest expense	\$190 million - \$210 million	Unchanged	Unchanged	Unchanged
Effective tax rate on adjusted earnings	16% - 18%	Unchanged	Unchanged	14% - 16%

"Big 3" Segments 2021 Full-Year Outlook				
	February 23, 2021	May 4, 2021	August 5, 2021	November 2, 2021
	<i>Before currency, includes the Change Program impact and excludes the impact of future acquisitions/dispositions</i>			
Revenue growth	4.5% - 5.5%	5.0% - 5.5%	5.5% - 6.0%	Approximately 6.0%
Organic revenue growth	4.5% - 5.5%	5.0% - 5.5%	5.5% - 6.0%	Approximately 6.0%
Adjusted EBITDA margin	38% - 39%	Unchanged	Approximately 39%	Unchanged

Our Outlook also assumes constant currency rates relative to 2020 and does not factor in the impact of any acquisitions or divestitures that may occur in future periods. We believe this type of guidance provides useful insight into the performance of our business. Some of the financial measures in this Outlook are provided on a non-IFRS basis. Refer to Appendices A and B of this management's discussion and analysis for additional information and reconciliations of our non-IFRS financial measures to the most directly comparable IFRS financial measures.

The following table sets forth our current three-year business outlook.

2021, 2022 and 2023 Full-Year Outlook			
Total Thomson Reuters			
	2021 (November 2 Update)	2022	2023
<i>Before currency, includes the Change Program impact and excludes the impact of future acquisitions/dispositions</i>			
Revenue growth	4.5% - 5.0%	4.0% - 5.0%	5.0% - 6.0%
Organic revenue growth	4.5% - 5.0%	4.0% - 5.0%	5.0% - 6.0%
Adjusted EBITDA margin	31% - 32%	34% - 35%	38% - 40%
Corporate costs	\$305 million - \$330 million	\$245 million - \$290 million	\$110 million - \$120 million
Core corporate costs	\$130 million - \$140 million	\$120 million - \$130 million	\$110 million - \$120 million
Change Program operating expenses	\$175 million - \$190 million	\$125 million - \$160 million	\$0
Free cash flow	Approximately \$1.2 billion	\$1.2 billion - \$1.3 billion	\$1.8 billion - \$2.0 billion
Capital expenditures, as a percentage of revenues	9.0% - 9.5%	7.5% - 8.0%	6.0% - 6.5%
Change Program capital expenditures	\$115 million - \$130 million	\$85 million - \$120 million	\$0
Depreciation and amortization of computer software	\$650 million - \$675 million	\$620 million - \$645 million	\$580 million - \$605 million
Interest expense	\$190 million - \$210 million	\$190 million - \$210 million	\$190 million - \$210 million
Effective tax rate on adjusted earnings	14% - 16%	n/a	n/a

"Big 3" Segments Outlook			
	2021 (November 2 Update)	2022	2023
<i>Before currency, includes the Change Program impact and excludes the impact of future acquisitions/dispositions</i>			
Revenue growth	Approximately 6.0%	5.5% - 6.5%	6.0% - 7.0%
Organic revenue growth	Approximately 6.0%	5.5% - 6.5%	6.0% - 7.0%
Adjusted EBITDA margin	Approximately 39%	41% - 42%	43% - 45%

### Change Program

In February 2021, we announced a two-year Change Program to transition from a holding company to an operating company, and from a content provider to a content-driven technology company. Our outlook incorporates the forecasted impacts associated with the Change Program, which is expected to take 24 months (2021 – 2022) to largely complete and is projected to require an investment of between \$500 million and \$600 million during the course of that time. By 2023, we believe the financial benefits that will result from these initiatives include:

- Organic revenue growth of 5% - 6% including additional annual revenues of \$100 million;
- Adjusted EBITDA margin of 38% - 40%;
- Free cash flow of \$1.8 billion - \$2.0 billion;
- Annual operating expense savings of \$600 million, of which \$200 million is expected to be reinvested in growth initiatives; and
- Capital expenditures as a percentage of revenue between 6% - 6.5%.

In 2021, we plan to invest between \$290 million and \$320 million in the Change Program, of which \$170 million was invested during the first nine months of 2021. For the full year, we expect to expense 60% of the investments and capitalize 40% of the investments, which will be amortized over future periods.

The following table summarizes our material assumptions and material risks that may cause actual performance to differ from our expectations underlying our financial outlook.

Revenues	
Material assumptions	Material risks
<ul style="list-style-type: none"> <li>Improved global economic conditions throughout 2021 to 2023, despite periods of volatility due to disruption caused by COVID-19 and the measures intended to mitigate its impact</li> <li>Continued need for trusted products and services that help customers navigate evolving and complex legal, tax, accounting, regulatory, geopolitical and commercial changes, developments and environments, and for cloud-based digital tools that drive productivity</li> <li>Continued ability to deliver innovative products that meet evolving customer demands</li> <li>Acquisition of new customers through expanded and improved digital platforms, simplification of the product portfolio and through other sales initiatives</li> <li>Improvement in customer retention through commercial simplification efforts and customer service improvements</li> </ul>	<ul style="list-style-type: none"> <li>Business disruptions associated with the COVID-19 pandemic, including government enforced quarantines and stay-at-home orders, may continue longer than we expect or may be interrupted by future outbreaks and resurgences of the virus, delaying the anticipated recovery of the global economy</li> <li>Global economic uncertainty due to the COVID-19 pandemic as well as related regulatory reform and changes in the political environment may lead to limited business opportunities for our customers, creating significant cost pressures for some of them and potentially constraining the number of professionals employed, which could lead to lower demand for our products and services</li> <li>Demand for our products and services could be reduced by changes in customer buying patterns, or our inability to execute on key product design or customer support initiatives</li> <li>Competitive pricing actions and product innovation could impact our revenues</li> <li>Our sales, commercial simplification and product design initiatives may be insufficient to retain customers or generate new sales</li> </ul>
Adjusted EBITDA margin	
Material assumptions	Material risks
<ul style="list-style-type: none"> <li>Our ability to achieve revenue growth targets</li> <li>Business mix continues to shift to higher-growth product offerings</li> <li>Change Program expenses of \$500 million to \$600 million in 2021 and 2022</li> <li>Change Program investments drive higher adjusted EBITDA margin through higher revenues and efficiencies by 2023</li> </ul>	<ul style="list-style-type: none"> <li>Same as the risks above related to the revenue outlook</li> <li>The costs to execute our Change Program may be higher than current expectations, or the expected benefits by 2023 may be lower than current expectations</li> <li>Acquisition and disposal activity may dilute adjusted EBITDA margin</li> </ul>
Free Cash Flow	
Material assumptions	Material risks
<ul style="list-style-type: none"> <li>Our ability to achieve our revenue and adjusted EBITDA margin targets</li> <li>Capital expenditures expected to be between 9% and 9.5% of revenues in 2021; between 7.5% and 8% of revenues in 2022; and between 6% and 6.5% of revenues in 2023</li> </ul>	<ul style="list-style-type: none"> <li>Same as the risks above related to the revenue and adjusted EBITDA margin outlook</li> <li>A weaker macroeconomic environment could negatively impact working capital performance, including the ability of our customers to pay us</li> <li>Capital expenditures may be higher than currently expected</li> <li>The timing and amount of tax payments to governments may differ from our expectations</li> </ul>
Effective tax rate on adjusted earnings	
Material assumptions	Material risks
<ul style="list-style-type: none"> <li>Our ability to achieve our adjusted EBITDA target</li> <li>The mix of taxing jurisdictions where we recognized pre-tax profit or losses in 2020 does not significantly change</li> <li>No unexpected changes in tax laws and treaties within the jurisdictions where we operate</li> <li>Depreciation and amortization of computer software between \$650 million and \$675 million in 2021</li> <li>Interest expense between \$190 million and \$210 million in 2021</li> </ul>	<ul style="list-style-type: none"> <li>Same as the risks above related to adjusted EBITDA</li> <li>A material change in the geographical mix of our pre-tax profits and losses</li> <li>A material change in current tax laws or treaties to which we are subject, and did not expect</li> <li>Depreciation and amortization of computer software as well as interest expense may be significantly higher or lower than expected</li> </ul>

Our Outlook contains various non-IFRS financial measures. We believe that providing reconciliations of forward-looking non-IFRS financial measures in our Outlook would be potentially misleading and not practical due to the difficulty of projecting items that are not reflective of ongoing operations in any future period. The magnitude of these items may be significant. Consequently, for Outlook purposes only, we are unable to reconcile these non-IFRS measures to the most comparable IFRS measures because we cannot predict, with reasonable certainty, the impact of changes in foreign exchange rates which impact (i) the translation of our results reported at average foreign currency rates for the year and (ii) other finance income or expense related to intercompany financing arrangements. Additionally, we cannot reasonably predict (i) our share of post-tax earnings (losses) in equity method investments, which is subject to changes in the stock price of LSEG or (ii) the occurrence or amount of other operating gains and losses, which generally arise from business transactions we do not currently anticipate.

While our performance in the first nine months of 2021 provides us with increasing confidence about our outlook, the global economy continues to experience substantial disruption due to concerns regarding the spread of COVID-19, as well as from the measures intended to mitigate its impact. Any worsening of the global economic or business environment could impact our ability to achieve our outlook.

## Related Party Transactions

As of November 1, 2021, Woodbridge beneficially owned approximately 67% of our common shares.

In March 2021, we received proceeds of \$994 million related to the sale of LSEG shares. This amount was distributed to us by YPL, an entity jointly owned by Thomson Reuters, Blackstone's consortium and certain current LSEG and former members of Refinitiv senior management. YPL is an equity method investment of our company. In June 2021, we received a dividend of \$51 million from YPL reflecting our portion of dividends paid by LSEG (see the "Sale of Refinitiv to LSEG" and "Subsequent Events" sections of this management's discussion and analysis for additional information).

In September 2021, we redeemed our ownership interest in an equity method investment and received proceeds of \$13 million.

Except for the above transactions, there were no new significant related party transactions during the first nine months of 2021. Refer to the "Related Party Transactions" section of our 2020 annual management's discussion and analysis, which is contained in our 2020 annual report, as well as note 31 of our 2020 annual consolidated financial statements for information regarding related party transactions.

## Subsequent Events

### *Share Repurchases*

In October 2021, we repurchased approximately \$450 million of our common shares under our NCIB.

### *Dividends Received*

In October 2021, we received an additional dividend of \$24 million from YPL related to our portion of dividends paid by LSEG.

## Changes in Accounting Policies

Please refer to the "Changes in Accounting Policies" section of our 2020 annual management's discussion and analysis, which is contained in our 2020 annual report, for information regarding changes in accounting policies. Since the date of our 2020 annual management's discussion and analysis, there have not been any significant changes to our accounting policies.

## Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to make estimates and judgments about the future. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Please refer to the "Critical Accounting Estimates and Judgments" section of our 2020 annual management's discussion and analysis, which is contained in our 2020 annual report, for additional information. Since the date of our 2020 annual management's discussion and analysis, there have not been any significant changes to our critical accounting estimates and judgments.



## Additional Information

### ***Disclosure controls and procedures***

Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in applicable U.S. and Canadian securities law) as of the end of the period covered by this management's discussion and analysis, have concluded that our disclosure controls and procedures were effective to ensure that all information that we are required to disclose in reports that we file or furnish under the U.S. Securities Exchange Act and applicable Canadian securities law is (i) recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and Canadian securities regulatory authorities and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

### ***Internal control over financial reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

We are engaged in a long-term efficiency initiative which impacts our financial reporting. We are enhancing our order-to-cash (OTC) applications and related workflow processes in phases over multiple years. Key elements of the OTC solutions are order management, billing, cash management and collections functionality. We expect to reduce the number of applications and to streamline and automate processes across our organization through this initiative.

As we are implementing this initiative in phases over an extended period, the nature and extent of activity will vary by quarter. The initiative could result in material changes to our internal control over financial reporting depending on the nature and volume of work completed, as we will continue to modify the design and documentation of the related internal control processes and procedures, as necessary.

Except as described above, there was no change in our internal control over financial reporting during the last fiscal quarter of 2021 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### ***Share capital***

As of November 1, 2021, we had outstanding 486,898,910 common shares, 6,000,000 Series II preference shares, 2,736,848 stock options and a total of 2,622,788 time-based restricted share units and performance restricted share units. We have also issued a Thomson Reuters Founders Share which enables Thomson Reuters Founders Share Company to exercise extraordinary voting power to safeguard the Thomson Reuters Trust Principles.

### ***Public securities filings and regulatory announcements***

You may access other information about our company, including our 2020 annual report (which contains information required in an annual information form) and our other disclosure documents, reports, statements or other information that we file with the Canadian securities regulatory authorities through SEDAR at [www.sedar.com](http://www.sedar.com) and in the United States with the Securities and Exchange Commission (SEC) at [www.sec.gov](http://www.sec.gov).

**Cautionary note concerning factors that may affect future results**

*Certain statements in this management's discussion and analysis are forward-looking, including, but not limited to, our three-year business outlook, expectations related to the Change Program, statements regarding the Company's intention to target a dividend payout ratio of between 50% to 60% of its free cash flow, statements regarding the expected future growth of our customer segments or businesses, the Company's expectations regarding share repurchases, and the outcome of HMRC matters. The words "will", "expect", "believe", "target", "estimate", "could", "should", "intend", "predict", "project" and similar expressions identify forward-looking statements. While we believe that we have a reasonable basis for making forward-looking statements in this management's discussion and analysis, they are not a guarantee of future performance or outcomes or that any other events described in any forward-looking statement will materialize. Forward-looking statements, including those related to the COVID-19 pandemic, are subject to a number of risks, uncertainties and assumptions that could cause actual results or events to differ materially from current expectations. Many of these risks, uncertainties and assumptions are beyond our company's control and the effects of them can be difficult to predict. In particular, the full extent of the impact of the COVID-19 pandemic on our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict.*

*Certain factors that could cause actual results or events to differ materially from current expectations are discussed in the "Outlook" section above. Additional factors are discussed in the "Risk Factors" section of our 2020 annual report and in materials that we from time to time file with, or furnish to, the Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission. Many of those risks are, and could be, exacerbated by the COVID-19 pandemic and any worsening of the global business and economic environment as a result. There is no assurance that any forward-looking statement will materialize.*

*Our company's three-year business outlook is based on information currently available to the Company and is based on various external and internal assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments (including those related to the COVID-19 pandemic), as well as other factors that the Company believes are appropriate under the circumstances.*

*Our company has provided a business outlook for the purpose of presenting information about current expectations for the periods presented. This information may not be appropriate for other purposes. You are cautioned not to place undue reliance on forward-looking statements which reflect expectations only as of the date of this management's discussion and analysis. Except as may be required by applicable law, Thomson Reuters disclaims any obligation to update or revise any forward-looking statements.*

## Appendix A

### Non-IFRS Financial Measures

We use non-IFRS financial measures as supplemental indicators of our operating performance and financial position. Additionally, we use non-IFRS measures as performance metrics as the basis for management incentive programs. These measures do not have any standardized meaning prescribed by IFRS and therefore are unlikely to be comparable to the calculation of similar measures used by other companies.

The following table sets forth our non-IFRS financial measures, including an explanation of why we believe they are useful measures of our performance. Reconciliations to the most directly comparable IFRS measure are reflected in Appendix B and the "Liquidity and Capital Resources" section of this management's discussion and analysis.

How We Define It	Why We Use It and Why It Is Useful to Investors	Most Directly Comparable IFRS Measure/Reconciliation
<b>Segment adjusted EBITDA, consolidated adjusted EBITDA and the related margins</b>		
<p>Segment adjusted EBITDA represents earnings from continuing operations before tax expense or benefit, net interest expense, other finance costs or income, depreciation, amortization of software and other identifiable intangible assets, our share of post-tax earnings or losses in equity method investments, other operating gains and losses, certain asset impairment charges, fair value adjustments and corporate related items.</p> <p>Consolidated adjusted EBITDA is comprised of adjusted EBITDA from each reportable segment and Corporate costs.</p> <p>The related margins are expressed as a percentage of revenues.</p>	<p>Provides a consistent basis to evaluate operating profitability and performance trends by excluding items that we do not consider to be controllable activities for this purpose.</p> <p>Represents a measure commonly reported and widely used by investors as a valuation metric. Additionally, this measure is used to assess our ability to incur and service debt.</p>	Earnings from continuing operations
<b>Adjusted EBITDA less capital expenditures and the related margin</b>		
<p>Adjusted EBITDA less capital expenditures. The related margin is expressed as a percentage of revenues.</p>	<p>Provides a basis for evaluating the operating profitability and capital intensity of a business in a single measure. This measure captures investments regardless of whether they are expensed or capitalized.</p>	Earnings from continuing operations

How We Define It	Why We Use It and Why It Is Useful to Investors	Most Directly Comparable IFRS Measure/Reconciliation
<b>Adjusted earnings and adjusted EPS</b>		
<p>Net (loss) earnings:</p> <ul style="list-style-type: none"> <li>Excluding the post-tax impacts of fair value adjustments, amortization of other identifiable intangible assets, other operating gains and losses, certain asset impairment charges, other finance costs or income, our share of post-tax earnings or losses in equity method investments, discontinued operations and other items affecting comparability. We calculate the post-tax amount of each item excluded from adjusted earnings based on the specific tax rules and tax rates associated with the nature and jurisdiction of each item.</li> <li>We also deduct dividends declared on preference shares.</li> </ul> <p>Adjusted EPS is calculated from adjusted earnings using diluted weighted-average shares.</p> <p>In interim periods, we also adjust our reported earnings and earnings per share to reflect a normalized effective tax rate. Specifically, the normalized effective rate is computed as the estimated full-year effective tax rate applied to pre-tax adjusted earnings of the interim period. The reported effective tax rate is based on separate annual effective income tax rates for each taxing jurisdiction that are applied to each interim period's pre-tax income.</p>	<p>Provides a more comparable basis to analyze earnings and is also a measure commonly used by shareholders to measure our performance.</p> <p>Because the geographical mix of pre-tax profits and losses in interim periods may be different from that for the full year, our effective tax rate computed in accordance with IFRS may be more volatile by quarter. Therefore, we believe that using the expected full-year effective tax rate provides more comparability among interim periods. The adjustment to normalize the effective tax rate reallocates estimated full-year income taxes between interim periods, but has no effect on full-year tax expense or on cash taxes paid.</p>	<p>Net (loss) earnings and diluted (loss) earnings per share</p>
<b>Net debt and leverage ratio of net debt to adjusted EBITDA</b>		
<p>Net debt: Total indebtedness (excluding the associated unamortized transaction costs and premiums or discount) plus the currency related fair value of associated hedging instruments, and lease liabilities less cash and cash equivalents.</p> <p>Net debt to adjusted EBITDA: Net debt is divided by adjusted EBITDA for the previous twelve-month period ending with the current fiscal quarter.</p>	<p>Provides a commonly used measure of a company's leverage.</p> <p>Given that we hedge some of our debt to reduce risk, we include hedging instruments as we believe it provides a better measure of the total obligation associated with our outstanding debt. However, because we intend to hold our debt and related hedges to maturity, we do not consider the interest components of the associated fair value of hedges in our measurements. We reduce gross indebtedness by cash and cash equivalents.</p> <p>Provides a commonly used measure of a company's ability to pay its debt. Our non-IFRS measure is aligned with the calculation of our internal target and is more conservative than the maximum ratio allowed under our contractual covenants in our credit facility.</p>	<p>Total debt (current indebtedness plus long-term indebtedness)</p> <p>For adjusted EBITDA, refer to the definition above for the most directly comparable IFRS measure</p>
<b>Free cash flow</b>		
<p>Net cash provided by operating activities, proceeds from disposals of property and equipment, and other investing activities, less capital expenditures, payments of lease principal and dividends paid on our preference shares.</p>	<p>Helps assess our ability, over the long term, to create value for our shareholders as it represents cash available to repay debt, pay common dividends and fund share repurchases and new acquisitions.</p>	<p>Net cash provided by operating activities</p>

How We Define It	Why We Use It and Why It Is Useful to Investors	Most Directly Comparable IFRS Measure/Reconciliation
<b>Changes before the impact of foreign currency or at “constant currency”</b>		
<p>Applicable measures where changes are reported before the impact of foreign currency or at “constant currency”</p> <p>IFRS Measures:</p> <ul style="list-style-type: none"> <li>• Revenues</li> <li>• Operating expenses</li> </ul> <p>Non-IFRS Measures:</p> <ul style="list-style-type: none"> <li>• Adjusted EBITDA and adjusted EBITDA margin</li> <li>• Adjusted EPS</li> </ul>	<p>Provides better comparability of business trends from period to period.</p> <p>Our reporting currency is the U.S. dollar. However, we conduct activities in currencies other than the U.S. dollar. We measure our performance before the impact of foreign currency (or at “constant currency”), which means that we apply the same foreign currency exchange rates for the current and equivalent prior period. To calculate the foreign currency impact between periods, we convert the current and equivalent prior period’s local currency results using the same foreign currency exchange rate.</p>	<p>For each non-IFRS measure, refer to the definitions above for the most directly comparable IFRS measure.</p>
<b>Changes in revenues computed on an “organic” basis</b>		
<p>Represent changes in revenues of our existing businesses at constant currency. The metric excludes the distortive impacts of acquisitions and dispositions from not owning the business in both comparable periods.</p> <ul style="list-style-type: none"> <li>• For acquisitions, we calculate organic growth as though we had owned the acquired business in both periods. We compare revenues for the acquired business for the period we owned the business to the same prior-year period revenues for that business, when we did not own it.</li> <li>• For dispositions, we calculate organic growth as though we did not own the business in either period. We exclude revenues of the disposed business from the point of disposition, as well as revenues from the same prior-year period before the sale.</li> </ul>	<p>Provides further insight into the performance of our existing businesses by excluding distortive impacts and serves as a better measure of our ability to grow our business over the long term.</p>	<p>Revenues</p>

## Appendix B

This appendix provides reconciliations of certain non-IFRS measures to the most directly comparable IFRS measure that are not presented elsewhere in this management's discussion and analysis for the three and nine months ended September 30, 2021 and 2020.

### Reconciliation of (loss) earnings from continuing operations to adjusted EBITDA and adjusted EBITDA less capital expenditures

(millions of U.S. dollars, except margins)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>(Loss) earnings from continuing operations</b>	<b>(241)</b>	<b>240</b>	<b>5,864</b>	<b>562</b>
<b>Adjustments to remove:</b>				
Tax (benefit) expense	(161)	(147)	1,722	(84)
Other finance income	(34)	(2)	(30)	(36)
Net interest expense	46	49	146	146
Amortization of other identifiable intangible assets	29	32	90	92
Amortization of computer software	119	133	356	362
Depreciation	40	61	128	144
<b>EBITDA</b>	<b>(202)</b>	<b>366</b>	<b>8,276</b>	<b>1,186</b>
<b>Adjustments to remove:</b>				
Share of post-tax losses (earnings) in equity method investments	672	178	(6,717)	385
Other operating gains, net	(4)	(56)	(35)	(104)
Fair value adjustments	(8)	3	(6)	(17)
<b>Adjusted EBITDA</b>	<b>458</b>	<b>491</b>	<b>1,518</b>	<b>1,450</b>
Deduct: Capital expenditures	(131)	(117)	(364)	(404)
<b>Adjusted EBITDA less capital expenditures</b>	<b>327</b>	<b>374</b>	<b>1,154</b>	<b>1,046</b>
<b>Adjusted EBITDA margin</b>	<b>30.0%</b>	<b>34.0%</b>	<b>32.7%</b>	<b>33.2%</b>
<b>Adjusted EBITDA less capital expenditures margin</b>	<b>21.4%</b>	<b>25.9%</b>	<b>24.9%</b>	<b>24.0%</b>

### Reconciliation of net (loss) earnings to adjusted earnings and adjusted EPS

(millions of U.S. dollars, except per share amounts and share data)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Net (loss) earnings</b>	<b>(240)</b>	<b>241</b>	<b>5,864</b>	<b>560</b>
<b>Adjustments to remove:</b>				
Fair value adjustments	(8)	3	(6)	(17)
Amortization of other identifiable intangible assets	29	32	90	92
Other operating gains, net	(4)	(56)	(35)	(104)
Other finance income	(34)	(2)	(30)	(36)
Share of post-tax losses (earnings) in equity method investments	672	178	(6,717)	385
Tax on above items <sup>(1)</sup>	(174)	(41)	1,616	(100)
Tax items impacting comparability <sup>(1)</sup>	(4)	(146)	(15)	(107)
(Earnings) loss from discontinued operations, net of tax	(1)	(1)	-	2
<b>Interim period effective tax rate normalization<sup>(1)</sup></b>	<b>(8)</b>	<b>(15)</b>	<b>(10)</b>	<b>(21)</b>
<b>Dividends declared on preference shares</b>	<b>(1)</b>	<b>(1)</b>	<b>(2)</b>	<b>(2)</b>
<b>Adjusted earnings</b>	<b>227</b>	<b>192</b>	<b>755</b>	<b>652</b>
<b>Adjusted EPS</b>	<b>\$0.46</b>	<b>\$0.39</b>	<b>\$1.52</b>	<b>\$1.31</b>
<b>Diluted weighted-average common shares (millions)<sup>(2)</sup></b>	<b>495.9</b>	<b>498.4</b>	<b>496.6</b>	<b>497.8</b>

(1) See the "Results of Operations—Tax (benefit) expense" section of this management's discussion and analysis for additional information.

(2) For the three months ended September 30, 2021, refer to "Reconciliation of weighted-average diluted shares used in adjusted EPS" in this appendix.

**Reconciliation of net cash provided by operating activities to free cash flow**

(millions of U.S. dollars)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Net cash provided by operating activities	534	581	1,376	1,179
Capital expenditures	(131)	(117)	(364)	(404)
Proceeds from disposals of property and equipment	-	98	-	162
Other investing activities	3	-	56	2
Payments of lease principal	(22)	(20)	(65)	(56)
Dividends paid on preference shares	(1)	(1)	(2)	(2)
Free cash flow	383	541	1,001	881

**Reconciliation of changes in revenues excluding the effects of foreign currency (constant currency) as well as acquisitions/divestitures (organic basis)<sup>(1)</sup>**

(millions of U.S. dollars)	2021	2020	Three months ended September 30,					
			Total	Foreign Currency	Change			
					Subtotal Constant Currency	Acquisitions/ (Divestitures)	Organic	
<b>Revenues</b>								
Legal Professionals	682	636	7%	1%	6%	-	6%	
Corporates	356	333	7%	1%	6%	-	6%	
Tax & Accounting Professionals	175	165	6%	-	6%	-	6%	
"Big 3" Segments Combined	1,213	1,134	7%	1%	6%	-	6%	
Reuters News	164	154	6%	-	6%	-	6%	
Global Print	149	154	(3%)	1%	(5%)	-	(5%)	
Eliminations/Rounding	-	1						
<b>Total revenues</b>	<b>1,526</b>	<b>1,443</b>	<b>6%</b>	<b>1%</b>	<b>5%</b>	<b>-</b>	<b>5%</b>	

**Reconciliation of changes in recurring revenues excluding the effects of foreign currency (constant currency) as well as acquisitions/divestitures (organic basis)<sup>(1)</sup>**

(millions of U.S. dollars)	2021	2020	Three months ended September 30,				
			Total	Foreign Currency	Change		
					Subtotal Constant Currency	Acquisitions/ (Divestitures)	Organic
<b>Recurring Revenues</b>							
Legal Professionals	634	592	7%	1%	6%	-	6%
Corporates	309	287	8%	1%	7%	-	7%
Tax & Accounting Professionals	147	133	10%	-	10%	-	10%
"Big 3" Segments Combined	1,090	1,012	8%	1%	7%	-	7%
Reuters News	143	141	1%	-	1%	-	1%
<b>Total recurring revenues</b>	<b>1,233</b>	<b>1,153</b>	<b>7%</b>	<b>1%</b>	<b>6%</b>	<b>-</b>	<b>6%</b>

(1) Growth percentages are computed using whole dollars. Accordingly, percentages calculated from reported amounts may differ from those presented, and components of growth may not total due to rounding.

**Reconciliation of changes in transactions revenues excluding the effects of foreign currency (constant currency) as well as acquisitions/divestitures (organic basis)<sup>(1)</sup>**

(millions of U.S. dollars)	Three months ended September 30,						
	2021	2020	Change				
			Total	Foreign Currency	Subtotal Constant Currency	Acquisitions/ (Divestitures)	Organic
<b>Transactions Revenues</b>							
Legal Professionals	48	44	11%	1%	10%	(1%)	10%
Corporates	47	46	2%	-	2%	-	2%
Tax & Accounting Professionals	28	32	(9%)	-	(9%)	-	(9%)
<b>"Big 3" Segments Combined</b>	<b>123</b>	<b>122</b>	<b>2%</b>	<b>1%</b>	<b>2%</b>	<b>-</b>	<b>2%</b>
Reuters News	21	13	62%	(5%)	66%	-	66%
<b>Total transactions revenues</b>	<b>144</b>	<b>135</b>	<b>8%</b>	<b>-</b>	<b>8%</b>	<b>-</b>	<b>8%</b>

**Reconciliation of changes in revenues excluding the effects of foreign currency (constant currency) as well as acquisitions/divestitures (organic basis)<sup>(1)</sup>**

(millions of U.S. dollars)	Nine months ended September 30,						
	2021	2020	Change				
			Total	Foreign Currency	Subtotal Constant Currency	Acquisitions/ (Divestitures)	Organic
<b>Revenues</b>							
Legal Professionals	2,023	1,882	7%	1%	6%	-	6%
Corporates	1,088	1,029	6%	1%	5%	-	5%
Tax & Accounting Professionals	597	551	8%	-	8%	-	8%
<b>"Big 3" Segments Combined</b>	<b>3,708</b>	<b>3,462</b>	<b>7%</b>	<b>1%</b>	<b>6%</b>	<b>-</b>	<b>6%</b>
Reuters News	492	464	6%	1%	5%	-	5%
Global Print	439	443	(1%)	2%	(3%)	-	(3%)
Eliminations/Rounding	(1)	(1)					
<b>Total revenues</b>	<b>4,638</b>	<b>4,368</b>	<b>6%</b>	<b>1%</b>	<b>5%</b>	<b>-</b>	<b>5%</b>

**Reconciliation of changes in recurring revenues excluding the effects of foreign currency (constant currency) as well as acquisitions/divestitures (organic basis)<sup>(1)</sup>**

(millions of U.S. dollars)	Nine months ended September 30,						
	2021	2020	Change				
			Total	Foreign Currency	Subtotal Constant Currency	Acquisitions/ (Divestitures)	Organic
<b>Recurring Revenues</b>							
Legal Professionals	1,881	1,759	7%	1%	6%	-	5%
Corporates	904	850	6%	1%	5%	-	5%
Tax & Accounting Professionals	457	427	7%	-	7%	-	7%
<b>"Big 3" Segments Combined</b>	<b>3,242</b>	<b>3,036</b>	<b>7%</b>	<b>1%</b>	<b>6%</b>	<b>-</b>	<b>6%</b>
Reuters News	431	424	2%	1%	-	-	-
<b>Total recurring revenues</b>	<b>3,673</b>	<b>3,460</b>	<b>6%</b>	<b>1%</b>	<b>5%</b>	<b>-</b>	<b>5%</b>

(1) Growth percentages are computed using whole dollars. Accordingly, percentages calculated from reported amounts may differ from those presented, and components of growth may not total due to rounding.



**Reconciliation of changes in transactions revenues excluding the effects of foreign currency (constant currency) as well as acquisitions/divestitures (organic basis)<sup>(1)</sup>**

(millions of U.S. dollars)	Nine months ended September 30,						
	2021	2020	Change				
			Total	Foreign Currency	Subtotal Constant Currency	Acquisitions/ (Divestitures)	Organic
<b>Transactions Revenues</b>							
Legal Professionals	142	123	16%	3%	14%	-	14%
Corporates	184	179	3%	-	3%	-	3%
Tax & Accounting Professionals	140	124	13%	1%	12%	-	12%
<b>"Big 3" Segments Combined</b>	<b>466</b>	<b>426</b>	<b>10%</b>	<b>1%</b>	<b>9%</b>	<b>-</b>	<b>9%</b>
Reuters News	61	40	52%	2%	50%	1%	50%
<b>Total transactions revenues</b>	<b>527</b>	<b>466</b>	<b>13%</b>	<b>1%</b>	<b>12%</b>	<b>-</b>	<b>12%</b>

(1) Growth percentages are computed using whole dollars. Accordingly, percentages calculated from reported amounts may differ from those presented, and components of growth may not total due to rounding.

**Reconciliation of changes in adjusted EBITDA and the related margin, and consolidated operating expenses and adjusted EPS, excluding the effects of foreign currency<sup>(1)</sup>**

(millions of U.S. dollars, except margins and per share amounts)	Three months ended September 30,				
	2021	2020	Change		
			Total	Foreign Currency	Constant Currency
<b>Adjusted EBITDA</b>					
Legal Professionals	288	272	6%	2%	4%
Corporates	131	120	9%	1%	9%
Tax & Accounting Professionals	49	47	4%	(1%)	6%
<b>"Big 3" Segments Combined</b>	<b>468</b>	<b>439</b>	<b>7%</b>	<b>1%</b>	<b>6%</b>
Reuters News	25	23	4%	(4%)	8%
Global Print	52	64	(18%)	1%	(19%)
Corporate costs	(87)	(35)	n/a	n/a	n/a
<b>Consolidated adjusted EBITDA</b>	<b>458</b>	<b>491</b>	<b>(7%)</b>	<b>1%</b>	<b>(7%)</b>
<b>Adjusted EBITDA Margin</b>					
Legal Professionals	42.3%	42.8%	(50)bp	30bp	(80)bp
Corporates	36.8%	36.0%	80bp	-	80bp
Tax & Accounting Professionals	28.0%	28.5%	(50)bp	(30)bp	(20)bp
<b>"Big 3" Segments Combined</b>	<b>38.6%</b>	<b>38.7%</b>	<b>(10)bp</b>	<b>10bp</b>	<b>(20)bp</b>
Reuters News	14.9%	15.2%	(30)bp	(50)bp	20bp
Global Print	35.0%	41.1%	(610)bp	20bp	(630)bp
Corporate costs	n/a	n/a	n/a	n/a	n/a
<b>Consolidated adjusted EBITDA margin</b>	<b>30.0%</b>	<b>34.0%</b>	<b>(400)bp</b>	<b>10bp</b>	<b>(410)bp</b>
<b>Consolidated operating expenses</b>	<b>1,060</b>	<b>955</b>	<b>11%</b>	<b>1%</b>	<b>12%</b>
<b>Consolidated adjusted EPS</b>	<b>\$0.46</b>	<b>\$0.39</b>	<b>18%</b>	<b>3%</b>	<b>15%</b>

(1) Growth percentages and adjusted EBITDA margins are computed using whole dollars. Accordingly, percentages and margins calculated from reported amounts may differ from those presented, and components of growth may not total due to rounding.

**Reconciliation of changes in adjusted EBITDA and the related margin, and consolidated operating expenses and adjusted EPS, excluding the effects of foreign currency<sup>(1)</sup>**

(millions of U.S. dollars, except margins and per share amounts)	Nine months ended September 30,				
	2021	2020	Total	Change Foreign Currency	Constant Currency
<b>Adjusted EBITDA</b>					
Legal Professionals	852	756	13%	2%	11%
Corporates	407	355	15%	1%	14%
Tax & Accounting Professionals	219	185	18%	-	18%
<b>"Big 3" Segments Combined</b>	<b>1,478</b>	<b>1,296</b>	<b>14%</b>	<b>1%</b>	<b>13%</b>
Reuters News	88	67	30%	(14%)	44%
Global Print	165	181	(9%)	2%	(11%)
Corporate costs	(213)	(94)	n/a	n/a	n/a
<b>Consolidated adjusted EBITDA</b>	<b>1,518</b>	<b>1,450</b>	<b>5%</b>	<b>1%</b>	<b>4%</b>
<b>Adjusted EBITDA Margin</b>					
Legal Professionals	42.1%	40.2%	190bp	10bp	180bp
Corporates	37.4%	34.5%	290bp	(20)bp	310bp
Tax & Accounting Professionals	36.6%	33.6%	300bp	(10)bp	310bp
<b>"Big 3" Segments Combined</b>	<b>39.9%</b>	<b>37.4%</b>	<b>250bp</b>	<b>20bp</b>	<b>230bp</b>
Reuters News	17.8%	14.5%	330bp	(210)bp	540bp
Global Print	37.5%	40.7%	(320)bp	20bp	(340)bp
Corporate costs	n/a	n/a	n/a	n/a	n/a
<b>Consolidated adjusted EBITDA margin</b>	<b>32.7%</b>	<b>33.2%</b>	<b>(50)bp</b>	<b>(20)bp</b>	<b>(30)bp</b>
<b>Consolidated operating expenses</b>	<b>3,114</b>	<b>2,901</b>	<b>7%</b>	<b>1%</b>	<b>6%</b>
<b>Consolidated adjusted EPS</b>	<b>\$1.52</b>	<b>\$1.31</b>	<b>16%</b>	<b>1%</b>	<b>15%</b>

(1) Growth percentages and adjusted EBITDA margins are computed using whole dollars. Accordingly, percentages and margins calculated from reported amounts may differ from those presented, and components of growth may not total due to rounding.

**Reconciliation of weighted-average diluted shares used in adjusted EPS**

Because we reported a net loss for continuing operations under IFRS for the three months ended September 30, 2021, the weighted-average number of common shares used for basic and diluted loss per share is the same for all per share calculations in the period, as the effect of stock options and other equity incentive awards would reduce the loss per share, and therefore be anti-dilutive. Since our non-IFRS measure "adjusted earnings" is a profit, potential common shares are included, as they lower adjusted EPS and are therefore dilutive.

The following table reconciles IFRS and non-IFRS common share information:

(weighted-average common shares)	Three months ended September 30,
	2021
IFRS: Basic and diluted	494,624,854
Effect of stock options and other equity incentive awards	1,275,150
<b>Non-IFRS diluted</b>	<b>495,900,004</b>

## Appendix C

### Quarterly information (unaudited)

The following table presents a summary of our consolidated operating results for the eight most recent quarters.

(millions of U.S. dollars, except per share amounts)	Quarters ended							
	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019
Revenues	1,526	1,532	1,580	1,616	1,443	1,405	1,520	1,583
Operating profit	282	316	387	956	318	365	290	216
(Loss) earnings from continuing operations	(241)	1,072	5,033	587	240	131	191	1,321
Earnings (loss) from discontinued operations, net of tax	1	(4)	3	(25)	1	(5)	2	3
<b>Net (loss) earnings</b>	<b>(240)</b>	<b>1,068</b>	<b>5,036</b>	<b>562</b>	<b>241</b>	<b>126</b>	<b>193</b>	<b>1,324</b>
<b>(Loss) earnings attributable to common shareholders</b>	<b>(240)</b>	<b>1,068</b>	<b>5,036</b>	<b>562</b>	<b>241</b>	<b>126</b>	<b>193</b>	<b>1,324</b>
<b>Basic (loss) earnings per share</b>								
From continuing operations	\$(0.49)	\$2.16	\$10.15	\$1.18	\$0.48	\$0.26	\$0.38	\$2.64
From discontinued operations	-	(0.01)	-	(0.05)	-	(0.01)	0.01	0.01
	\$(0.49)	\$2.15	\$10.15	\$1.13	\$0.48	\$0.25	\$0.39	\$2.65
<b>Diluted (loss) earnings per share</b>								
From continuing operations	\$(0.49)	\$2.16	\$10.13	\$1.18	\$0.48	\$0.26	\$0.38	\$2.63
From discontinued operations	-	(0.01)	-	(0.05)	-	(0.01)	0.01	0.01
	\$(0.49)	\$2.15	\$10.13	\$1.13	\$0.48	\$0.25	\$0.39	\$2.64

**Revenues** – Our revenues do not tend to be significantly impacted by seasonality as we record a large portion of our revenues ratably over a contract term. However, our revenues from quarter to consecutive quarter can be impacted by the release of certain tax products, which tend to be concentrated in the fourth quarter and, to a lesser extent, in the first quarter of the year. The COVID-19 pandemic caused some of our revenue to shift from our traditional patterns. Specifically, revenues in our Tax & Accounting Professionals segment in the second quarter of 2021 benefited from higher Pay-Per-Return revenues associated with extended U.S. federal tax deadlines, while revenues in our Global Print segment benefited from more professionals returning to work. In contrast, revenues in the second quarter of 2020 were negatively impacted by delayed print shipments and deferrals of Pay-Per-Return revenues due to extended U.S. federal tax deadlines. Foreign currency had a slightly negative impact on our revenues through December 31, 2020. Acquisitions or divestitures of businesses did not significantly impact on revenues throughout the eight quarter period.

**Operating profit** – Similarly, our operating profit does not tend to be significantly impacted by seasonality, as most of our operating expenses are fixed. As a result, when our revenues increase, we become more profitable, and when our revenues decline, we become less profitable. In 2021, our operating profit was negatively impacted by Change Program costs and, in 2019, by costs and investments to reposition our business. In 2020, operating profit benefited from lower costs due to the completion of the repositioning of our company in 2019 following the sale of F&R in October 2018 and, beginning with the second quarter of 2020, our COVID-19 related cost-reduction initiatives. In the fourth quarter of 2020, operating profit also benefited from a significant gain from the sale of an investment and a gain from an amendment to a pension plan.

**Net (loss) earnings** – Net loss in the third quarter of 2021 reflected a decrease in the value of our LSEG investment while net earnings in the second quarter of 2021 reflected an increase in the value of our LSEG investment. The increase in net earnings in the first quarter of 2021 was due to the gain on sale of Refinitiv to LSEG. Net earnings in the fourth quarter of 2019 reflected a \$1.2 billion deferred tax benefit associated with the reorganization of certain foreign operations.

## Appendix D

### ***Guarantor Supplemental Financial Information***

The following tables set forth consolidating summary financial information in connection with the full and unconditional guarantee by Thomson Reuters Corporation and three U.S. subsidiary guarantors, which are also indirect 100%-owned and consolidated subsidiaries of Thomson Reuters Corporation (referred to as the Guarantor Subsidiaries), of any debt securities issued by TR Finance LLC under a trust indenture to be entered into between Thomson Reuters Corporation, TR Finance LLC, the Guarantor Subsidiaries, Computershare Trust Company of Canada, and Deutsche Bank Trust Company Americas. TR Finance LLC is an indirect 100%-owned subsidiary of Thomson Reuters Corporation and was formed with the sole purpose of issuing debt securities. TR Finance LLC has no significant assets or liabilities, as well as no subsidiaries or ongoing business operations of its own. The ability of TR Finance LLC to pay interest, premiums, operating expenses and to meet its debt obligations will depend upon the credit support of Thomson Reuters Corporation and the subsidiary guarantors. See the "Liquidity and Capital Resources" section of this management's discussion and analysis for additional information.

The tables below contain condensed consolidating financial information for the following:

- Parent – Thomson Reuters Corporation, the direct or indirect owner of all of its subsidiaries
- Subsidiary Issuer – TR Finance LLC
- Guarantor Subsidiaries on a combined basis
- Non-Guarantor Subsidiaries – Other subsidiaries of Thomson Reuters Corporation on a combined basis that will not guarantee TR Finance LLC debt securities
- Eliminations – Consolidating adjustments
- Thomson Reuters on a consolidated basis

The Guarantor Subsidiaries referred to above are comprised of the following indirect 100%-owned and consolidated subsidiaries of Thomson Reuters Corporation:

- Thomson Reuters Applications Inc., which operates part of the Company's Legal Professionals, Tax & Accounting Professionals and Corporates businesses;
- Thomson Reuters (Tax & Accounting) Inc., which operates part of the Company's Tax & Accounting Professionals and Corporates businesses; and
- West Publishing Corporation, which operates part of the Company's Legal Professionals, Corporates and Global Print businesses.

Thomson Reuters Corporation accounts for its investments in subsidiaries using the equity method for purposes of the condensed consolidating financial information. Where subsidiaries are members of a consolidated tax filing group, Thomson Reuters Corporation allocates income tax expense pursuant to the tax sharing agreement among the members of the group, including application of the percentage method whereby members of the consolidated group are reimbursed for losses when they occur, regardless of the ability to use such losses on a standalone basis. We believe that this allocation is a systematic, rational approach for allocation of income tax balances. Adjustments necessary to consolidate the Parent, Guarantor Subsidiaries and Non-Guarantor Subsidiaries are reflected in the "Eliminations" column.

This basis of presentation is not intended to present the financial position of Thomson Reuters Corporation and the results of its operations for any purpose other than to comply with the specific requirements for guarantor reporting and should be read in conjunction with our consolidated interim financial statements for the three and nine months ended September 30, 2021, our 2020 annual consolidated financial statements, as well as our 2020 annual management's discussion and analysis included in our 2020 annual report.

The following condensed consolidating financial information is provided in compliance with the requirements of Section 13.4 of National Instrument 51-102 - *Continuous Disclosure Obligations* providing for an exemption for certain credit support issuers. Thomson Reuters Corporation has also elected to provide the following supplemental financial information in accordance with Article 13 of Regulation S-X, as adopted by the SEC on March 2, 2020 and set forth in SEC Release No. 33-10762.

The following condensed consolidating financial information has been prepared in accordance with IFRS, as issued by the IASB and is unaudited.

### CONDENSED CONSOLIDATING INCOME STATEMENT

(millions of U.S. dollars)	Three months ended September 30, 2021					Consolidated
	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	
<b>CONTINUING OPERATIONS</b>						
Revenues	-	-	1,043	805	(322)	1,526
Operating expenses	(3)	-	(903)	(476)	322	(1,060)
Depreciation	-	-	(13)	(27)	-	(40)
Amortization of computer software	-	-	(5)	(115)	1	(119)
Amortization of other identifiable intangible assets	-	-	(13)	(16)	-	(29)
Other operating gains, net	-	-	-	4	-	4
Operating (loss) profit	(3)	-	109	175	1	282
Finance (costs) income, net:						
Net interest expense	(39)	-	-	(7)	-	(46)
Other finance (costs) income	(4)	-	-	38	-	34
Intercompany net interest income (expense)	27	-	(13)	(14)	-	-
(Loss) income before tax and equity method investments	(19)	-	96	192	1	270
Share of post-tax losses in equity method investments	-	-	-	(672)	-	(672)
Share of post-tax (losses) earnings in subsidiaries	(221)	-	3	90	128	-
Tax (expense) benefit	-	-	(6)	167	-	161
<b>(Loss) earnings from continuing operations</b>	<b>(240)</b>	<b>-</b>	<b>93</b>	<b>(223)</b>	<b>129</b>	<b>(241)</b>
Earnings from discontinued operations, net of tax	-	-	-	1	-	1
Net (loss) earnings	(240)	-	93	(222)	129	(240)
(Loss) earnings attributable to common shareholders	(240)	-	93	(222)	129	(240)

## CONDENSED CONSOLIDATING INCOME STATEMENT

(millions of U.S. dollars)	Three months ended September 30, 2020					Consolidated
	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	
<b>CONTINUING OPERATIONS</b>						
Revenues	-	-	1,006	790	(353)	1,443
Operating expenses	-	-	(868)	(440)	353	(955)
Depreciation	-	-	(26)	(35)	-	(61)
Amortization of computer software	-	-	(6)	(128)	1	(133)
Amortization of other identifiable intangible assets	-	-	(13)	(19)	-	(32)
Other operating (losses) gains, net	-	-	(2)	58	-	56
Operating profit	-	-	91	226	1	318
Finance (costs) income, net:		-				
Net interest expense	(39)	-	(1)	(9)	-	(49)
Other finance (costs) income	(24)	-	-	26	-	2
Intercompany net interest income (expense)	28	-	(13)	(15)	-	-
(Loss) income before tax and equity method investments	(35)	-	77	228	1	271
Share of post-tax losses in equity method investments	-	-	-	(178)	-	(178)
Share of post-tax earnings in subsidiaries	276	-	5	72	(353)	-
Tax (expense) benefit	-	-	(1)	148	-	147
<b>Earnings from continuing operations</b>	241	-	81	270	(352)	240
(Loss) earnings from discontinued operations, net of tax	-	-	(4)	5	-	1
Net earnings	241	-	77	275	(352)	241
Earnings attributable to common shareholders	241	-	77	275	(352)	241

## CONDENSED CONSOLIDATING INCOME STATEMENT

(millions of U.S. dollars)	Nine months ended September 30, 2021					
	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>CONTINUING OPERATIONS</b>						
Revenues	-	-	3,184	2,542	(1,088)	4,638
Operating expenses	(8)	-	(2,757)	(1,437)	1,088	(3,114)
Depreciation	-	-	(46)	(82)	-	(128)
Amortization of computer software	-	-	(15)	(343)	2	(356)
Amortization of other identifiable intangible assets	-	-	(38)	(52)	-	(90)
Other operating (losses) gains, net	-	-	(1)	36	-	35
Operating (loss) profit	(8)	-	327	664	2	985
Finance (costs) income, net:						
Net interest expense	(117)	-	(1)	(28)	-	(146)
Other finance (costs) income	(7)	-	-	37	-	30
Intercompany net interest income (expense)	84	-	(38)	(46)	-	-
(Loss) income before tax and equity method investments	(48)	-	288	627	2	869
Share of post-tax earnings in equity method investments	-	-	-	6,717	-	6,717
Share of post-tax earnings in subsidiaries	5,912	-	10	234	(6,156)	-
Tax expense	-	-	(54)	(1,668)	-	(1,722)
<b>Earnings from continuing operations</b>	<b>5,864</b>	<b>-</b>	<b>244</b>	<b>5,910</b>	<b>(6,154)</b>	<b>5,864</b>
Loss from discontinued operations, net of tax	-	-	-	-	-	-
Net earnings	5,864	-	244	5,910	(6,154)	5,864
Earnings attributable to common shareholders	5,864	-	244	5,910	(6,154)	5,864

## CONDENSED CONSOLIDATING INCOME STATEMENT

(millions of U.S. dollars)	Nine months ended September 30, 2020					
	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>CONTINUING OPERATIONS</b>						
Revenues	-	-	3,071	2,339	(1,042)	4,368
Operating expenses	(8)	-	(2,669)	(1,266)	1,042	(2,901)
Depreciation	-	-	(59)	(85)	-	(144)
Amortization of computer software	-	-	(18)	(346)	2	(362)
Amortization of other identifiable intangible assets	-	-	(40)	(52)	-	(92)
Other operating (losses) gains, net	-	-	(13)	117	-	104
Operating (loss) profit	(8)	-	272	707	2	973
Finance (costs) income, net:						
Net interest expense	(114)	-	(2)	(30)	-	(146)
Other finance income (costs)	60	-	(1)	(23)	-	36
Intercompany net interest income (expense)	80	-	(38)	(42)	-	-
Income before tax and equity method investments	18	-	231	612	2	863
Share of post-tax losses in equity method investments	-	-	-	(385)	-	(385)
Share of post-tax earnings in subsidiaries	542	-	16	156	(714)	-
Tax (expense) benefit	-	-	(71)	155	-	84
<b>Earnings from continuing operations</b>	<b>560</b>	<b>-</b>	<b>176</b>	<b>538</b>	<b>(712)</b>	<b>562</b>
(Loss) earnings from discontinued operations, net of tax	-	-	(4)	2	-	(2)
Net earnings	560	-	172	540	(712)	560
Earnings attributable to common shareholders	560	-	172	540	(712)	560



## CONDENSED CONSOLIDATING STATEMENT OF FINANCIAL POSITION

(millions of U.S. dollars)	September 30, 2021					Consolidated
	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	
Cash and cash equivalents	71	-	350	1,090	-	1,511
Trade and other receivables	3	-	614	334	-	951
Intercompany receivables	3,527	-	606	3,509	(7,642)	-
Other financial assets	-	-	5	78	-	83
Prepaid expenses and other current assets	1	-	228	234	-	463
<b>Current assets</b>	<b>3,602</b>	<b>-</b>	<b>1,803</b>	<b>5,245</b>	<b>(7,642)</b>	<b>3,008</b>
Property and equipment, net	-	-	209	264	-	473
Computer software, net	-	-	18	791	(1)	808
Other identifiable intangible assets, net	-	-	1,148	2,211	-	3,359
Goodwill	-	-	3,823	2,112	-	5,935
Equity method investments	-	-	-	7,225	-	7,225
Other non-current assets	98	-	125	925	-	1,148
Intercompany receivables	254	-	-	778	(1,032)	-
Investments in subsidiaries	17,463	-	68	4,367	(21,898)	-
Deferred tax	-	-	-	1,143	-	1,143
<b>Total assets</b>	<b>21,417</b>	<b>-</b>	<b>7,194</b>	<b>25,061</b>	<b>(30,573)</b>	<b>23,099</b>
<b>LIABILITIES AND EQUITY</b>						
<b>Liabilities</b>						
Payables, accruals and provisions	75	-	448	703	-	1,226
Current tax liabilities	-	-	-	398	-	398
Deferred revenue	-	-	626	212	-	838
Intercompany payables	2,885	-	624	4,133	(7,642)	-
Other financial liabilities	480	-	19	150	-	649
<b>Current liabilities</b>	<b>3,440</b>	<b>-</b>	<b>1,717</b>	<b>5,596</b>	<b>(7,642)</b>	<b>3,111</b>
Long-term indebtedness	3,782	-	-	-	-	3,782
Provisions and other non-current liabilities	4	-	77	890	-	971
Intercompany payables	-	-	778	254	(1,032)	-
Deferred tax	-	-	187	857	-	1,044
<b>Total liabilities</b>	<b>7,226</b>	<b>-</b>	<b>2,759</b>	<b>7,597</b>	<b>(8,674)</b>	<b>8,908</b>
<b>Equity</b>						
Total equity	14,191	-	4,435	17,464	(21,899)	14,191
<b>Total liabilities and equity</b>	<b>21,417</b>	<b>-</b>	<b>7,194</b>	<b>25,061</b>	<b>(30,573)</b>	<b>23,099</b>

## CONDENSED CONSOLIDATING STATEMENT OF FINANCIAL POSITION

(millions of U.S. dollars)	December 31, 2020					Consolidated
	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	
Cash and cash equivalents	3	-	359	1,425	-	1,787
Trade and other receivables	1	-	735	415	-	1,151
Intercompany receivables	3,406	-	245	3,298	(6,949)	-
Other financial assets	-	-	5	607	-	612
Prepaid expenses and other current assets	1	-	212	212	-	425
<b>Current assets</b>	<b>3,411</b>	<b>-</b>	<b>1,556</b>	<b>5,957</b>	<b>(6,949)</b>	<b>3,975</b>
Property and equipment, net	-	-	241	304	-	545
Computer software, net	-	-	12	821	(3)	830
Other identifiable intangible assets, net	-	-	1,150	2,277	-	3,427
Goodwill	-	-	3,731	2,245	-	5,976
Equity method investments	-	-	-	1,136	-	1,136
Other non-current assets	101	-	132	555	-	788
Intercompany receivables	245	-	-	778	(1,023)	-
Investments in subsidiaries	12,854	-	175	4,056	(17,085)	-
Deferred tax	-	-	-	1,204	-	1,204
<b>Total assets</b>	<b>16,611</b>	<b>-</b>	<b>6,997</b>	<b>19,333</b>	<b>(25,060)</b>	<b>17,881</b>
<b>LIABILITIES AND EQUITY</b>						
<b>Liabilities</b>						
Payables, accruals and provisions	39	-	421	699	-	1,159
Current tax liabilities	-	-	1	250	-	251
Deferred revenue	-	-	611	255	-	866
Intercompany payables	2,617	-	681	3,651	(6,949)	-
Other financial liabilities	200	-	19	157	-	376
<b>Current liabilities</b>	<b>2,856</b>	<b>-</b>	<b>1,733</b>	<b>5,012</b>	<b>(6,949)</b>	<b>2,652</b>
Long-term indebtedness	3,772	-	-	-	-	3,772
Provisions and other non-current liabilities	3	-	72	1,008	-	1,083
Intercompany payables	-	-	778	245	(1,023)	-
Deferred tax	-	-	183	211	-	394
<b>Total liabilities</b>	<b>6,631</b>	<b>-</b>	<b>2,766</b>	<b>6,476</b>	<b>(7,972)</b>	<b>7,901</b>
<b>Equity</b>						
<b>Total equity</b>	<b>9,980</b>	<b>-</b>	<b>4,231</b>	<b>12,857</b>	<b>(17,088)</b>	<b>9,980</b>
<b>Total liabilities and equity</b>	<b>16,611</b>	<b>-</b>	<b>6,997</b>	<b>19,333</b>	<b>(25,060)</b>	<b>17,881</b>

## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOW

(millions of U.S. dollars)	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Three months ended September 30, 2021</b>						
Net cash (used in) provided by operating activities	(6)	-	299	241	-	534
Net cash provided by (used in) investing activities	1,200	-	(9)	(536)	(1,200)	(545)
Net cash used in financing activities	(1,126)	-	(290)	(601)	1,200	(817)
Increase (decrease) in cash and bank overdrafts	68	-	-	(896)	-	(828)
<b>Three months ended September 30, 2020</b>						
Net cash (used in) provided by operating activities	(13)	-	(141)	735	-	581
Net cash provided by (used in) investing activities	47	-	(9)	(28)	(72)	(62)
Net cash (used in) provided by financing activities	(37)	-	15	(368)	72	(318)
(Decrease) increase in cash and bank overdrafts	(3)	-	(135)	339	-	201

## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOW

(millions of U.S. dollars)	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Nine months ended September 30, 2021</b>						
Net cash (used in) provided by operating activities	(93)	-	482	987	-	1,376
Net cash provided by (used in) by investing activities	1,200	-	(20)	(150)	(1,235)	(205)
Net cash used in financing activities	(1,039)	-	(471)	(1,169)	1,235	(1,444)
Increase (decrease) in cash and bank overdrafts	68	-	(9)	(332)	-	(273)
<b>Nine months ended September 30, 2020</b>						
Net cash (used in) provided by operating activities	(114)	-	286	1,007	-	1,179
Net cash used in investing activities	-	-	(20)	(124)	(260)	(404)
Net cash provided by (used in) financing activities	110	-	(288)	(525)	260	(443)
(Decrease) increase in cash and bank overdrafts	(4)	-	(22)	358	-	332

# Unaudited Consolidated Financial Statements

## THOMSON REUTERS CORPORATION CONSOLIDATED INCOME STATEMENT (unaudited)

(millions of U.S. dollars, except per share amounts)	Notes	Three months ended September 30,		Nine months ended September 30,	
		2021	2020	2021	2020
<b>CONTINUING OPERATIONS</b>					
Revenues	2	1,526	1,443	4,638	4,368
Operating expenses	5	(1,060)	(955)	(3,114)	(2,901)
Depreciation		(40)	(61)	(128)	(144)
Amortization of computer software		(119)	(133)	(356)	(362)
Amortization of other identifiable intangible assets		(29)	(32)	(90)	(92)
Other operating gains, net	6	4	56	35	104
Operating profit		282	318	985	973
Finance costs, net:					
Net interest expense	7	(46)	(49)	(146)	(146)
Other finance income	7	34	2	30	36
Income before tax and equity method investments		270	271	869	863
Share of post-tax (losses) earnings in equity method investments	8	(672)	(178)	6,717	(385)
Tax benefit (expense)	9	161	147	(1,722)	84
<b>(Loss) earnings from continuing operations</b>		<b>(241)</b>	240	<b>5,864</b>	562
Earnings (loss) from discontinued operations, net of tax		1	1	-	(2)
Net (loss) earnings		(240)	241	5,864	560
(Loss) earnings attributable to common shareholders		(240)	241	5,864	560
<b>(Loss) earnings per share:</b>	10				
Basic (loss) earnings per share:					
From continuing operations		(\$0.49)	\$0.48	\$11.83	\$1.13
From discontinued operations		-	-	-	(0.01)
Basic (loss) earnings per share		(\$0.49)	\$0.48	\$11.83	\$1.12
Diluted (loss) earnings per share:					
From continuing operations		(\$0.49)	\$0.48	\$11.80	\$1.12
From discontinued operations		-	-	-	-
Diluted (loss) earnings per share		(\$0.49)	\$0.48	\$11.80	\$1.12

The related notes form an integral part of these consolidated financial statements.

**THOMSON REUTERS CORPORATION**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**(unaudited)**

(millions of U.S. dollars)	Notes	Three months ended September 30,		Nine months ended September 30,	
		2021	2020	2021	2020
Net (loss) earnings		(240)	241	5,864	560
Other comprehensive (loss) income:					
Items that have been or may be subsequently reclassified to net earnings:					
Cash flow hedges adjustments to net earnings	7	25	(22)	(7)	(56)
Cash flow hedges adjustments to equity		(28)	26	(4)	40
Foreign currency translation adjustments to equity		(97)	67	(65)	(128)
Share of other comprehensive income (loss) in equity method investments	8	-	93	(98)	46
Related tax (expense) benefit on share of other comprehensive income (loss) in equity method investments		-	(22)	23	(11)
Reclassification of foreign currency translation adjustments on disposal of equity method investment		3	-	3	-
		(97)	142	(148)	(109)
Items that will not be reclassified to net earnings:					
Fair value adjustments on financial assets	11	10	5	15	10
Remeasurement on defined benefit pension plans		(11)	18	122	41
Related tax benefit (expense) on remeasurement on defined benefit pension plans		3	(6)	(34)	(8)
Share of other comprehensive loss in equity method investments	8	-	-	-	(3)
Related tax benefit on share of other comprehensive loss in equity method investments		-	-	-	1
		2	17	103	41
Other comprehensive (loss) income		(95)	159	(45)	(68)
Total comprehensive (loss) income		(335)	400	5,819	492
Comprehensive (loss) income for the period attributable to:					
Common shareholders:					
Continuing operations		(336)	399	5,819	494
Discontinued operations		1	1	-	(2)
Total comprehensive (loss) income		(335)	400	5,819	492

The related notes form an integral part of these consolidated financial statements.

**THOMSON REUTERS CORPORATION**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**(unaudited)**

		September 30,	December 31,
(millions of U.S. dollars)	Notes	2021	2020
Cash and cash equivalents	11	1,511	1,787
Trade and other receivables		951	1,151
Other financial assets	11	83	612
Prepaid expenses and other current assets		463	425
<b>Current assets</b>		<b>3,008</b>	<b>3,975</b>
Property and equipment, net		473	545
Computer software, net		808	830
Other identifiable intangible assets, net		3,359	3,427
Goodwill		5,935	5,976
Equity method investments	8	7,225	1,136
Other non-current assets	12	1,148	788
Deferred tax		1,143	1,204
<b>Total assets</b>		<b>23,099</b>	<b>17,881</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
Payables, accruals and provisions	13	1,226	1,159
Current tax liabilities		398	251
Deferred revenue		838	866
Other financial liabilities	11	649	376
<b>Current liabilities</b>		<b>3,111</b>	<b>2,652</b>
Long-term indebtedness	11	3,782	3,772
Provisions and other non-current liabilities	14	971	1,083
Deferred tax		1,044	394
<b>Total liabilities</b>		<b>8,908</b>	<b>7,901</b>
<b>Equity</b>			
Capital	15	5,463	5,458
Retained earnings		9,550	5,211
Accumulated other comprehensive loss		(822)	(689)
<b>Total equity</b>		<b>14,191</b>	<b>9,980</b>
<b>Total liabilities and equity</b>		<b>23,099</b>	<b>17,881</b>

Contingencies (note 18)

The related notes form an integral part of these consolidated financial statements.

**THOMSON REUTERS CORPORATION**  
**CONSOLIDATED STATEMENT OF CASH FLOW**  
**(unaudited)**

(millions of U.S. dollars)	Notes	Three months ended September 30,		Nine months ended September 30,	
		2021	2020	2021	2020
<b>Cash provided by (used in):</b>					
<b>OPERATING ACTIVITIES</b>					
(Loss) earnings from continuing operations		(241)	240	5,864	562
Adjustments for:					
Depreciation		40	61	128	144
Amortization of computer software		119	133	356	362
Amortization of other identifiable intangible assets		29	32	90	92
Share of post-tax losses (earnings) in equity method investments	8	672	178	(6,717)	385
Deferred tax		(153)	(153)	770	(190)
Other	16	(7)	(10)	56	(16)
Changes in working capital and other items	16	101	103	901	(147)
Operating cash flows from continuing operations		560	584	1,448	1,192
Operating cash flows from discontinued operations		(26)	(3)	(72)	(13)
Net cash provided by operating activities		534	581	1,376	1,179
<b>INVESTING ACTIVITIES</b>					
Acquisitions, net of cash acquired	17	(2)	(43)	(5)	(165)
Proceeds from disposals of businesses and investments		13	-	28	1
Dividend from sale of LSEG shares	8	-	-	994	-
Capital expenditures		(131)	(117)	(364)	(404)
Proceeds from disposals of property and equipment		-	98	-	162
Other investing activities	8	3	-	56	2
Taxes paid on sale of Refinitiv and LSEG shares	8	(218)	-	(662)	-
Investing cash flows from continuing operations		(335)	(62)	47	(404)
Investing cash flows from discontinued operations	16	(210)	-	(252)	-
Net cash used in investing activities		(545)	(62)	(205)	(404)
<b>FINANCING ACTIVITIES</b>					
Proceeds from debt	11	-	-	-	2,019
Repayments of debt	11	-	-	-	(1,645)
Net repayments under short-term loan facilities	11	-	(120)	-	(2)
Payments of lease principal		(22)	(20)	(65)	(56)
Repurchases of common shares	15	(603)	-	(803)	(200)
Dividends paid on preference shares		(1)	(1)	(2)	(2)
Dividends paid on common shares	15	(194)	(183)	(582)	(547)
Other financing activities		3	6	8	(10)
Net cash used in financing activities		(817)	(318)	(1,444)	(443)
(Decrease) increase in cash and bank overdrafts		(828)	201	(273)	332
Translation adjustments		(3)	5	(3)	(5)
Cash and bank overdrafts at beginning of period		2,342	946	1,787	825
Cash and bank overdrafts at end of period		1,511	1,152	1,511	1,152
Cash and bank overdrafts at end of period comprised of:					
Cash and cash equivalents		1,511	1,152	1,511	1,152
Supplemental cash flow information is provided in note 16.					
Interest paid, net of debt related hedges		(15)	(18)	(96)	(101)
Interest received		1	2	2	6
Income taxes paid	16	(260)	(11)	(849)	(45)

Interest received and interest paid are reflected as operating cash flows.

Income taxes paid are reflected as either operating or investing cash flows depending on the nature of the underlying transaction.

The related notes form an integral part of these consolidated financial statements.

**THOMSON REUTERS CORPORATION**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
(unaudited)

(millions of U.S. dollars)	Stated share capital	Contributed surplus	Total capital	Retained earnings	Unrecognized (loss) gain on financial instruments	Foreign currency translation adjustments	Total accumulated other comprehensive loss ("AOCL")	Total equity
Balance, December 31, 2020	3,719	1,739	5,458	5,211	(8)	(681)	(689)	9,980
Net earnings	-	-	-	5,864	-	-	-	5,864
Other comprehensive income (loss)	-	-	-	88	26	(159)	(133)	(45)
Total comprehensive income (loss)	-	-	-	5,952	26	(159)	(133)	5,819
Dividends declared on preference shares	-	-	-	(2)	-	-	-	(2)
Dividends declared on common shares	-	-	-	(600)	-	-	-	(600)
Shares issued under Dividend Reinvestment Plan ("DRIP")	18	-	18	-	-	-	-	18
Repurchases of common shares	(39)	-	(39)	(564)	-	-	-	(603)
Pre-defined share repurchase plan (see note 15)	(33)	-	(33)	(447)	-	-	-	(480)
Stock compensation plans	122	(63)	59	-	-	-	-	59
Balance, September 30, 2021	3,787	1,676	5,463	9,550	18	(840)	(822)	14,191

(millions of U.S. dollars)	Stated share capital	Contributed surplus	Total capital	Retained earnings	Unrecognized loss on financial instruments	Foreign currency translation adjustments	AOCL	Total equity
Balance, December 31, 2019	3,576	1,801	5,377	4,965	(3)	(779)	(782)	9,560
Net earnings	-	-	-	560	-	-	-	560
Other comprehensive income (loss)	-	-	-	31	(12)	(87)	(99)	(68)
Total comprehensive income (loss)	-	-	-	591	(12)	(87)	(99)	492
Dividends declared on preference shares	-	-	-	(2)	-	-	-	(2)
Dividends declared on common shares	-	-	-	(565)	-	-	-	(565)
Shares issued under DRIP	18	-	18	-	-	-	-	18
Repurchases of common shares (see note 15)	2	-	2	(2)	-	-	-	-
Stock compensation plans	119	(62)	57	-	-	-	-	57
Balance, September 30, 2020	3,715	1,739	5,454	4,987	(15)	(866)	(881)	9,560

The related notes form an integral part of these consolidated financial statements.



## Thomson Reuters Corporation

### Notes to Consolidated Financial Statements (unaudited)

(unless otherwise stated, all amounts are in millions of U.S. dollars)

#### **Note 1: Business Description and Basis of Preparation**

##### **General business description**

Thomson Reuters Corporation (the "Company" or "Thomson Reuters") is an Ontario, Canada corporation with common shares listed on the Toronto Stock Exchange ("TSX") and the New York Stock Exchange ("NYSE") and Series II preference shares listed on the TSX. The Company is a leading provider of business information services. The Company's products include highly specialized information-enabled software and tools for legal, tax, accounting and compliance professionals combined with the world's most global news service - Reuters.

These unaudited interim consolidated financial statements ("interim financial statements") were approved by the Company's Audit Committee of the Board of Directors on November 1, 2021.

##### **Basis of preparation**

The interim financial statements were prepared using the same accounting policies and methods as those used in the Company's consolidated financial statements for the year ended December 31, 2020. The interim financial statements comply with International Accounting Standard 34, *Interim Financial Reporting* ("IAS 34"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed.

The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving more judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements have been disclosed in note 2 of the consolidated financial statements for the year ended December 31, 2020. The global economy continues to experience substantial disruption due to concerns regarding resurgences and new strains of COVID-19, as well as from the measures intended to mitigate its impact. Due to the significant uncertainty about the duration and impact of the global economic crisis caused by the COVID-19 pandemic, some of management's estimates and judgments may be more variable and may change materially in the future.

The accompanying interim financial statements include all adjustments, composed of normal recurring adjustments, considered necessary by management to fairly state the Company's results of operations, financial position and cash flows. The operating results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year. These interim financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2020, which are included in the Company's 2020 annual report.

References to "\$" are to U.S. dollars and references to "C\$" are to Canadian dollars.

##### **Change Program**

In February 2021, the Company announced a two-year Change Program to transition from a holding company to an operating company, and from a content provider to a content-driven technology company (see note 5).

**Note 2: Revenues****Revenues by type and geography**

The following tables disaggregate revenues by type and geography and reconciles them to reportable segments (see note 3).

Revenues by type	Legal Professionals		Corporates		Tax & Accounting Professionals		Reuters News		Global Print		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
<b>Three months ended September 30,</b>												
Recurring	634	592	309	287	147	133	143	141	-	-	1,233	1,153
Transactions	48	44	47	46	28	32	21	13	-	-	144	135
Global Print	-	-	-	-	-	-	-	-	149	154	149	154
Eliminations/Rounding	-	-	-	-	-	-	-	-	-	-	-	1
<b>Total</b>	<b>682</b>	<b>636</b>	<b>356</b>	<b>333</b>	<b>175</b>	<b>165</b>	<b>164</b>	<b>154</b>	<b>149</b>	<b>154</b>	<b>1,526</b>	<b>1,443</b>

Revenues by type	Legal Professionals		Corporates		Tax & Accounting Professionals		Reuters News		Global Print		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
<b>Nine months ended September 30,</b>												
Recurring	1,881	1,759	904	850	457	427	431	424	-	-	3,673	3,460
Transactions	142	123	184	179	140	124	61	40	-	-	527	466
Global Print	-	-	-	-	-	-	-	-	439	443	439	443
Eliminations/Rounding	-	-	-	-	-	-	-	-	-	-	(1)	(1)
<b>Total</b>	<b>2,023</b>	<b>1,882</b>	<b>1,088</b>	<b>1,029</b>	<b>597</b>	<b>551</b>	<b>492</b>	<b>464</b>	<b>439</b>	<b>443</b>	<b>4,638</b>	<b>4,368</b>

Revenues by geography (country of destination)	Legal Professionals		Corporates		Tax & Accounting Professionals		Reuters News		Global Print		Total	
	2021	2020	2021	2020	2021	2020	2021 <sup>(1)</sup>	2020	2021	2020	2021	2020
<b>Three months ended September 30,</b>												
U.S.	539	504	290	273	140	136	23	102	101	103	1,093	1,118
Canada (country of domicile)	15	13	3	2	4	4	1	1	23	24	46	44
Other	7	5	13	11	23	18	1	2	4	5	48	41
Americas (North America, Latin America, South America)	561	522	306	286	167	158	25	105	128	132	1,187	1,203
U.K.	69	66	28	29	5	4	97	8	10	10	209	117
Other	18	15	13	10	-	-	28	26	4	4	63	55
EMEA (Europe, Middle East and Africa)	87	81	41	39	5	4	125	34	14	14	272	172
Asia Pacific	34	33	9	8	3	3	14	15	7	8	67	67
Eliminations/Rounding	-	-	-	-	-	-	-	-	-	-	-	1
<b>Total</b>	<b>682</b>	<b>636</b>	<b>356</b>	<b>333</b>	<b>175</b>	<b>165</b>	<b>164</b>	<b>154</b>	<b>149</b>	<b>154</b>	<b>1,526</b>	<b>1,443</b>

Revenues by geography (country of destination)	Legal Professionals		Corporates		Tax & Accounting Professionals		Reuters News		Global Print		Total	
	2021	2020	2021	2020	2021	2020	2021 <sup>(1)</sup>	2020	2021	2020	2021	2020
<b>Nine months ended September 30,</b>												
U.S.	1,597	1,506	900	851	478	449	93	313	306	315	3,374	3,434
Canada (country of domicile)	46	39	8	7	25	21	3	3	59	56	141	126
Other	18	16	36	34	67	56	5	7	13	13	139	126
Americas (North America, Latin America, South America)	1,661	1,561	944	892	570	526	101	323	378	384	3,654	3,686
U.K.	206	183	81	84	16	14	266	20	28	26	597	327
Other	52	44	36	29	-	2	83	78	12	11	183	164
EMEA (Europe, Middle East and Africa)	258	227	117	113	16	16	349	98	40	37	780	491
Asia Pacific	104	94	27	24	11	9	42	43	21	22	205	192
Eliminations/Rounding	-	-	-	-	-	-	-	-	-	-	(1)	(1)
<b>Total</b>	<b>2,023</b>	<b>1,882</b>	<b>1,088</b>	<b>1,029</b>	<b>597</b>	<b>551</b>	<b>492</b>	<b>464</b>	<b>439</b>	<b>443</b>	<b>4,638</b>	<b>4,368</b>

(1) Following the sale of Refinitiv to London Stock Exchange Group ("LSEG") in January 2021, revenues from the Reuters News agreement to supply news and editorial content to Refinitiv were moved from the U.S. to the U.K.

### Note 3: Segment Information

The Company is organized as five reportable segments, reflecting how the businesses are managed. The accounting policies applied by the segments are the same as those applied by the Company. The segments offer products and services to target customers as described below.

#### Legal Professionals

The Legal Professionals segment serves law firms and governments with research and workflow products, focusing on intuitive legal research powered by emerging technologies and integrated legal workflow solutions that combine content, tools and analytics.

#### Corporates

The Corporates segment serves corporate customers from small businesses to multinational organizations, including the seven largest global accounting firms, with the Company's full suite of content-enabled technology solutions for in-house legal, tax, regulatory, compliance and IT professionals.

#### Tax & Accounting Professionals

The Tax & Accounting Professionals segment serves tax, accounting and audit professionals in accounting firms (other than the seven largest, which are served by the Corporates segment) with research and workflow products, focusing on intuitive tax offerings and automating tax workflows.

#### Reuters News

The Reuters News segment supplies business, financial, national and international news to professionals via desktop terminals, including through Refinitiv, the world's media organizations, industry events and directly to consumers.

#### Global Print

The Global Print segment provides legal and tax information primarily in print format to customers around the world.

The Company also reports "Corporate costs", which includes expenses for corporate functions and does not qualify as a reportable segment.

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Revenues</b>				
Legal Professionals	682	636	2,023	1,882
Corporates	356	333	1,088	1,029
Tax & Accounting Professionals	175	165	597	551
Reuters News	164	154	492	464
Global Print	149	154	439	443
Eliminations/Rounding	-	1	(1)	(1)
Consolidated revenues	1,526	1,443	4,638	4,368
<b>Adjusted EBITDA</b>				
Legal Professionals	288	272	852	756
Corporates	131	120	407	355
Tax & Accounting Professionals	49	47	219	185
Reuters News	25	23	88	67
Global Print	52	64	165	181
Corporate costs	(87)	(35)	(213)	(94)
Adjusted EBITDA	458	491	1,518	1,450
Fair value adjustments (see note 5)	8	(3)	6	17
Depreciation	(40)	(61)	(128)	(144)
Amortization of computer software	(119)	(133)	(356)	(362)
Amortization of other identifiable intangible assets	(29)	(32)	(90)	(92)
Other operating gains, net	4	56	35	104
Consolidated operating profit	282	318	985	973
Net interest expense	(46)	(49)	(146)	(146)
Other finance income	34	2	30	36
Share of post-tax (losses) earnings in equity method investments	(672)	(178)	6,717	(385)
Tax benefit (expense)	161	147	(1,722)	84
(Loss) earnings from continuing operations	(241)	240	5,864	562

In accordance with IFRS 8, *Operating Segments*, the Company discloses certain information about its reportable segments based upon measures used by management in assessing the performance of those reportable segments. These measures are defined below and may not be comparable to similar measures of other companies.

#### Adjusted EBITDA

- Segment adjusted EBITDA represents earnings from continuing operations before tax expense or benefit, net interest expense, other finance costs or income, depreciation, amortization of software and other identifiable intangible assets, the Company's share of post-tax earnings or losses in equity method investments, other operating gains and losses, certain asset impairment charges, fair value adjustments, and corporate related items.
- The Company does not consider these excluded items to be controllable operating activities for purposes of assessing the current performance of the reportable segments.
- Each segment includes an allocation of costs, based on usage or other applicable measures, for centralized support services such as technology, customer service, commercial policy, facilities management, and product and content development. Additionally, product costs are allocated when one segment sells products managed by another segment.
- Consolidated adjusted EBITDA is comprised of adjusted EBITDA from reportable segments and Corporate costs.

**Note 4: Seasonality**

The Company's revenues and operating profit on a consolidated basis do not tend to be significantly impacted by seasonality as it records a large portion of its revenues ratably over the contract term and its costs are generally incurred evenly throughout the year. However, the Company's revenues from quarter to consecutive quarter can be impacted by the release of certain tax products, which tend to be concentrated in the fourth quarter and, to a lesser extent, in the first quarter of the year. The seasonality of the Company's operating profit may be further impacted in 2021 by the timing of significant Change Program costs it expects to incur. The seasonality of the Company's revenues and operating expenses was impacted by COVID-19 in 2020.

**Note 5: Operating Expenses**

The components of operating expenses include the following:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Salaries, commissions and allowances	600	554	1,792	1,646
Share-based payments	17	17	51	52
Post-employment benefits	36	33	110	101
Total staff costs	653	604	1,953	1,799
Goods and services <sup>(1)</sup>	328	257	895	839
Content	67	67	205	198
Telecommunications	11	11	34	37
Facilities	9	13	33	45
Fair value adjustments <sup>(2)</sup>	(8)	3	(6)	(17)
Total operating expenses	1,060	955	3,114	2,901

(1) Goods and services include professional fees, consulting and outsourcing services, contractors, selling and marketing, and other general and administrative costs.

(2) Fair value adjustments primarily represent gains or losses due to changes in foreign currency exchange rates on intercompany balances that arise in the ordinary course of business.

Operating expenses in the three and nine months ended September 30, 2021 included \$53 million and \$105 million, respectively, related to the Change Program. The charges included severance as well as costs related to technology and market initiatives and were recorded in Corporate costs.

**Note 6: Other Operating Gains, Net**

Other operating gains, net, were \$4 million and \$35 million for the three and nine months ended September 30, 2021, respectively. Both periods included income related to a license that allows the Refinitiv business of LSEG to use the "Reuters" mark to brand certain products and services. Additionally, the nine-month period included a \$9 million benefit from the revaluation of warrants that the Company previously held in Refinitiv (see note 8) and a gain on the sale of a business.

Other operating gains, net, were \$56 million and \$104 million for the three and nine months ended September 30, 2020, respectively, and included a benefit of \$46 million and \$47 million, respectively, related to the revaluation of the warrants. Additionally, both periods included income related to the license for the "Reuters" mark referred to above and gains associated with the sale of certain real estate. The nine-month period also included a gain associated with a distribution from an investment.

**Note 7: Finance Costs, Net**

The components of finance costs, net, include interest expense (income) and other finance income as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Interest expense:				
Debt	40	40	120	116
Derivative financial instruments – hedging activities	-	-	(2)	-
Other, net	1	2	13	10
Fair value losses (gains) on cash flow hedges, transfer from equity	25	(20)	(7)	(47)
Net foreign exchange (gains) losses on debt	(25)	20	7	47
Net interest expense – debt and other	41	42	131	126
Net interest expense – leases	2	2	6	7
Net interest expense – pension and other post-employment benefit plans	3	6	10	17
Interest income	-	(1)	(1)	(4)
Net interest expense	46	49	146	146
	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Net gains due to changes in foreign currency exchange rates	(34)	(1)	(30)	(16)
Net gains on derivative instruments	-	(1)	-	(20)
Other finance income	(34)	(2)	(30)	(36)

**Net gains due to changes in foreign currency exchange rates**

Net gains due to changes in foreign currency exchange rates were principally comprised of amounts related to certain intercompany funding arrangements.

**Net gains on derivative instruments**

Net gains on derivative instruments were principally comprised of amounts related to foreign exchange contracts and the ineffective portion of cash flow hedges.

**Note 8: Equity Method Investments**

On January 29, 2021, the Company and The Blackstone Group and its subsidiaries, and private equity funds affiliated with Blackstone (“Blackstone’s consortium”) sold Refinitiv to LSEG in an all-share transaction. As a result, equity method investments at September 30, 2021 were primarily comprised of the Company’s indirect investment in LSEG shares, which it holds through its direct investment in York Parent Limited and its subsidiaries (“YPL”), formerly Refinitiv Holdings Limited (“RHL”). YPL is an entity incorporated under the laws of the Cayman Islands and jointly owned by the Company, Blackstone’s consortium and certain current LSEG and former members of Refinitiv senior management. As of September 30, 2021, YPL held a combination of LSEG ordinary shares and LSEG limited-voting ordinary shares (with the shares carrying in aggregate an approximate 30% economic interest and a 24% voting interest in LSEG). At the same date, the Company owned 42.82% of YPL and indirectly owned approximately 72.4 million LSEG shares.

Subject to certain exceptions, the Company and Blackstone’s consortium have otherwise agreed to be subject to a lock-up for their LSEG shares through January 29, 2023. In each of years three and four following closing (starting on January 30, 2023 and January 30, 2024, respectively), the Company and Blackstone’s consortium will become entitled to sell in aggregate one-third of the LSEG shares that were issued. The lock-up arrangement will terminate on January 29, 2025. The ability of current LSEG and former members of Refinitiv senior management to sell shares held by them is also subject to certain restrictions.

YPL is entitled to nominate three non-executive LSEG directors for as long as it holds at least 25% of LSEG shares, two LSEG directors for as long as it holds at least 17.5% but less than 25% of LSEG shares and one LSEG director for as long as it holds at least 10% but less than 17.5% of LSEG shares. For so long as YPL is entitled to nominate three directors, one nominee will be a Thomson Reuters representative. Once YPL is released from the lock-up agreement described above, any disposals of LSEG shares will be subject to orderly marketing restrictions. A standstill restriction also applies to YPL under which it (and the underlying investors) have agreed not to, among other matters, acquire further LSEG shares, or make a takeover offer for LSEG for designated time periods. YPL has also committed to vote its LSEG shares in line with the LSEG Board's recommendation.

The Company accounts for its investment in LSEG at fair value, based on the share price of LSEG, within "Share of post-tax (losses) earnings in equity method investments" in the consolidated income statement. The investment is subject to equity accounting because the LSEG shares are held through YPL, over which the Company has significant influence. As YPL owns only the financial investment in LSEG shares, which the parties intend to sell over time, and is not involved in operating LSEG or the Refinitiv business, the investment in LSEG shares held by YPL is accounted for at fair value. LSEG dividends distributed to the Company from YPL, which amounted to \$51 million in the nine months ended September 30, 2021, were included in "Other investing activities" in the consolidated statement of cash flow.

*Gain on sale of Refinitiv to LSEG and subsequent sale of LSEG shares*

The Company recognized a gain of \$8,075 million related to the January sale of Refinitiv to LSEG within "Share of post-tax (losses) earnings in equity method investments" in the consolidated income statement. As of the January 29, 2021 closing date, the Company indirectly owned approximately 82.5 million LSEG shares, which included 4.5 million shares from the exercise of warrants the Company previously held in Refinitiv. The transaction was predominantly tax deferred for the Company except for approximately \$640 million that is payable in 2021. In March 2021, as permitted under a lock-up exception, approximately 10.1 million of the Company's LSEG shares were sold for pre-tax net proceeds of \$994 million. Over the course of 2021, the Company will pay approximately \$225 million of tax on the sale of these shares and will use the remaining after-tax proceeds to pay the approximately \$640 million of taxes on the LSEG transaction. In the three and nine months ended September 30, 2021, the Company paid \$218 million and \$662 million, respectively, of tax in connection with these transactions. The proceeds from the sale of the shares by YPL were distributed to the Company as a dividend that reduced the value of the investment. The proceeds and the associated tax payments were presented in "Net cash used in investing activities" within the consolidated statement of cash flow.

The Company's share of post-tax (losses) earnings in equity method investments as reported in the consolidated income statement is comprised of the following:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
YPL (formerly RHL)	(675)	(179)	6,710	(392)
Other equity method investments	3	1	7	7
Total share of post-tax (losses) earnings in equity method investments	(672)	(178)	6,717	(385)

In the three-month period ended September 30, 2021, the Company's share of post-tax losses in equity method investments primarily reflected a decrease in the value of its LSEG investment. In the nine-month period ended September 30, 2021, the Company's share of post-tax earnings in equity method investments was primarily comprised of an \$8,075 million gain from the sale of Refinitiv, which was partly offset by a \$1,272 million decline in the value of the LSEG investment after the sale and \$168 million of post-tax losses related to the Refinitiv operations prior to the sale.

The Company received \$51 million of dividends from its LSEG investment in June 2021 and an additional \$24 million in October 2021 (see note 20).

The composition of equity method investments as reported in the consolidated statement of financial position is comprised of the following:

	September 30,	December 31,
	2021	2020
YPL (formerly RHL)	7,075	981
Other equity method investments	150	155
Total equity method investments	7,225	1,136

Set forth below is summarized financial information for 100% of YPL at September 30, 2021 (formerly RHL at September 30, 2020).

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Revenues	-	1,615	551	4,836
Gain related to the sale of Refinitiv to LSEG	-	-	18,645	-
Mark-to-market of LSEG shares	(1,633)	-	(2,780)	-
Dividend income	57	-	177	-
Refinitiv net loss prior to its sale to LSEG	-	(389)	(361)	(808)
Net (loss) earnings	(1,576)	(389)	15,681	(808)
Remove: Net earnings attributable to non-controlling interests	-	(10)	(11)	(64)
Net (loss) earnings attributable to YPL (formerly RHL)	(1,576)	(399)	15,670	(872)
Other comprehensive income (loss) attributable to YPL (formerly RHL)	-	207	(214)	96
Total comprehensive (loss) income attributable to YPL (formerly RHL)	(1,576)	(192)	15,456	(776)

The Company's share of net (loss) earnings attributable to YPL was \$(675) million and \$6,710 million for the three and nine months ended September 30, 2021, respectively. In the nine-month period, the Company's share of net earnings reflected changes in the Company's percentage ownership of RHL and YPL during the first nine months of the year.

The following table reconciles the net assets attributable to YPL to the Company's carrying value of its investment in YPL:

	September 30,	December 31,
	2021	2020
Assets		
Current assets	61	2,071
Non-current assets	17,185	21,094
Total assets	17,246	23,165
Liabilities		
Current liabilities	4	3,995
Non-current liabilities	191	14,268
Total liabilities	195	18,263
Net assets	17,051	4,902
Non-controlling interests	-	(2,415)
Net assets attributable to YPL (formerly RHL)	17,051	2,487
Net assets attributable to YPL (formerly RHL) - beginning period	2,487	3,278
Net earnings (loss) attributable to YPL (formerly RHL)	15,670	(1,232)
Other comprehensive (loss) income attributable to YPL (formerly RHL)	(214)	330
Other adjustments <sup>(1)</sup>	253	111
Distribution to owners	(1,145)	-
Net assets attributable to YPL (formerly RHL) - ending period	17,051	2,487
Thomson Reuters % share	42.82%	45%
Thomson Reuters \$ share	7,301	1,119
Historical excluded equity adjustment <sup>(2)</sup>	(226)	(138)
Thomson Reuters carrying amount	7,075	981

(1) Consists of equity transactions excluded from total comprehensive income (loss) attributable to YPL.

(2) Represents the cumulative impact of equity transactions excluded from the Company's investment in YPL.



**Note 9: Taxation**

Tax (benefit) expense was \$(161) million and \$(147) million for the three months ended September 30, 2021 and 2020, respectively, and \$1,722 million and \$(84) million for the nine months ended September 30, 2021 and 2020, respectively. The three and nine month periods ended September 30, 2021 included \$(169) million and \$1,631 million of tax (benefit) expense related to the Company's (loss) earnings in equity method investments. In the nine-month period, the tax expense related primarily to the gain on sale of Refinitiv to LSEG. The tax benefit for the three and nine months ended September 30, 2020 includes \$132 million and \$139 million, respectively, for the recognition of deferred tax assets that arose in prior years in various subsidiaries outside the U.S.

Additionally, tax (benefit) expense in each period reflected the mix of taxing jurisdictions in which pre-tax profits and losses were recognized. Because the geographical mix of pre-tax profits and losses in interim periods may be different from that for the full year, tax expense or benefit in interim periods is not necessarily indicative of tax expense or benefit for the full year.

**Note 10: Earnings Per Share**

Basic (loss) earnings per share was calculated by dividing (loss) earnings attributable to common shareholders less dividends declared on preference shares by the sum of the weighted-average number of common shares outstanding and vested deferred share units ("DSUs") outstanding during the period. DSUs represent common shares that certain employees have elected to receive in the future upon vesting of share-based compensation awards or in lieu of cash compensation.

Diluted (loss) earnings per share was calculated using the denominator of the basic calculation described above adjusted to include the potentially dilutive effect of outstanding stock options and time-based restricted share units ("TRSUs").

(Loss) earnings used in determining consolidated (loss) earnings per share and (loss) earnings per share from continuing operations are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
(Loss) earnings attributable to common shareholders	(240)	241	5,864	560
Less: Dividends declared on preference shares	(1)	(1)	(2)	(2)
(Loss) earnings used in consolidated earnings per share	(241)	240	5,862	558
Less: (Earnings) loss from discontinued operations, net of tax	(1)	(1)	-	2
(Loss) earnings used in (loss) earnings per share from continuing operations	(242)	239	5,862	560

The weighted-average number of common shares outstanding, as well as a reconciliation of the weighted-average number of common shares outstanding used in the basic (loss) earnings per share computation to the weighted-average number of common shares outstanding used in the diluted (loss) earnings per share computation, is presented below:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Weighted-average number of common shares outstanding	494,303,094	496,673,063	495,161,446	496,121,137
Weighted-average number of vested DSUs	321,760	417,879	353,864	423,065
Basic	494,624,854	497,090,942	495,515,310	496,544,202
Effect of stock options and TRSUs	-	1,342,777	1,078,094	1,283,857
Diluted	494,624,854	498,433,719	496,593,404	497,828,059

Because the Company reported a net loss from continuing operations for the three months ended September 30, 2021, the weighted-average number of common shares used for basic and diluted loss per share is the same, as the effect of stock options and other equity incentive awards would reduce the loss per share, and therefore be anti-dilutive.

**Note 11: Financial Instruments****Financial assets and liabilities**

Financial assets and liabilities in the consolidated statement of financial position were as follows:

September 30, 2021	Assets/ (Liabilities) at Amortized Cost	Assets/ (Liabilities) at Fair Value through Earnings	Assets at Fair Value through Other Comprehensive Income or Loss	Derivatives Used for Hedging	Total
Cash and cash equivalents	432	1,079	-	-	1,511
Trade and other receivables	951	-	-	-	951
Other financial assets - current	83	-	-	-	83
Other financial assets - non-current (see note 12)	29	241	61	97	428
Trade payables (see note 13)	(157)	-	-	-	(157)
Accruals (see note 13)	(834)	-	-	-	(834)
Other financial liabilities - current <sup>(1)(3)</sup>	(647)	(2)	-	-	(649)
Long-term indebtedness	(3,782)	-	-	-	(3,782)
Other financial liabilities - non current (see note 14) <sup>(2)</sup>	(207)	-	-	-	(207)
<b>Total</b>	<b>(4,132)</b>	<b>1,318</b>	<b>61</b>	<b>97</b>	<b>(2,656)</b>

December 31, 2020	Assets/ (Liabilities) at Amortized Cost	Assets/ (Liabilities) at Fair Value through Earnings	Assets at Fair Value through Other Comprehensive Income or Loss	Derivatives Used for Hedging	Total
Cash and cash equivalents	311	1,476	-	-	1,787
Trade and other receivables	1,151	-	-	-	1,151
Other financial assets - current	95	517	-	-	612
Other financial assets - non-current (see note 12)	35	17	46	100	198
Trade payables (see note 13)	(217)	-	-	-	(217)
Accruals (see note 13)	(761)	-	-	-	(761)
Other financial liabilities - current <sup>(1)(3)</sup>	(374)	(2)	-	-	(376)
Long-term indebtedness	(3,772)	-	-	-	(3,772)
Other financial liabilities - non current (see note 14) <sup>(2)</sup>	(223)	(1)	-	-	(224)
<b>Total</b>	<b>(3,755)</b>	<b>2,007</b>	<b>46</b>	<b>100</b>	<b>(1,602)</b>

(1) Includes lease liabilities of \$79 million (2020 - \$83 million).

(2) Includes lease liabilities of \$189 million (2020 - \$223 million).

(3) Includes a commitment to repurchase up to \$480 million of common shares related to the Company's pre-defined plan with its broker to repurchase the Company's shares during its internal trading blackout period (December 31, 2020 - \$200 million). See note 15.

**Cash and cash equivalents**

Of total cash and cash equivalents, \$67 million and \$61 million at September 30, 2021 and December 31, 2020, respectively, were held in subsidiaries which have regulatory restrictions, contractual restrictions or operate in countries where exchange controls and other legal restrictions apply and were therefore not available for general use by the Company.

*Debt-related activity*

The Company did not issue notes or make any debt repayments in the nine months ended September 30, 2021. The following table provides information regarding notes that the Company issued and repaid in the nine months ended September 30, 2020.

MONTH/YEAR	TRANSACTION	PRINCIPAL AMOUNT (IN MILLIONS)
	<b>Notes issued</b>	
May 2020	2.239% Notes, due 2025	C\$1,400
	<b>Notes repaid</b>	
January 2020	3.309% Notes, due 2021	C\$550
January 2020	3.95% Notes, due 2021	US\$139

The notes issued in May 2020 were immediately swapped into U.S. dollars and the Company used the \$999 million of net proceeds for general corporate purposes, which included repayment of borrowings under the Company's credit facility.

In January 2020, the Company repaid notes prior to their scheduled maturity dates for \$640 million. This amount included early redemption premiums and the settlement of cross-currency swaps. The repayments were funded with commercial paper borrowings.

*Commercial paper program*

Under its commercial paper program, the Company may issue up to \$1.8 billion of notes. There was no outstanding commercial paper at September 30, 2021 and December 31, 2020. In January 2020, the Company issued \$630 million of commercial paper, the proceeds of which were used to redeem debt obligations ahead of their maturity. The commercial paper was repaid during the first nine months of 2020, primarily from funds borrowed under the Company's credit facility.

*Credit facility*

The Company has a \$1.8 billion syndicated credit facility agreement which matures in December 2024 and may be used to provide liquidity for general corporate purposes (including acquisitions or support for its commercial paper program). There were no outstanding borrowings under the credit facility at September 30, 2021 and December 31, 2020. The Company borrowed \$1.0 billion in the first three months of 2020, of which a portion of the proceeds was used to repay commercial paper. In May 2020, the Company repaid its borrowings under the credit facility primarily with the proceeds it received from its May 2020 debt issuance. Based on the Company's current credit ratings, the cost of borrowing under the facility is priced at LIBOR/EURIBOR plus 112.5 basis points. The Company has the option to request an increase, subject to approval by applicable lenders, in the lenders' commitments in an aggregate amount of \$600 million for a maximum credit facility commitment of \$2.4 billion.

The U.K. Financial Conduct Authority, which regulates LIBOR, is phasing out the majority of LIBOR rates globally by the end of 2021. Key alternative reference rates have been established and progress continues to be made in establishing better liquidity and term structures required to efficiently replace the existing LIBOR structures. In October 2021, the Company acknowledged with its lending group that certain LIBOR-based benchmarks, which are being phased out at the end of 2021, will no longer be available to the Company until it agrees to replace them with alternative benchmarks. This change does not impact the Company's general ability to borrow under the facility, as there are adequate LIBOR benchmarks still in effect until June 2023. With the exception of the LIBOR-based benchmarks within the Company's external credit facility, the Company has no material agreements with third parties that use or reference LIBOR as a benchmark rate which requires amendment.

The Company guarantees borrowings by its subsidiaries under the credit facility. The Company must maintain a ratio of net debt as defined in the credit agreement (total debt after swaps less cash and cash equivalents) as of the last day of each fiscal quarter to EBITDA as defined in the credit agreement (earnings before interest, income taxes, depreciation and amortization and other modifications described in the credit agreement) for the last four quarters ended of not more than 4.5:1. If the Company were to complete an acquisition with a purchase price of over \$500 million, the ratio of net debt to EBITDA would temporarily increase to 5.0:1 for three quarters after completion, at which time the ratio would revert to 4.5:1. As of September 30, 2021, the Company was in compliance with this covenant as its ratio of net debt to EBITDA, as calculated under the terms of its syndicated credit facility, was 1.1:1.

*Fair Value*

The fair values of cash and cash equivalents, trade and other receivables, trade payables and accruals approximate their carrying amounts because of the short-term maturity of these instruments. The fair value of long-term debt and related derivative instruments is set forth below.

## Debt and Related Derivative Instruments

### Carrying Amounts

Amounts recorded in the consolidated statement of financial position are referred to as “carrying amounts”. The carrying amounts of primary debt are reflected in “Long-term indebtedness” and “Current indebtedness” and the carrying amounts of derivative instruments are included in “Other financial assets” and “Other financial liabilities”, both current and non-current, in the consolidated statement of financial position, as appropriate.

### Fair Value

The fair value of debt is estimated based on either quoted market prices for similar issues or current rates offered to the Company for debt of the same maturity. The fair value of interest rate swaps is estimated based upon discounted cash flows using applicable current market rates and considering non-performance risk.

The following is a summary of debt and related derivative instruments that hedged the cash flows of debt:

	Carrying Amount		Fair Value	
	Primary Debt Instruments	Derivative Instruments (Asset)	Primary Debt Instruments	Derivative Instruments (Asset)
<b>September 30, 2021</b>				
C\$1,400, 2.239% Notes, due 2025	1,099	(97)	1,127	(97)
\$600, 4.30% Notes, due 2023	599	-	642	-
\$450, 3.85% Notes, due 2024 <sup>(1)</sup>	241	-	261	-
\$500, 3.35% Notes, due 2026	497	-	540	-
\$350, 4.50% Notes, due 2043 <sup>(1)</sup>	116	-	126	-
\$350, 5.65% Notes, due 2043	342	-	473	-
\$400, 5.50% Debentures, due 2035	396	-	516	-
\$500, 5.85% Debentures, due 2040	492	-	684	-
<b>Total</b>	<b>3,782</b>	<b>(97)</b>	<b>4,369</b>	<b>(97)</b>
Long-term portion	3,782	(97)		

	Carrying Amount		Fair Value	
	Primary Debt Instruments	Derivative Instruments (Asset)	Primary Debt Instruments	Derivative Instruments (Asset)
<b>December 31, 2020</b>				
C\$1,400, 2.239% Notes, due 2025	1,093	(100)	1,151	(100)
\$600, 4.30% Notes, due 2023	597	-	657	-
\$450, 3.85% Notes, due 2024 <sup>(1)</sup>	241	-	266	-
\$500, 3.35% Notes, due 2026	497	-	557	-
\$350, 4.50% Notes, due 2043 <sup>(1)</sup>	116	-	130	-
\$350, 5.65% Notes, due 2043	342	-	471	-
\$400, 5.50% Debentures, due 2035	395	-	531	-
\$500, 5.85% Debentures, due 2040	491	-	696	-
<b>Total</b>	<b>3,772</b>	<b>(100)</b>	<b>4,459</b>	<b>(100)</b>
Long-term portion	3,772	(100)		

(1) Notes were partially redeemed in October 2018.

### Fair value estimation

The following fair value measurement hierarchy is used for financial instruments that are measured in the consolidated statement of financial position at fair value:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
- Level 3 - inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The levels used to determine fair value measurements for those instruments carried at fair value in the consolidated statement of financial position are as follows:

September 30, 2021	Level 1	Level 2	Level 3	Total Balance
<b>Assets</b>				
Money market accounts	-	1,079	-	1,079
Other receivables <sup>(1)</sup>	-	-	241	241
<b>Financial assets at fair value through earnings</b>	-	1,079	241	1,320
Financial assets at fair value through other comprehensive income <sup>(2)</sup>	37	24	-	61
Derivatives used for hedging <sup>(3)</sup>	-	97	-	97
<b>Total assets</b>	<b>37</b>	<b>1,200</b>	<b>241</b>	<b>1,478</b>
<b>Liabilities</b>				
Contingent consideration <sup>(4)</sup>	-	-	(2)	(2)
Financial liabilities at fair value through earnings	-	-	(2)	(2)
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>(2)</b>	<b>(2)</b>

December 31, 2020	Level 1	Level 2	Level 3	Total Balance
<b>Assets</b>				
Money market accounts	-	1,476	-	1,476
Warrants <sup>(5)</sup>	-	-	517	517
Other receivables <sup>(1)</sup>	-	-	17	17
<b>Financial assets at fair value through earnings</b>	-	1,476	534	2,010
Financial assets at fair value through other comprehensive income <sup>(2)</sup>	27	19	-	46
Derivatives used for hedging <sup>(3)</sup>	-	100	-	100
<b>Total assets</b>	<b>27</b>	<b>1,595</b>	<b>534</b>	<b>2,156</b>
<b>Liabilities</b>				
Contingent consideration <sup>(4)</sup>	-	-	(3)	(3)
Financial liabilities at fair value through earnings	-	-	(3)	(3)
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>(3)</b>	<b>(3)</b>

(1) Receivables under indemnification arrangement (see note 18).

(2) Investments in entities over which the Company does not have control, joint control or significant influence.

(3) Comprised of fixed-to-fixed cross-currency swaps on indebtedness.

(4) Obligations to pay additional consideration for prior acquisitions, based upon performance measures contractually agreed at the time of purchase.

(5) Warrants related to the Company's former investment in Refinitiv (see note 8).

The receivable from the indemnification arrangement is a level 3 in the fair value measurement hierarchy. The increase in the receivable between December 31, 2020 and September 30, 2021 primarily reflected additional payments that are expected to be recovered and fair value losses based on interest rates associated with the indemnifying party's credit profile, which are included within earnings (loss) from discontinued operations, net of tax, in the consolidated income statement.

The following reflects the change in the fair value of the Refinitiv warrants, which are a level 3 in the fair value measurement hierarchy, for the nine months ended September 30, 2021:

	Nine months ended September 30,
	2021
December 31, 2020	517
Gain recognized prior to the sale of Refinitiv to LSEG within other operating gains, net	9
Exercise of warrants on date of sale of Refinitiv to LSEG (see note 8)	(526)
September 30, 2021	-

The Company recognizes transfers into and out of the fair value measurement hierarchy levels at the end of the reporting period in which the event or change in circumstances that caused the transfer occurred. There were no transfers between hierarchy levels for the nine months ended September 30, 2021.

### Valuation Techniques

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments;
- The fair value of cross-currency interest rate swaps are calculated as the present value of the estimated future cash flows based on observable yield curves;
- The fair value of other receivables considers estimated future cash flows, current market interest rates and non-performance risk; and
- The fair value of contingent consideration is calculated based on estimates of future revenue performance.

### Valuation of the Refinitiv Warrants at December 31, 2020

- On August 1, 2019, the Company and private equity funds affiliated with Blackstone agreed to sell Refinitiv, in which the Company owned a 45% interest, to LSEG, in an all share transaction which closed on January 29, 2021 (see note 8). Under the terms of the warrant agreement, the transaction constituted a change in control whereby the exercise of the warrants in connection with the closing of the transaction entitled the Company to an additional 4.5 million shares of YPL. The value of the warrants at December 31, 2020 reflected the entry into a definitive agreement for the sale of the Refinitiv business on August 1, 2019. The closing of the transaction on January 29, 2021 was not considered an adjusting subsequent event, and therefore the value at December 31, 2020 was not adjusted to incorporate the closing of the transaction. As such, the value was primarily based on the number of incremental shares in YPL to which the Company was entitled upon closing and the share price of LSEG on December 31, 2020. The valuation also incorporated (on a weighted-average basis) other outcomes based on the likelihood (at the time) of the transaction closing in the first quarter of 2021.
- The Monte Carlo simulation approach, which was incorporated into the valuation of the Refinitiv warrants, generates values based on the random outcomes from a probability distribution. Key inputs under the Monte Carlo approach included: the estimated equity value of Refinitiv; the capitalization structure of Refinitiv; the expected volatility; the risk-free rate of return; annual dividends or distributions; and assumptions about the timing of a liquidity event.

### Note 12: Other Non-Current Assets

	September 30, 2021	December 31, 2020
Net defined benefit plan surpluses	189	128
Cash surrender value of life insurance policies	343	334
Deferred commissions	104	105
Other financial assets (see note 11)	428	198
Other non-current assets <sup>(1)</sup>	84	23
<b>Total other non-current assets</b>	<b>1,148</b>	<b>788</b>

(1) Includes a tax receivable from HM Revenue & Customs ("HMRC") of \$73 million at September 30, 2021 (see note 18).

### Note 13: Payables, Accruals and Provisions

	September 30, 2021	December 31, 2020
Trade payables	157	217
Accruals	834	761
Provisions	102	111
Other current liabilities	133	70
<b>Total payables, accruals and provisions</b>	<b>1,226</b>	<b>1,159</b>

**Note 14: Provisions and Other Non-Current Liabilities**

	September 30,	December 31,
	2021	2020
Net defined benefit plan obligations	555	598
Other financial liabilities (see note 11)	207	224
Deferred compensation and employee incentives	100	111
Provisions	95	140
Other non-current liabilities	14	10
<b>Total provisions and other non-current liabilities</b>	<b>971</b>	<b>1,083</b>

**Note 15: Capital****Share repurchases - Normal Course Issuer Bid ("NCIB")**

The Company may buy back shares (and subsequently cancel them) from time to time as part of its capital strategy. On August 5, 2021, the Company announced that it plans to repurchase up to \$1.2 billion of its common shares. This new buyback program is in addition to the \$200 million repurchase program that was completed in February 2021.

Share repurchases are typically executed under a NCIB. Shares are being repurchased for the new buyback program under an amended NCIB, which was approved by the TSX. The amended NCIB increased the maximum number of common shares that may be repurchased by an additional 15 million. Under the amended NCIB, up to 20 million common shares may be repurchased between January 4, 2021 and January 3, 2022. Under the amended NCIB, the Company may repurchase common shares in open market transactions on the TSX, the NYSE and/or other exchanges and alternative trading systems, if eligible, or by such other means as may be permitted by the TSX and/or NYSE or under applicable law, including private agreement purchases if the Company receives an issuer bid exemption order from applicable securities regulatory authorities in Canada for such purchases. The price that the Company will pay for shares in open market transactions under the NCIB will be the market price at the time of purchase or such other price as may be permitted by TSX.

Details of share repurchases under the NCIB for the three and nine months ended September 30, 2021 and 2020 were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Share repurchases (millions of U.S. dollars)	603	-	803	200
Shares repurchased (number in millions)	5.2	-	7.7	2.6
Share repurchases - average price per share in U.S. dollars	\$116.15	-	\$105.01	\$78.37

In October 2021, the Company repurchased approximately \$450 million of its common shares under its NCIB (see note 20).

Decisions regarding any future repurchases will depend on factors, such as market conditions, share price, and other opportunities to invest capital for growth. The Company may elect to suspend or discontinue its share repurchases at any time, in accordance with applicable laws. From time to time when the Company does not possess material nonpublic information about itself or its securities, it may enter into a pre-defined plan with its broker to allow for the repurchase of shares at times when the Company ordinarily would not be active in the market due to its own internal trading blackout periods, insider trading rules or otherwise. Any such plans entered into with the Company's broker will be adopted in accordance with applicable Canadian securities laws and the requirements of Rule 10b5-1 under the U.S. Securities Exchange Act of 1934, as amended. The Company entered into such a plan with its broker on September 27, 2021. As a result, the Company recorded a \$480 million liability in "Other financial liabilities" within current liabilities at September 30, 2021 with a corresponding amount recorded in equity in the consolidated statement of financial position (December 31, 2020—\$200 million).

## Dividends

Dividends on common shares are declared in U.S. dollars. In the consolidated statement of cash flow, dividends paid on common shares are shown net of amounts reinvested in the Company under its dividend reinvestment plan. Details of dividends declared per common share and dividends paid on common shares are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Dividends declared per common share	\$0.405	\$0.380	\$1.215	\$1.140
Dividends declared	200	189	600	565
Dividends reinvested	(6)	(6)	(18)	(18)
Dividends paid	194	183	582	547

### Note 16: Supplemental Cash Flow Information

Details of "Other" in the consolidated statement of cash flow are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Non-cash employee benefit charges	37	40	115	124
Net gains on foreign exchange and derivative financial instruments	(33)	(1)	(30)	(34)
Net losses on disposals of businesses and investments	3	-	(5)	1
Revaluation of Refinitiv warrants (see note 11)	-	(46)	(9)	(47)
Fair value adjustments (see note 5)	(8)	3	(6)	(17)
Other	(6)	(6)	(9)	(43)
	(7)	(10)	56	(16)

Details of "Changes in working capital and other items" are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Trade and other receivables	72	57	174	122
Prepaid expenses and other current assets	8	27	7	19
Other financial assets	(8)	(12)	10	29
Payables, accruals and provisions	128	(9)	(47)	(284)
Deferred revenue	(53)	32	4	(22)
Other financial liabilities	7	12	(11)	(29)
Income taxes <sup>(1)</sup>	(51)	(3)	809	59
Other	(2)	(1)	(45)	(41)
	101	103	901	(147)

(1) The nine months ended September 30, 2021 reflects current tax liabilities that were recorded on the LSEG transaction and subsequent sale of LSEG shares (see note 8), for which the tax payments are included in investing activities.

Details of income taxes paid are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Operating activities - continuing operations	(42)	(11)	(143)	(47)
Operating activities - discontinued operations	-	-	(2)	2
Investing activities - continuing operations	(218)	-	(662)	-
Investing activities - discontinued operations <sup>(1)</sup>	-	-	(42)	-
Total income taxes paid	(260)	(11)	(849)	(45)

(1) Reflects payments made to HMRC (see note 18).



In the nine months ending September 30, 2021, the Company paid \$348 million related to notices of assessment under the Diverted Profit Tax regime. Of this amount, \$78 million was paid directly to HMRC and \$270 million was paid to LSEG under an indemnity arrangement that related to businesses the Company sold to LSEG. LSEG will remit the payments it received under the indemnity to HMRC on the Company's behalf. The payments made directly to HMRC were included as income taxes paid in the consolidated statement of cash flow. The payments made to LSEG were presented in operating and investing activities from discontinued operations in the consolidated statement of cash flow and were not included as taxes paid. See note 18.

### Note 17: Acquisitions

Acquisitions primarily comprise the purchase of businesses that are integrated into existing operations to broaden the Company's range of offerings to customers as well as its presence in global markets. The results of acquired businesses are included in the consolidated financial statements from the date of acquisition. Acquisitions also include investments in equity method investments and asset acquisitions.

#### Acquisitions activity

The number of acquisitions completed, and the related total consideration were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Number of transactions</b>				
Businesses acquired	-	1	-	2
Asset acquisitions	1	-	1	-
	1	1	1	2
	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Total consideration</b>				
Business acquired	-	45	-	166
Less: Cash acquired	-	(3)	-	(4)
Business acquired, net of cash	-	42	-	162
Investments in businesses	-	1	-	1
Asset acquisitions <sup>(1)</sup>	2	-	2	-
Contingent consideration payments	-	-	3	2
	2	43	5	165

(1) Acquisition of an intangible asset for \$23 million, of which \$2 million was paid in cash and \$21 million was recorded primarily as a long-term liability.

The following provides a brief description of the acquisitions completed during the nine months ended September 30, 2020:

Date	Company	Acquiring Segment	Description
March 2020	Pondera Solutions	Legal Professionals	A provider of technology and advanced analytics to combat fraud, waste and abuse in healthcare and large government programs.
August 2020	CaseLines	Legal Professionals	A provider of a cloud-based, evidence sharing platform that allows courts, law enforcement, prosecutors and legal practitioners to digitally collaborate, share and participate in virtual and physical court proceedings.

*Purchase price allocation*

Purchase price allocations related to certain acquisitions may be subject to adjustment pending completion of final valuations. The details of net assets acquired were as follows:

	Three months ended September 30,	Nine months ended September 30,
	2020	2020
Cash and cash equivalents	3	4
Trade receivables	1	4
Prepaid expenses and other current assets	1	1
Current assets	5	9
Computer software	9	25
Other identifiable intangible assets	5	11
<b>Total assets</b>	<b>19</b>	<b>45</b>
Payables and accruals	(4)	(6)
Deferred revenue	(5)	(6)
Other financial liabilities	-	(2)
Current liabilities	(9)	(14)
Provisions and other non-current liabilities	-	(1)
Deferred tax	(3)	(6)
<b>Total liabilities</b>	<b>(12)</b>	<b>(21)</b>
Net assets acquired	7	24
Goodwill	38	142
<b>Total</b>	<b>45</b>	<b>166</b>

The excess of the purchase price over the net assets acquired was recorded as goodwill and reflects synergies and the value of the acquired workforce. The majority of goodwill for the acquisitions completed in 2020 are not expected to be deductible for tax purposes.

The acquisition transactions were completed by acquiring all equity interests of the acquired business.

*Other*

The revenues and operating profit of the acquired businesses since the date of acquisition were not material to the Company's results of operations.

**Note 18: Contingencies****Lawsuits and legal claims**

The Company is engaged in various legal proceedings, claims, audits and investigations that have arisen in the ordinary course of business. These matters include, but are not limited to, employment matters, commercial matters, defamation claims and intellectual property infringement claims. The outcome of all of the matters against the Company is subject to future resolution, including the uncertainties of litigation. Based on information currently known to the Company and after consultation with outside legal counsel, management believes that the ultimate resolution of any such matters, individually or in the aggregate, will not have a material adverse impact on the Company's financial condition taken as a whole.

**Uncertain tax positions**

The Company is subject to taxation in numerous jurisdictions and is routinely under audit by many different taxing authorities in the ordinary course of business. There are many transactions and calculations during the course of business for which the ultimate tax determination is uncertain, as taxing authorities may challenge some of the Company's positions and propose adjustments or changes to its tax filings.

As a result, the Company maintains provisions for uncertain tax positions that it believes appropriately reflect its risk. These provisions are made using the Company's best estimates of the amount expected to be paid based on a qualitative assessment of all relevant factors. When appropriate, the Company performs an expected value calculation to determine its provisions. The Company reviews the adequacy of these provisions at the end of each reporting period and adjusts them based on changing facts and circumstances. Due to the uncertainty associated with tax audits, it is possible that at some future date, liabilities resulting from such audits or related litigation could vary significantly from the Company's provisions. However, based on currently enacted legislation, information currently known by the Company and after consultation with outside tax advisors, management believes that the ultimate resolution of any such matters, individually or in the aggregate, will not have a material adverse impact on the Company's financial condition taken as a whole.

In February 2018, the U.K. tax authority, HM Revenue & Customs ("HMRC"), issued notices of assessment under the Diverted Profits Tax ("DPT") regime for the 2015 taxation year of certain of the Company's current and former U.K. affiliates. The Company paid \$31 million in tax, as required under the notices. As management does not believe that these U.K. affiliates fall within the scope of the DPT regime, the Company appealed these assessments in July 2019 to obtain a refund. In February 2021, HMRC issued DPT notices for the 2016 taxation year aggregating \$87 million, which the Company paid in March 2021, as required under the notices. In August 2021, HMRC issued DPT notices for the 2018 taxation year aggregating \$261 million, which the Company paid in September 2021. In addition, based on recent discussions with HMRC, management believes it is reasonably possible that HMRC may issue similar notices in the next three months for another taxation year for as much as \$80 million. These outstanding and expected assessments largely relate to businesses that the Company has sold. Certain of the assessments are subject to indemnity arrangements under which the Company has been or will be required to pay additional taxes to HMRC, including those attributable to the indemnity counterparty. The Company is vigorously defending its position and intends to continue contesting the outstanding and expected assessments through all available administrative and judicial remedies. Any payments made by the Company are not a reflection of its view on the merits of the case. Because management believes that its position is supported by the weight of law, it does not believe that the resolution of this matter will have a material adverse effect on the Company's financial condition taken as a whole. As a result, the Company has recorded substantially all of these payments as non-current receivables from HMRC and the indemnity counterparty on its financial statements since the Company expects to receive refunds of substantially all of the aggregate amount paid pursuant to these notices of assessment. The Company expects that its existing sources of liquidity will be sufficient to fund any future required payments.

#### **Note 19: Related Party Transactions**

As of September 30, 2021, the Company's principal shareholder, The Woodbridge Company Limited, beneficially owned approximately 67% of the Company's common shares.

In March 2021, the Company received proceeds of \$994 million related to the sale of LSEG shares. This amount was distributed to the Company by YPL, an entity jointly owned by Thomson Reuters, Blackstone's consortium and certain current LSEG and former members of Refinitiv senior management. YPL is an equity method investment of the Company. In June 2021, the Company received a dividend of \$51 million from YPL, reflecting the Company's portion of dividends paid by LSEG (see notes 8 and 20).

In September 2021, the Company redeemed its ownership interest in an equity method investment and received proceeds of \$13 million.

Except for the above transactions, there were no new significant related party transactions during the first nine months of 2021. Refer to "Related party transactions" disclosed in note 31 of the Company's consolidated financial statements for the year ended December 31, 2020, which are included in the Company's 2020 annual report, for information regarding related party transactions.

#### **Note 20: Subsequent Events**

##### **Share Repurchases**

In October 2021, the Company repurchased approximately \$450 million of its common shares under its NCIB.

##### **Dividends Received**

In October 2021, the Company received an additional dividend of \$24 million from YPL related to its portion of dividends paid by LSEG.

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