

MANAGEMENT'S DISCUSSION AND ANALYSIS

ORGANIZATION OF MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

PART 1 – OUR BUSINESS AND STRATEGY		Private Equity	82
Overview	25	Real Estate	86
PART 2 – REVIEW OF CONSOLIDATED FINANCIAL RESULTS		Corporate Activities	88
Overview	43	PART 4 – CAPITALIZATION AND LIQUIDITY	
Income Statement Analysis	44	Capitalization	90
Balance Sheet Analysis	50	Liquidity	94
Consolidation and Fair Value Accounting	55	Review of Consolidated Statement of Cash Flows ..	96
Foreign Currency Translation	57	Contractual Obligations	97
Corporate Dividends	58	Exposures to Selected Financial Information	98
Summary of Quarterly Results	59	PART 5 – ACCOUNTING POLICIES AND INTERNAL CONTROLS	
PART 3 – OPERATING SEGMENT RESULTS		Accounting Policies, Estimates and Judgments	99
Basis of Presentation	61	Management Representations and Internal Controls	107
Summary of Results by Operating Segment	62	Related Party Transactions	107
Asset Management	64	PART 6 – BUSINESS ENVIRONMENT AND RISKS	108
Insurance Solutions	71	GLOSSARY OF TERMS	135
Renewable Power and Transition	74		
Infrastructure	78		

"Brookfield," the "company," "we," "us" or "our" refers to Brookfield Corporation and its consolidated subsidiaries. The "Corporation" is comprised of ownership interests in our Asset Management, Insurance Solutions and Operating Businesses. Our Asset Management business includes Brookfield Asset Management ULC ("BAM") and our direct investments into and alongside private funds managed by BAM. Our Insurance Solutions business is via our equity accounted investment in Brookfield Reinsurance Ltd., a separate issuer. Our "Operating Businesses" include Brookfield Renewable Partners L.P., Brookfield Infrastructure Partners L.P. and Brookfield Business Partners L.P., which are separate issuers included within our Renewable Power and Transition, Infrastructure and Private Equity segments, respectively, and issuers in the Brookfield Property Group, which are included in our Real Estate segment. Additional discussion of their businesses and results can be found in their public filings. We use "private funds" to refer to the real estate funds, transition funds, infrastructure funds, private equity funds, and credit funds of our Asset Management business. Our other businesses include our corporate activities.

Please refer to the Glossary of Terms beginning on page 135 which defines our key performance measures that we use to measure our business.

Additional information about the company, including our Annual Information Form, is available on our website at www.brookfield.com, on the Canadian Securities Administrators' website at www.sedarplus.ca and on the EDGAR section of the U.S. Securities and Exchange Commission's ("SEC") website at www.sec.gov/edgar.

We are incorporated in Ontario, Canada, and qualify as an eligible Canadian issuer under the Multijurisdictional Disclosure System and as a "foreign private issuer" as such term is defined in Rule 405 under the U.S. Securities Act of 1933, as amended, and Rule 3b-4 under the U.S. Securities Exchange Act of 1934, as amended. As a result, we comply with U.S. continuous reporting requirements by filing our Canadian disclosure documents with the SEC; our annual report is filed under Form 40-F and we furnish our quarterly interim reports under Form 6-K.

Information contained in or otherwise accessible through the websites mentioned throughout this report does not form part of this report. All references in this report to websites are inactive textual references and are not incorporated by reference. Any other reports of the company referred to herein are not incorporated by reference unless explicitly stated otherwise.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

This Report contains “forward-looking information” within the meaning of Canadian provincial securities laws and “forward-looking statements” within the meaning of the U.S. Securities Act of 1933, the U.S. Securities Exchange Act of 1934, “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995 and in any applicable Canadian securities regulations (collectively, “forward-looking statements”). Forward-looking statements include statements that are predictive in nature, depend upon or refer to future results, events or conditions, and include, but are not limited to, statements which reflect management’s current estimates, beliefs and assumptions regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies, capital management and outlook of Brookfield, as well as the outlook for North American and international economies for the current fiscal year and subsequent periods, and which are in turn based on our experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. The estimates, beliefs and assumptions of Brookfield Corporation are inherently subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events and as such, are subject to change. Forward-looking statements are typically identified by words such as “expect”, “anticipate”, “believe”, “foresee”, “could”, “estimate”, “goal”, “intend”, “plan”, “seek”, “strive”, “will”, “may” and “should” and similar expressions. In particular, the forward-looking statements contained in this Report include statements referring to future results, performance, achievements, prospects or opportunities of Brookfield Corporation or the Canadian, U.S. or international markets, the impact of current market or economic conditions on our businesses, the future state of the economy or the securities market, the anticipated allocation and deployment of our capital, our liquidity and ability to access and raise capital, our fundraising targets, our target growth objectives, the impact of acquisitions and dispositions on our business, including the AEL acquisition and its anticipated closing timeline and expected impact on our business.

Although Brookfield Corporation believes that such forward-looking statements are based upon reasonable estimates, beliefs and assumptions, actual results may differ materially from the forward-looking statements.

Factors that could cause actual results to differ materially from those contemplated or implied by forward-looking statements include, but are not limited to: (i) returns that are lower than target; (ii) the impact or unanticipated impact of general economic, political and market factors in the countries in which we do business; (iii) the behavior of financial markets, including fluctuations in interest and foreign exchange rates and heightened inflationary pressures; (iv) global equity and capital markets and the availability of equity and debt financing and refinancing within these markets; (v) strategic actions including acquisitions and dispositions; the ability to complete and effectively integrate acquisitions into existing operations and the ability to attain expected benefits; (vi) changes in accounting policies and methods used to report financial condition (including uncertainties associated with critical accounting assumptions and estimates); (vii) the ability to appropriately manage human capital; (viii) the effect of applying future accounting changes; (ix) business competition; (x) operational and reputational risks; (xi) technological change; (xii) changes in government regulation and legislation within the countries in which we operate; (xiii) governmental investigations and sanctions; (xiv) litigation; (xv) changes in tax laws; (xvi) ability to collect amounts owed; (xvii) catastrophic events, such as earthquakes, hurricanes and epidemics/pandemics; (xviii) the possible impact of international conflicts and other developments including terrorist acts and cyberterrorism; (xix) the introduction, withdrawal, success and timing of business initiatives and strategies; (xx) the failure of effective disclosure controls and procedures and internal controls over financial reporting and other risks; (xxi) health, safety and environmental risks; (xxii) the maintenance of adequate insurance coverage; (xxiii) the existence of information barriers between certain businesses within our asset management operations; (xxiv) risks specific to our business segments including Asset Management, Insurance Solutions, Renewable Power and Transition, Infrastructure, Private Equity, Real Estate and other alternatives, including credit; and (xxv) factors detailed from time to time in our documents filed with the securities regulators in Canada and the United States.

We caution that the foregoing list of important factors that may affect future results is not exhaustive and other factors could also adversely affect future results. Readers are urged to consider these risks, as well as other uncertainties, factors and assumptions carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements, which are based only on information available to us as of the date of this Report. Except as required by law, Brookfield Corporation undertakes no obligation to publicly update or revise any forward-looking statements, whether written or oral, that may be as a result of new information, future events or otherwise.

Past performance is not indicative nor a guarantee of future results. There can be no assurance that comparable results will be achieved in the future, that future investments will be similar to historic investments discussed herein, that targeted returns, growth objectives, diversification or asset allocations will be met or that an investment strategy or investment objectives will be achieved (because of economic conditions, the availability of appropriate opportunities or otherwise).

Target returns and growth objectives set forth in this Report are for illustrative and informational purposes only and have been presented based on various assumptions made by Brookfield Corporation in relation to the investment strategies being pursued, any of which may prove to be incorrect. There can be no assurance that targeted returns or growth objectives will be achieved. Due to various risks, uncertainties and changes (including changes in economic, operational, political or other circumstances) beyond Brookfield Corporation's control, the actual performance of the business could differ materially from the target returns and growth objectives set forth herein. In addition, industry experts may disagree with the assumptions used in presenting the target returns and growth objectives. No assurance, representation or warranty is made by any person that the target returns or growth objectives will be achieved, and undue reliance should not be put on them. Prior performance is not indicative of future results and there can be no guarantee that Brookfield Corporation will achieve the target returns or growth objectives or be able to avoid losses.

Certain of the information contained herein is based on or derived from information provided by independent third-party sources. While Brookfield Corporation believes that such information is accurate as of the date it was produced and that the sources from which such information has been obtained are reliable, Brookfield Corporation makes no representation or warranty, express or implied, with respect to the accuracy, reasonableness or completeness of any of the information or the assumptions on which such information is based, contained herein, including but not limited to, information obtained from third parties.

CAUTIONARY STATEMENT REGARDING THE USE OF NON-IFRS MEASURES

We disclose a number of financial measures in this Report that are calculated and presented using methodologies other than in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). We use these measures in managing the business, including for performance measurement, capital allocation and valuation purposes and believe that providing these performance measures on a supplemental basis to our IFRS results is helpful to investors in assessing the overall performance of our businesses. These financial measures should not be considered as the sole measure of our performance and should not be considered in isolation from, or as a substitute for, similar financial measures calculated in accordance with IFRS. We caution readers that these non-IFRS financial measures or other financial metrics may differ from the calculations disclosed by other businesses and, as a result, may not be comparable to similar measures presented by other issuers and entities. Reconciliations of these non-IFRS financial measures to the most directly comparable financial measures calculated and presented in accordance with IFRS, where applicable, are included within this Report. Please refer to our Glossary of Terms beginning on page 135 for all non-IFRS measures.

PART 1

OUR BUSINESS AND STRATEGY

Overview

Competitive
Advantages

Investment
Cycle

Liquidity and
Capital Resources

Risk
Management

Sustainability

OVERVIEW

We are a leading global investment firm focused on building long-term wealth for institutions and individuals around the world. We have one of the largest pools of discretionary capital globally, which is deployed across our three core businesses—Asset Management, Insurance Solutions, and our Operating Businesses. Through our core businesses, we invest in real assets that form the backbone of the global economy to deliver strong risk-adjusted returns to our stakeholders. Over the long term, we are focused on delivering 15%+ annualized returns to shareholders.

With a 100+ year heritage as an owner and operator of real assets, we have a proven track record of deploying capital to build market leading businesses that generate attractive long-term total returns. The cash flows generated from our businesses are generally underpinned by stable, inflation-linked, largely contracted, and growing revenue streams with high cash margins. At the center of our success is the Brookfield Ecosystem, which is based on the fundamental principle that each group within Brookfield benefits from being part of the broader organization. We leverage our global presence, the synergies of our businesses and large-scale, flexible capital to achieve strong returns across market cycles.

As a proven value investor, we remain focused on allocating the distributions we receive from our businesses to enhance value for our shareholders. We will continue to deploy the substantial free cash flows we receive towards supporting the growth of our three businesses, new strategic opportunities, and share buybacks. Our conservatively managed balance sheet, extensive operational experience, and global sourcing networks allow us to consistently access unique opportunities.

Our scale, stability, and diversification create a differentiated business model, positioning us well as a partner of choice for the global buildout of infrastructure, the transition to a sustainable energy future, and take-private opportunities. We expect the flexibility of our capital and reputation as a good partner to create a significant proprietary pipeline of opportunities.

Sound sustainability principles are integral to building resilient businesses and creating long term value for our investors and other stakeholders. As a result, we embed these principles into all our activities—including our investment process—and conduct our business in a sustainable and ethical manner. An emphasis on diversity and inclusion reinforces our culture of collaboration. It strengthens our ability to develop our people and maintain an engaged workforce focused on serving as a trusted partner and first-choice provider of investment solutions.

✓ Investment Focus

We invest in a global and diverse portfolio of high-quality assets and businesses that are predominantly long-term or perpetual in nature and have the following attributes:

- stable, largely contracted or inflation-linked, and growing revenues
- ability to drive outsized financial returns through operational excellence
- highly cash-generative
- high barriers to entry with a market leading position
- offer continuous deployment opportunities

✓ Focused Investment Strategies

We invest where we can bring our competitive advantages to bear, leveraging our global presence, deep operating expertise, and large-scale, flexible capital to achieve strong returns across market cycles.

✓ Proven Capital Allocator

We are a value investor with a track record of delivering 15%+ annualized returns to shareholders for over 30 years, supported by our deep investment and operational expertise.

✓ Disciplined Financing Approach

We take a conservative approach to the use of leverage, ensuring that we can preserve capital across business cycles. Underlying investments are typically funded at investment-grade levels on a standalone and non-recourse basis, providing us with a stable capitalization. Only 5% of the total leverage¹ reported in our consolidated financial statements has recourse to the Corporation.

✓ Sustainability

We are committed to ensuring that the businesses we invest in are set up for long-term success, and we seek to have a positive impact on the environment and the communities in which we operate.

We calculate the value of Brookfield Corporation as the capital we have in our three core businesses—Asset Management, Insurance Solutions, and Operating Businesses. Our financial returns are represented by capital appreciation and distributions from our businesses. The primary performance measure that we use to evaluate the performance of our business is distributable earnings (“DE”)¹.

ASSET MANAGEMENT

Our **Asset Management business** is one of the leading global alternative asset managers, with over \$900 billion of assets under management (“AUM”)¹ as at December 31, 2023 across infrastructure, renewable power and transition, real estate, private equity and credit. The business invests client capital for the long term with a focus on real assets and essential service businesses that form the backbone of the global economy. The business draws on our heritage as an owner and operator to invest for value and generate strong returns for clients, across economic cycles. Our clients include some of the world’s largest institutional investors, including sovereign wealth funds, pension plans, endowments, foundations, financial institutions, insurance companies, and individual investors.

Within each investment vertical, our business manages capital in a variety of products that broadly fall into one of three categories: i) long-term private funds, ii) perpetual strategies and iii) liquid strategies¹. Products within these three strategies have similar base management fee¹ and carried interest¹ or performance fee¹ drivers.

Our capital in this business is via our 75% ownership interest in Brookfield Asset Management ULC (“BAM”)¹ for which we receive quarterly distributions, our carried interest, as well as our direct investments into and alongside private funds managed by BAM. Our direct investments are primarily comprised of capital invested in flagship real estate private funds which own high-quality assets and portfolios with operational upside (“LP Investments”) across logistics, multifamily, hospitality, office, retail, triple net lease, self-storage, student housing and the manufactured housing sectors. We also invest directly in certain private equity and credit funds.

INSURANCE SOLUTIONS

Our **Insurance Solutions business**, via our equity accounted investment in Brookfield Reinsurance Ltd. (“BNRE”)¹, is a leading capital solutions business providing insurance and reinsurance services to individuals and institutions. Through operating subsidiaries, the business offers a broad range of insurance products and services, including life insurance and annuities, and personal and commercial property and casualty insurance. The business seeks to generate attractive risk-adjusted returns on equity over the long term by investing predominantly in credit products to earn an investment return that exceeds its cost of liabilities.

1. See definition in Glossary of Terms beginning on page 135.

As at the end of 2023, our insurance assets increased to approximately \$60 billion, with the close of Argo Group and the origination of new annuity policies, and annualized earnings in this business were \$940 million. With the closing of AEL expected shortly, our insurance solutions business will grow to over \$100 billion of assets and \$1.3 billion of annualized earnings. It is expected that the capital base of this business will be vastly greater in the future, achieved through internal growth as well as through the addition of new capital from the Corporation.

Our Asset Management business acts as the investment manager of most of the assets of our Insurance Solutions business.

OPERATING BUSINESSES

We have \$42.1 billion of capital on a blended basis in our Operating Businesses as a result of our history as an owner and operator of real assets. This capital generates attractive financial returns and provides important financial stability and flexibility to the Corporation.

Renewable Power and Transition, Infrastructure, and Private Equity

Our investments in Renewable Power and Transition, Infrastructure, and Private Equity serve as publicly listed permanent capital vehicles that also act as our primary vehicles for making commitments to the private funds of our asset management business, providing each with a strong pipeline for growth. Each of these businesses share key characteristics—highly diversified by sector and geography, generating stable and often inflation-linked revenue streams, high cash margins, market leading positions, high barriers to entry and opportunities to invest additional capital to enhance returns—all of which enable us to generate very attractive risk-adjusted returns on our capital.

Our **Renewable Power and Transition business** owns diverse and high-quality assets across multiple continents and technologies including hydroelectric, wind, utility-scale solar, and distributed energy and sustainable solutions investments. Our capital in this business is primarily via our 45% ownership interest in Brookfield Renewable Partners (“BEP”)¹ for which we receive quarterly distributions. We also enter into energy contracts, which are our contractual arrangements with BEP to purchase power generated by certain North American hydro assets at a fixed price that is then resold on a contracted or uncontracted basis.

Our **Infrastructure business** is one of the world’s largest infrastructure investors and owns and operates assets across the utilities, transport, midstream and data sectors. Our capital in this business is via our 26% ownership interest in Brookfield Infrastructure Partners (“BIP”)¹ for which we receive quarterly distributions.

Our **Private Equity business** focuses on owning and operating high-quality businesses that provide essential products and services, and are resilient through market cycles. Our capital in this business is via our 66% ownership interest in Brookfield Business Partners (“BBU”)¹ for which we receive quarterly distributions. The cash distributions reflect BBU’s policy of paying a modest distribution and reinvesting the majority of its FFO back into its businesses to further enhance value.

Real Estate

Our **Real Estate business** is a diversified global real estate portfolio that owns and operates premier office, dominant retail, luxury urban retail and hotels, and multi and single-family residential properties in some of the best locations around the world and has a history of strong performance over long periods of time and through economic cycles.

Our capital in this business is via our 100% ownership stake in Brookfield Property Group (“BPG”)¹, which today consists of an irreplaceable portfolio of premier properties in global gateway cities (“core”), and a portfolio designed to maximize returns through a development or buy-fix-sell strategy (“transitional and development”), including our capital invested in our North American residential business.

Refer to Parts 2 and 3 of this MD&A for more information on our operations and performance.

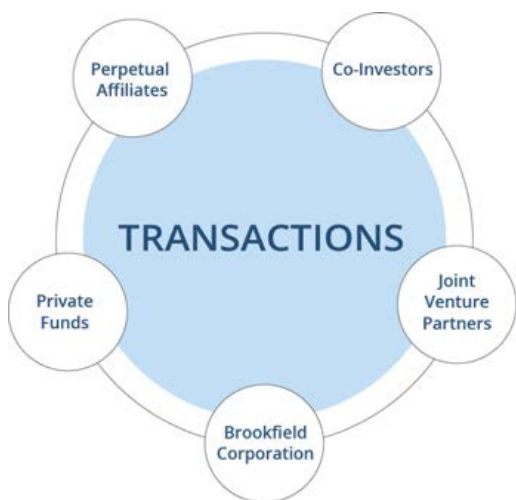
1. See definition in Glossary of Terms beginning on page 135.

COMPETITIVE ADVANTAGES

At the center of our success is the Brookfield Ecosystem, which is based on the fundamental principle that each group within Brookfield benefits from being part of the broader organization. We have three distinct competitive advantages that enable us to consistently identify and acquire high-quality assets and create significant value in the assets that we own and operate. We leverage our global presence, the synergies of our businesses and large-scale, flexible capital to achieve strong returns across market cycles.

SIGNIFICANT & PERPETUAL CAPITAL BASE

We have invested capital¹ of \$149 billion and a stable and growing annual free cash flow of approximately \$5 billion. The access to significant resources has enabled us to (1) pursue highly accretive growth, (2) accelerate the growth of our asset management business, and (3) build and grow new businesses.



GLOBAL REACH

We operate in more than 30 countries on five continents around the world.

We have incubated, built, and launched market leading businesses over the past 30 years, each of which has reached global scale and enables the Corporation to pursue acquisition or growth of the next market leader. Our existing relationships and reputation as a superior partner are true differentiators and have increasingly positioned us as the capital solutions provider of choice for major global brands. We expect to leverage our resources and reputation to continue to seek opportunities that will provide total returns of over 15%+ a year over the long-term.

SYNERGIES ACROSS STRATEGIES

We believe that separation of business activities achieves efficient capital structures and focused growth opportunities and collaboration achieves higher returns and better outcomes for all of our market leading businesses. The Corporation and its market leading businesses are strategically aligned for all of them to perform and deliver strong results for stakeholders.

The collaboration between the 2,400+ investment and asset management professionals in our asset management business and approximately 240,000 operating employees located in over 30 countries on five continents, provides Brookfield with deep investment and operating expertise across several sectors and industries, global reach and unique access to proprietary investment opportunities. The complementary skill sets of our people position us to manage operational risk, achieve operating efficiencies and enhance returns.

1. See definition in Glossary of Terms beginning on page 135.

INVESTMENT CYCLE

Identify and Acquire High-Quality Assets

We follow a value-based approach to investing and allocating capital. We believe that our disciplined approach, global reach and our operating expertise enable us to identify a wide range of potential opportunities, and allow us to invest at attractive valuations and generate superior risk-adjusted returns. We also leverage our considerable expertise in executing recapitalizations, operational turnarounds and large development and capital projects, providing additional opportunities to deploy capital.

Secure Long-Term Financing

We finance our operations predominantly on a long-term, investment-grade basis, and most of our capital consists of equity and standalone asset-by-asset financing with minimal recourse to other parts of the organization. We utilize relatively modest levels of corporate debt to provide operational flexibility and optimize returns. This provides us with considerable stability, improves our ability to withstand financial downturns and enables our management teams to focus on operations and other growth initiatives.

Enhance Value and Cash Flows Through Operating Expertise

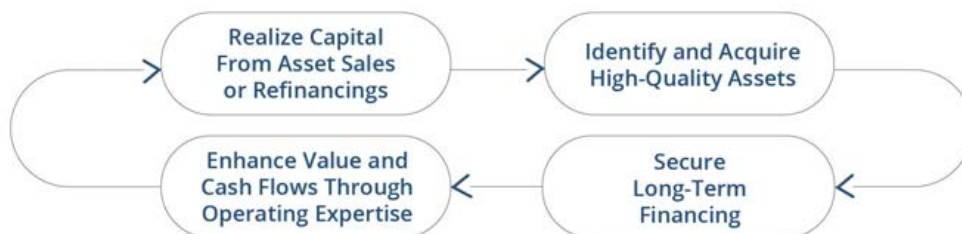
Our strong, time-tested operating capabilities enable us to increase the value of the assets within our businesses and the cash flows they produce, and they help to protect capital in adverse conditions. Our operating expertise, development capabilities and effective financing can help ensure that an investment's full value creation potential is realized, which we believe is one of our most important competitive advantages.

Realize Capital from Asset Sales or Refinancings

We actively monitor opportunities to sell or refinance assets to generate proceeds; in the limited life funds of our Asset Management business that capital is returned to investors, and in the case of perpetual funds, we then redeploy the capital to enhance returns. In many cases, returning capital from private funds completes the investment process, locks in investor returns and gives rise to performance income.

Our Operating Cycle Leads to Value Creation

We create value from earning robust returns on our investments that compound over time and grow the fee-bearing capital of our Asset Management business. By generating value for our investors and shareholders, we increase fees and carried interest received in our Asset Management business, and grow cash flows that compound value in our invested capital.



LIQUIDITY AND CAPITAL RESOURCES

The Corporation has \$4.5 billion of core liquidity¹, inclusive of our proportionate share of liquidity of our asset management business, and \$122 billion of deployable capital¹ on a group basis as at December 31, 2023. We manage our liquidity and capitalization on a group-wide basis, which we organize into three principal tiers:

- i) The Corporation:
 - Strong levels of liquidity are maintained to support growth and ongoing operations.
 - Capitalization consists of a large common equity base, supplemented with perpetual preferred shares, long-dated corporate bonds and, from time to time, draws on our corporate credit facilities.
 - Negligible guarantees are provided on the financial obligations of perpetual affiliates and managed funds.
 - High levels of cash flows are available after payment of common share dividends.
- ii) Our perpetual affiliates (BEP/BEPC, BIP/BIPC, BBU/BBUC and BPG):
 - Strong levels of liquidity are maintained at each of the perpetual affiliates to support their growth and ongoing operations.
 - Perpetual affiliates are intended to be self-funding with stable capitalization through market cycles.
 - Financial obligations have no recourse to the Corporation.
- iii) Our asset management business' funds or directly held investments:
 - Each underlying investment (whether held directly or within a perpetual affiliate) is typically funded on a standalone basis.
 - Fund level borrowings are generally limited to subscription facilities backed by the capital commitments to the fund.
 - Financial obligations have no recourse to the Corporation.

APPROACH TO CAPITALIZATION

We maintain a prudent level of long-dated capitalization in the form of common equity, perpetual preferred shares and corporate bonds, which provides a very stable capital structure. In addition, we maintain appropriate levels of liquidity throughout the organization to fund operating, development and investment activities as well as unforeseen requirements.

A key element of our capital strategy is to maintain significant liquidity at the corporate level, primarily in the form of cash, financial assets and undrawn credit lines.

Within our perpetual affiliates and asset management business, we strive to:

- Ensure our perpetual affiliates can finance their operations on a standalone basis without recourse to or reliance on the Corporation.
- Structure borrowings and other financial obligations associated with assets or portfolio companies to provide a stable capitalization at levels that are attractive to investors, are sustainable on a long-term basis and can withstand business cycles.
- Ensure the vast majority of this debt is at investment-grade levels; however, periodically, we may borrow at sub-investment grade levels in certain parts of our business where the borrowings are carefully structured and monitored.
- Provide recourse only to the specific businesses or assets being financed, without cross-collateralization or parental guarantees.
- Match the duration of our debt to the underlying leases or contracts and match the currency of our debt to that of the assets such that our remaining exposure is on the net equity of the investment.

1. See definition in Glossary of Terms beginning on page 135.

As at December 31, 2023, only \$12 billion of long-term debt has recourse to the Corporation. The remaining debt on our consolidated balance sheet is held within managed entities and has no recourse to the Corporation but is consolidated under IFRS.

LIQUIDITY

- The Corporation has very few capital requirements. Nevertheless, we maintain significant liquidity (\$4.5 billion in the form of corporate cash and financial assets and undrawn credit facilities as at December 31, 2023) at the corporate level to further enable the growth of the broader business. This does not include our ability to issue debt or sell our liquid securities at the Corporation to replenish our liquidity.
- On a group basis, as at December 31, 2023 we have approximately \$122 billion of deployable capital, which includes corporate liquidity, perpetual affiliate liquidity and uncalled private fund commitments. Uncalled private fund commitments include third-party commitments available for drawdown in the private funds of our asset management business.

AS AT DEC. 31, 2023 (MILLIONS)	Corporate Liquidity	Deployable Capital
Cash and financial assets, net	\$ 2,013	\$ 29,161
Undrawn committed credit facilities	2,533	9,009
Core liquidity	4,546	38,170
Third-party uncalled private fund commitments	—	84,233
Total liquidity	\$ 4,546	\$ 122,403

CAPITAL MANAGEMENT

We utilize a metric we call the Corporation's Capital to manage the business in a number of ways, including operating performance, value creation, credit metrics and capital efficiency. The performance of the Corporation's Capital is closely tracked and monitored by the company's key management personnel and evaluated against management's objectives. The primary goal of the company is to earn a 15%+ return compounded over the long term while always maintaining significant liquidity to support ongoing operations.

The Corporation's Capital consists of the capital invested in its asset management activities, including investments in entities that it manages, its corporate investments that are held outside of managed entities and its net working capital, and is computed as follows:

AS AT DEC. 31 (MILLIONS)	2023	2022
Cash and cash equivalents	\$ 134	\$ 1,282
Other financial assets	4,004	6,870
Common equity in managed investments	53,523	49,391
Other assets and liabilities of the Corporation	506	(2,170)
Corporation's Capital	\$ 58,167	\$ 55,373

The Corporation's Capital is funded with common equity, preferred equity and corporate borrowings issued by the Corporation.

AS AT DEC. 31 (MILLIONS)	2023	2022
Common equity	\$ 41,674	\$ 39,608
Preferred shares	4,103	4,145
Non-controlling interest	230	230
Corporate borrowings	12,160	11,390
Corporation's Capital	\$ 58,167	\$ 55,373

We maintain a prudent level of capitalization at the Corporation with 80% of our book capitalization in the form of common and preferred equity. Consistent with our conservative approach, our corporate borrowings represent only 20% of our corporate book capitalization and equate to just 5% of our consolidated debt.

The remaining 95% of our consolidated debt is non-recourse and is held within managed entities and has virtually no cross-collateralization or parental guarantees by the Corporation.

The following table presents our total capitalization on a corporate and consolidated basis. Total capitalization also includes amounts payable under long-term incentive plans, deferred tax liabilities and other working capital balances:

AS AT DEC. 31 (MILLIONS)	Corporate		Consolidated	
	2023	2022	2023	2022
Corporate borrowings	\$ 12,160	\$ 11,390	\$ 12,160	\$ 11,390
Non-recourse borrowings				
Subsidiary borrowings	—	—	16,214	15,140
Property-specific borrowings	—	—	205,336	187,544
	12,160	11,390	233,710	214,074
Corporation's Capital, excluding corporate borrowings	46,007	43,983	46,007	43,983
Accounts payable, deferred taxes and other	3,476	6,097	210,378	183,227
Total capitalization	\$ 61,643	\$ 61,470	\$ 490,095	\$441,284
Debt to capitalization ¹	20%	19%	48%	49%

CASH FLOW GENERATION FROM OUR CAPITAL

Our Corporation's Capital generates significant, recurring cash flows at the corporate level, which may be used for (i) returning cash to shareholders; or (ii) reinvestment into the business. These cash flows are underpinned by:

- Distributions from our asset management business, which are supported by fee-related earnings¹ from predominantly long-term or perpetual contractual agreements.
- Insurance solutions operating earnings, which are backed by attractive returns earned on assets that are matched to corresponding predictable, long-duration insurance liabilities.
- Distributions from investments which are stable and backed by high-quality cash-generating real assets.

These cash flows are supplemented with carried interest and disposition gains on principal investments as we monetize mature investments and return capital to our investors.

1. See definition in Glossary of Terms beginning on page 135.

DE were \$4.8 billion for the year. The summary below presents DE on a historical basis which includes results for periods prior to the special distribution of a 25% interest in our asset management business. For comparability, we present DE on an adjusted basis at the bottom of this page, adjusting historical results for a 25% decrease in the DE from BAM in line with the impact of the special distribution.

FOR THE YEARS ENDED DEC. 31	2023	2022
Distributions from Asset Management business ¹	\$ 2,554	\$ 2,944
Insurance solutions operating earnings	740	388
Distributions from investments	1,462	1,534
Corporate activities	(465)	(454)
Preferred share dividends ²	(176)	(160)
	(641)	(614)
Add back: equity-based compensation costs	108	62
Distributable earnings before realizations	4,223	4,314
Realized carried interest, net ^{3,4}	570	555
Disposition gains from principal investments	13	360
Distributable earnings	\$ 4,806	\$ 5,229

1. Includes distributable earnings from Oaktree at our share.

2. Includes \$10 million (2022 – \$10 million) of dividends paid on perpetual subordinated notes for the year ended December 31, 2023.

3. Includes our share of Oaktree's distributable earnings attributable to realized carried interest.

4. See definition in Glossary of Terms beginning on page 135.

DE before realizations increased by 10% compared to the prior year, after adjusting for the special distribution of 25% of our asset management business in December 2022.

FOR THE YEARS ENDED DEC. 31	2023	2022
BAM distributable earnings before realizations	\$ 1,678	\$ 2,061
Less: adjustment for the special distribution	—	(489)
Adjusted BAM distributable earnings before realizations	1,678	1,572
Adjusted distributable earnings before realizations	\$ 4,223	\$ 3,825

RISK MANAGEMENT

FOCUS ON RISK CULTURE

Maintain an effective risk culture that aligns our business strategy and activities with our risk appetite

SHARED EXECUTION

Business and functional groups are primarily responsible for identifying and managing risks within their business

OVERSIGHT & COORDINATION

Consistent approach and practices across business and functional groups, with coordinated management of common risks

OUR APPROACH

Managing risk is an integral and critical part of our business. We have a well-established, proactive and disciplined risk management approach that is based on clear operating methods and a strong risk management culture. We ensure that we have the necessary capacity and resilience to respond to changing environments by evaluating both current and emerging risks. We adhere to a robust risk management framework and methodology that is designed to enable comprehensive and consistent management of risk across the organization. We use a thorough and integrated risk assessment process to identify and evaluate risk areas across the business, including human capital, climate change, liquidity, disruption, regulatory compliance and other strategic, financial, and operational risks. Management and mitigation approaches are tailored to the specific risk areas and executed by business and functional groups for their businesses and areas of responsibility, with appropriate coordination and oversight through monitoring and reporting processes.



FOCUS ON RISK CULTURE

A strong risk culture is the cornerstone of our risk management program: one that promotes measured and appropriate risk-taking, addresses current and emerging risks, and ensures employees conduct business with a long-term perspective and in a sustainable and ethical manner. This culture is reinforced by strong commitment and leadership from our senior executives, as well as the policies and practices we have implemented, including our compensation approach.

SHARED EXECUTION

Given the diversified and decentralized nature of our operations, we seek to ensure that risk is managed as close to its source as possible and by the management teams that have the most knowledge and expertise in the specific business or risk area. As such, business specific risks—such as health and safety, environmental and other operational risks—are generally managed at the operating business level, as the risks vary based on the nature of each business. At the same time, we monitor key risks organization-wide to ensure adequacy of risk management, adherence to applicable Brookfield policies, and sharing of best practices.

For risks that are more pervasive and correlated in their impact across the organization—such as liquidity, foreign exchange and interest rates or where we can bring specialized knowledge—we utilize a coordinated approach that is centralized amongst our corporate and business groups. Management of strategic, reputational and regulatory compliance risks are similarly coordinated to ensure consistent focus and implementation across the organization.

Oversight & Coordination

We have implemented strong governance practices to monitor and oversee our risk management program. Management committees bring together required expertise to manage key risk areas, ensuring appropriate application and coordination of risk management practices across our business and functional groups, and include the following:

- **Risk Management Steering Committee** – supports the overall corporate risk management program, and coordinates risk assessment and mitigation on an enterprise-wide basis
- **Investment Committees** – oversees the investment process and reviews and approves investment transactions
- **Conflicts Committee** – resolves potential conflict situations in the investment process and other corporate transactions
- **Financial Risk Oversight Committee** – reviews and monitors financial exposures
- **Sustainability Leadership** – oversees, coordinates and implements activities related to sustainability, including current and future initiatives, and sector and market trends
- **Safety Leadership Committee** – promotes strong safety culture, monitors safety trends, and sponsors strategic initiatives related to health, safety, security and environmental matters
- **Net Zero Steering Committee** – Develop decarbonization targets, operationalize approach and share best practices across the organization
- **Disclosure Committee** – oversees the public disclosure of material information

Brookfield's Board of Directors (the "Board") oversees risk management with a focus on more significant risks, and leverages management's monitoring processes. The Board has delegated responsibility for oversight of specific risks to the following board committees:

- **Risk Management Committee** – oversees the management of Brookfield's significant financial and non-financial risk exposures, including review of risk assessment and risk management practices, and confirms that the company has an appropriate risk-taking philosophy and suitable risk capacity
- **Audit Committee** – oversees the management of risks related to Brookfield's systems and procedures for financial reporting, as well as for associated internal and external audit processes
- **Management Resources and Compensation Committee** – oversees risks related to Brookfield's management resource planning, including succession planning, executive compensation and senior executives' performance
- **Governance and Nominating Committee** – oversees risks related to Brookfield's governance structure, including the effectiveness of board and committee activities, potential conflicts of interest, and sustainability governance

SUSTAINABILITY

SUSTAINABILITY AT BROOKFIELD

Our sustainability strategy is centered on supporting business resilience and creating value for our investors and stakeholders—now and in the future. We manage our investments by combining economic goals with responsible corporate citizenship. This is consistent with our longstanding philosophy of conducting business with a long-term perspective in a sustainable and ethical manner. It also requires operating with robust sustainability principles and practices, and maintaining a disciplined focus on integrating these into everything we do.

While sustainability principles have long been embedded in how we run our business, this approach was formalized in Brookfield's sustainability principles in 2016 and is described in our global Sustainability Policy. Our Sustainability Policy codifies our commitment to integrating sustainability considerations into our decision-making and day-to-day asset management activities. This policy is reviewed annually and updated periodically by senior executives at Brookfield, as well as each of Brookfield's business groups. Our Sustainability Policy outlines our approach and is based on the following guiding principles:

Mitigate the impact of our operations on the environment

- Strive to minimize the environmental impact of our operations and improve our efficient use of resources over time.
- Support the goal of net-zero greenhouse gas ("GHG") emissions by 2050 or sooner.

Strive to ensure the well-being and safety of employees

- Foster a positive work environment based on respect for human rights, valuing diversity and having zero tolerance for workplace discrimination, violence or harassment.
- Operate with leading health and safety practices to support the goal of achieving zero serious safety incidents.

Uphold strong governance practices

- Operate to the highest ethical standards by conducting business activities in accordance with our Code.
- Maintain strong stakeholder relationships through transparency and active engagement.

Be good corporate citizens

- Strive to ensure the interests, safety and well-being of the communities in which we operate are integrated into our business decisions.
- Support philanthropy and volunteerism by our employees.

Sustainability Affiliations and Partnerships

Through our engagement with sustainability frameworks and organizations, we continue to be actively involved in discussions to advance sustainability awareness across private and public markets, and we are continuing to enhance our sustainability reporting and protocols in line with evolving best practices. The following are some of the frameworks and organizations with which we are affiliated:

- *Net Zero Asset Managers ("NZAM") initiative* – We have been a signatory to NZAM since 2021 and are committed to supporting the goal of net-zero GHG emissions by 2050 or sooner, emphasizing our alignment with the Paris Agreement.

- *Task Force on Climate-related Financial Disclosures (“TCFD”)* – We have been supporters since 2021 of the TCFD, which aims to guide companies in considering the effects of climate change in business and financial decisions, and we report in alignment with their recommendations.
- *Principles for Responsible Investment (“PRI”)* – We have been signatories to the PRI since 2020, which reinforces our longstanding commitment to responsible investment and sustainability best practices.
- *International Financial Reporting Standards (“IFRS”) Sustainability Alliance* – We are members of the IFRS Sustainability Alliance, a global program established to develop globally accepted accounting and sustainability disclosures.
- *Sustainable Markets Initiative’s (“SMI”) Asset Manager and Asset Owner (“AMAO”) Task Force* – We have been involved with SMI’s AMAO Task Force since 2021. It focuses on scalable ways for institutional investors to allocate capital towards sustainable solutions leveraging expertise from each member firm.

Sustainability Organization and Governance

Robust sustainability programs throughout our firm, business groups and underlying portfolio companies remain an important priority. We understand that good governance is essential to sustainable business operations. The governance of sustainability matters is integrated into Brookfield’s overall governance framework and is aligned with our governance approach. We are committed to governance practices to monitor and oversee our business, including our sustainability strategy.

Our Board is focused on maintaining strong corporate governance and prioritizing the interests of our shareholders and other stakeholders. The Board has oversight of our business and affairs, reviews progress on major strategic initiatives, and receives progress and status reports on the firm’s sustainability initiatives throughout the year.

Brookfield’s sustainability programs are overseen by senior executives at Brookfield Asset Management, including its Chief Operating Officer (COO) (Governance and Risk Management), Head of Transition Investing (Decarbonization and Investment) and Head of Sustainability Management, working in collaboration with Brookfield’s Chief Financial Officer (CFO) (GHG Reporting and Measurement). Alongside this group, our sustainability programs have sponsorship and oversight from senior leadership within each business group including each group’s CEO and sustainability lead. Since sustainability covers a vast range of priorities that are varied in scope, we believe that sustainability initiatives should be overseen by individuals closest to the particular business activity. Functional leads are responsible for developing, implementing and monitoring relevant sustainability factors within their functional area, such as Risk Management and Human Resources. Program Leads and Management Committees, such as the Net Zero Steering Committee and Safety Leadership Committee, bring together expertise to manage key sustainability areas, ensuring appropriate application and coordination of approaches across our business and functional groups. Supporting our Program Leads and Management Committees, we have Working Groups, such as the Sustainability Working Group, Net Zero Operational Committee and Sustainability Financial Reporting Working Group, dedicated to specialized areas with the objective of ensuring that key priorities for Brookfield are being advanced. Our sustainability-focused professionals and functional experts work with our Program Leads, Management Committees and Working Groups to drive sustainability-related initiatives.

Sustainability Integration into the Investment Process

As part of investment due diligence, Brookfield seeks to assess sustainability-related risks and opportunities and factor them into the overall investment decision. This includes leveraging leading industry guidance to identify sustainability factors most likely to materially impact the financial condition or operating performance of companies in a sector. As part of our Sustainability Due Diligence Protocol, Brookfield provides specific guidance to investment teams on assessing climate change, bribery and corruption, cybersecurity, health and safety and human rights and modern slavery risks. Where warranted, Brookfield performs deeper due diligence, working with internal and third-party experts as appropriate.

All investments must be approved by the applicable Investment Committee. Investment teams outline for the Investment Committee the merits of the transaction and material risks, mitigants and significant opportunities for improvement, including those related to sustainability.

As part of each acquisition¹, investment teams create a tailored integration plan that includes, among other things, material sustainability-related matters for review or execution. We believe there is a strong relationship between managing these considerations and enhancing investment returns.

Consistent with our management approach, it is the responsibility of the management teams within each portfolio company to manage sustainability risks and opportunities through the investment's lifecycle, supported by the applicable investment team within Brookfield. The combination of local accountability and expertise in tandem with Brookfield's investment and operating experience and insight is important when managing a wide range of asset types across jurisdictions. We leverage these capabilities in collaborating on sustainability initiatives, where appropriate, to drive best practices and assist with any remediation. As it relates to sustainability, where appropriate, we encourage our portfolio companies to organize training for relevant staff.

Management teams regularly report to their respective boards of directors from both financial and operating perspectives, including key performance indicators that incorporate material sustainability factors, such as health and safety, environmental management, compliance with regulatory requirements, and, increasingly, GHG emissions.

For investments where Brookfield has a non-controlling interest, where we are a debt holder or in other circumstances where Brookfield does not have the ability to exercise influence through its contractual rights, Brookfield actively monitors the performance of its investments and, where appropriate, utilizes its stewardship practices to encourage sustainability outcomes that are aligned with Brookfield's sustainability approach.

When preparing an asset for divestiture, we outline potential value creation deriving from several different factors, including relevant sustainability considerations. Where applicable, we also prepare both qualitative and quantitative data that summarize the sustainability performance of the investment and provide a holistic understanding of how we have managed the investment during the holding period.

Stewardship and Engagement

Stewardship is an important element of our sustainability strategy, and we have defined it in alignment with the PRI. We seek to engage with our portfolio companies and collaborate with industry peers to help inform and improve our sustainability strategies and practices. Though the majority of our investments are in private markets, we will use our Proxy Voting Guidelines, where applicable, and ensure our disclosures address how we incorporate sustainability factors into our investment process. In managing our assets, we utilize our significant influence and investing and operating capabilities in collaborating with our portfolio companies to encourage sound sustainability practices that are essential for resilient businesses, while seeking to create long-term value for our investors and stakeholders. As well, through our ongoing engagement with portfolio companies, we may partner with or support our portfolio companies to facilitate constructive dialogue with external stakeholders with the intent of positively influencing industry standards or practices that are aligned with our sustainability principles.

On the following page is a summary of some of the sustainability initiatives that we undertook in 2023.

1. Refers to investments where Brookfield has control and significant influence.

ENVIRONMENTAL

Climate change mitigation and adaptation continues to be a key area of focus for our business. Brookfield believes it can contribute meaningfully to the global economy's transition to net zero.

Increased transparency and alignment to the TCFD

Since becoming supporters of the TCFD in 2021, Brookfield has made progress on aligning with the TCFD's recommended disclosures. We have also implemented a climate risk assessment process to better understand the physical risk and transition risk and opportunity profile, across our businesses. We leverage the results of the assessment to identify improvement opportunities in approaching climate change mitigation and adaptation and continue to work to integrate those considerations into Brookfield's business.

Decarbonization: Supporting the World's Transition to a Net-Zero Economy

We recognize that the road to a net-zero economy will take time, requiring the alignment of government policy and technological development. We intend to support this goal by contributing operational and investment expertise to execute practical decarbonization strategies that will prepare businesses for the future economy. We also believe that decarbonization is an important long-term transition risk mitigation strategy that is complementary to preserving and enhancing value.

We remain focused on our sustainability approach, which, at its core, is aligned with our fiduciary duty to create long-term value for our investors and stakeholders, while managing our businesses responsibly. We will continue to buy long-life assets and businesses that can generate stable cash flows that grow over time. We believe that with proper management and stewardship, including preparing them for a low-carbon future, these assets will tend to increase in value over time.

We are focused on developing foundational processes to catalyze decarbonization and will continue to take action across all of our businesses. We are focused on providing support to our businesses through the sharing of best practices and resources, as well as regular and systematic monitoring to understand our progress.

Net Zero Asset Managers Initiative

To further our commitment to support the transition to a net zero carbon economy, Brookfield is a signatory to the Net Zero Asset Managers initiative. NZAM is a group of international asset managers committed to supporting the goal of net zero GHG emissions by 2050 or sooner.

Following the formalization of our interim target commitment set in 2022, in 2023, and ahead of NZAM's requirements, we increased our interim target commitment by \$54 billion of assets under management. Our updated interim target commitment is to reduce emissions across \$201 billion of assets under management by at least 50% from a 2020 base year.

An integral part of Brookfield's net-zero commitment is the allocation of capital towards climate solutions. Our interim emissions target is comprised of assets across our businesses, including renewable power and transition, infrastructure, private equity, and real estate. In setting our interim target, we focused on investments where:

- a. We have control and therefore sufficient influence over the outcomes;
- b. We could identify and implement actionable initiatives in the near term; and
- c. We assessed it to be value accretive to do so over the life of the investment.

Our intention is to increase the proportion of assets to be managed in line with net zero annually or as frequently as possible, consistent with our ambition to reach 100% over time. Our net-zero interim target includes Scope 1 and 2 emissions of Brookfield's portfolio companies.

To support our progress towards achieving our net-zero ambition, our focus over the past year has been on building teams and devoting additional resources to facilitate the development of credible decarbonization plans across our assets under management. In undertaking this work, we will focus our net-zero efforts on investments where we have the best opportunity to achieve meaningful outcomes.

In addition to the work that we are undertaking with our existing assets, two years ago we launched the Brookfield Global Transition Fund I ("BGTF I"), the first in a series of funds for our transition strategy that is dedicated to accelerating the transition to a net-zero economy by catalyzing businesses onto net-zero pathways aligned with the goals of the Paris Agreement. BGTF II, launched in 2023, will follow the strategy of its predecessor fund, and invest in developing new clean energy capacity, scaling sustainable solutions and providing capital for transforming businesses in carbon-intensive sectors. At COP28, Brookfield and Altérre announced the creation of a multi-billion dollar Catalytic Transition Fund ("CTF"). CTF will have a differentiated and focused mandate, deploying capital exclusively for emerging and developing markets, with a dedicated focus on supporting energy transition, industrial decarbonization, sustainable living and climate technologies. In addition to driving impact through transition investing, including supporting the growth of significant new clean energy capacity, we are one of the world's largest owners and operators of renewable power globally.

Water, Waste & Biodiversity

Reducing the impact of our water consumption and waste generation helps build efficient systems, business resiliency and contributes to a sustainable future. We utilize industry best practices to efficiently monitor and manage performance and seek to ensure continual reduction of water consumption. In addition, we adhere to all applicable local and regional waste regulations and track waste and recycling metrics. Encouraging conservation of biodiversity is an important component in achieving our net zero goals and managing physical risks as we strive to protect biodiversity and ecosystems near our businesses.

SOCIAL

Culture Matters: Human Capital Development

Our people are our most important asset—collaboration, entrepreneurship and discipline underpin our winning culture. Brookfield invests in its people and prepares them for future leadership. Everything Brookfield does, from its dealings with clients to the interactions among employees and executives, is governed by a sense of fair play. This has been critical to the success of the partnership in building relationships that are long-lasting and mutually rewarding. Brookfield's firmwide culture is defined by mutual respect, teamwork and passion, and revolves around our core values:

- **Collaboration:** Leadership works side by side with colleagues throughout the organization and is committed to achieving shared success. One of the key attributes that Brookfield screens carefully for in new hires is their aptitude to collaborate with others. The firm wants people to share information across groups and take an interest in all the businesses, not just the one they happen to work for at the moment. Brookfield does not hire people just for a specific job; it hires for the potential of all the future positions they might hold and that will contribute to the larger success of the firm. Brookfield actively looks for people who want to learn, grow, and develop—and demonstrate a willingness to be stretched outside their comfort zone.
- **Entrepreneurship:** Our flat organization is results oriented—responsibility is earned based on initiative and hard work, rather than job title—and decisions are made close to the action. This idea is not uncommon, but Brookfield has encouraged its entrepreneurial spirit throughout its growth during the past 20 years. Brookfield looks for employees who have a passion not only for what they do but also for what the firm does. The shared values of ownership extend beyond helping the company succeed or generate more revenue. It means caring about the little things as well, such as not wasting money and treating everyone with respect.

- **Discipline:** Our team shares an awareness of, and commitment to, our goal of generating superior long-term returns for investors. Discipline also requires that each person is expected to have a realistic understanding of his or her own abilities. Brookfield expects employees to understand their strengths, recognize their weaknesses, be willing to stretch outside their comfort zones, and be willing to ask for help when necessary.

The three attributes—collaboration, entrepreneurship, and discipline—form the foundation of Brookfield. By hiring talented people and giving them opportunities to move into different businesses, Brookfield has been able to build its expertise into a broad ecosystem that allows it to collaborate very effectively across different areas and geographies as needed. The teams draw on sound data and expertise to identify emergent themes—informing their investment process and enabling Brookfield to draw upon actionable intelligence for the benefit of its investors.

Employee Composition

Building a diverse, equitable and inclusive work environment reinforces our culture of collaboration and strengthens our ability to develop and promote all of our people to their potential. Our approach to diversity, equity and inclusion is deliberate and integrated into our human capital development processes and initiatives. Our initial focus on gender diversity led to a significant increase in female representation at the senior levels. Over the past few years, we have applied the same disciplined human capital processes and development activities to foster more ethnic diversity and are immediately seeing the results of these efforts. Some of the more impactful initiatives are centered around how we hire, our succession process and how we engage our people. We are involved with several organizations to promote diverse representation in our talent pool, including summer interns and MBA Associates. Our succession process includes identifying a diverse slate of candidates and focuses on the development of early career candidates through stretch roles and exposure. We support a number of Employee Resource Groups organized by employees around shared interests, characteristics or experiences.

Occupational Health and Safety

Managing health and safety risk is an integral part of the management of our business. Our goal is to have zero serious safety incidents. We have implemented a health and safety governance initiative to propagate a strong health and safety culture, encourage the sharing of best practices, support the continuous improvement of safety performance and help eliminate serious safety incidents. The initiative is overseen by the Safety Leadership Committee, which comprises senior operations executives from across our business groups and regions, and reports on health and safety trends and key initiatives are provided to the Board as part of the quarterly operational risk update. Portfolio company management is responsible for ensuring that their company's health and safety policies and systems are developed, operationalized, and reviewed regularly to address their specific risk areas. Portfolio company CEOs report to their respective board of directors on safety performance, incidents, and the status of improvement initiatives.

Human Rights and Modern Slavery

In relation to human rights, we seek to act in a way that aligns with the Organization for Economic Co-operation and Development Guidelines for Multinational Enterprises and the United Nations Guiding Principles on Business and Human Rights. We are committed to conducting our business in an ethical and responsible manner, including by carrying out our activities in a manner that respects fundamental human rights and supports the prevention of human rights violations within our business. We strive to embed this into our core business activities, including training, communications, contracts and due diligence processes set out in our Human Rights and Anti-Modern Slavery Policy ("**Human Rights Policy**"), Sustainability Due Diligence Protocol and Vendor Management Program.

Integrity, fairness and respect are hallmarks of our culture, including by carrying out our activities by respecting fundamental human rights and our efforts to identify and prevent human rights violations within our business and supply chain. We are committed to maintaining a workplace free of discrimination, violence and harassment and we expect our staff to act in a way which promotes a positive working environment. Our Human Rights Policy aims to codify our approach to minimizing the risk of modern slavery within our business and supply chain. We also have specific tools and processes aimed at identifying human rights and modern slavery as part of due diligence for new investments and which include risk assessments, remedies, training and governance.

In addition, our Human Rights Policy consolidates the relevant commitments set out in the Code, Sustainability Policy, financial crimes policies, and the Whistleblowing Policy. We also have several additional policies and procedures that provide guidance on the identification of human rights and modern slavery risks and the steps to be taken to mitigate these risks. These include our Vendor Code of Conduct and Anti-Money Laundering and Trade Sanctions Policy. We are cognizant of the fact that the risks of human rights, modern slavery and human trafficking are complex and evolving, and we will continue to work on addressing them.

GOVERNANCE

Strong governance is essential to sustainable business operations, and we aim to conduct our business according to high ethical and legal standards.

Sustainability Regulation and Frameworks

Our governance practices are the foundation upon which we operate our business. We continue to adapt and enhance our policies to meet evolving standards and regulations in our industry, including legislation, guidelines and practices in all jurisdictions in which we operate.

We seek to continuously improve and refine our processes by actively participating in the development and implementation of new industry standards and best practices.

Data Privacy and Cybersecurity

Data privacy and cybersecurity remain key sustainability focus areas. Brookfield undertook initiatives to further enhance our data protection and threat-intelligence capabilities, and Brookfield worked on improving our processes for third-party risk management. Brookfield reviews and updates our cybersecurity program annually and conducts regular external-party assessments of our program maturity based on the National Institute of Standards and Technology ("NIST") Cybersecurity Framework. Finally, in addition to continued mandatory cybersecurity education for all employees, Brookfield enhanced our phishing simulations to include more advanced simulations and social engineering.

PART 2

REVIEW OF CONSOLIDATED FINANCIAL RESULTS

The following section contains a discussion and analysis of line items presented within our consolidated financial statements. The financial data in this section has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Starting on page 55, we provide an overview of our fair value accounting process and why we believe it provides useful information for investors about our performance. We also provide an overview of our application of the control-based model under IFRS used to determine whether or not an investment should be consolidated.

OVERVIEW

During 2023, net income was supported by strong fundraising momentum in our Asset Management business, growth in our Insurance Solutions business, and the stable and resilient recurring cash flows of our Operating Businesses.

Net income was \$5.1 billion in the current year, with \$1.1 billion attributable to common shareholders (\$0.61 per share) and \$4.0 billion attributable to non-controlling interests.

The \$90 million decrease in net income over the prior year was primarily attributable to:

- contributions from recent acquisitions, net of dispositions, mostly in our Infrastructure and Private Equity segments;
- same-store¹ growth, primarily from inflation-linked revenues and organic growth initiatives across our Infrastructure and Renewable Power and Transition segments, as well as lease commencements in our core portfolio within our Real Estate segment;
- an increase in other income and gains primarily due to disposition gains in our Private Equity and Infrastructure segments; and
- a decrease in income tax expense, primarily due to higher deferred tax recoveries in the current year; more than offset by
- an increase in interest expense of \$4.8 billion, of which \$1.4 billion related to incremental debt from recent acquisitions, \$320 million from asset-level upfinancings, \$69 million from higher rates on corporate borrowings, and \$3.0 billion due to higher rates on variable rate debt obligations;
- a decrease in equity accounted income of \$545 million as increased contributions from the growth in our Insurance Solutions business were more than offset by valuation decreases on certain investment properties;
- a decrease in fair value changes of \$419 million, primarily related to valuation increases from mark-to-market gains on our investment in a U.S. department store chain and higher valuations in our real estate LP investments, more than offset by lower valuations on certain U.S. office assets and the impairment of goodwill at our healthcare services and asset impairment at our natural gas production, both within our Private Equity segment; and
- higher depreciation and amortization expense primarily as a result of recently completed acquisitions in our Infrastructure and Private Equity segments.

Our consolidated balance sheet increased as a result of assets acquired, net of liabilities. Further increases relate to capital commissioned into rate base primarily within our Renewable Power and Transition and Infrastructure segments. These increases were partially offset by dispositions of certain assets primarily in our Private Equity segment.

1. See definition in Glossary of Terms beginning on page 135.

INCOME STATEMENT ANALYSIS

The following table summarizes the financial results of the company for 2023, 2022 and 2021:

FOR THE YEARS ENDED DEC. 31 (MILLIONS, EXCEPT PER SHARE AMOUNTS)	2023	2022	2021	Change	
				2023 vs. 2022	2022 vs. 2021
Revenues	\$ 95,924	\$ 92,769	\$ 75,731	\$ 3,155	\$ 17,038
Direct costs ¹	(81,409)	(78,511)	(64,000)	(2,898)	(14,511)
Other income and gains	6,501	1,594	3,099	4,907	(1,505)
Equity accounted income	2,068	2,613	2,451	(545)	162
Expenses					
Interest	(15,503)	(10,702)	(7,604)	(4,801)	(3,098)
Corporate costs	(69)	(122)	(116)	53	(6)
Fair value changes	(1,396)	(977)	5,151	(419)	(6,128)
Income tax expense	(1,011)	(1,469)	(2,324)	458	855
Net income	5,105	5,195	12,388	(90)	(7,193)
Non-controlling interests	(3,975)	(3,139)	(8,422)	(836)	5,283
Net income attributable to shareholders	\$ 1,130	\$ 2,056	\$ 3,966	\$ (926)	\$ (1,910)
Net income per share	\$ 0.61	\$ 1.19	\$ 2.39	\$ (0.58)	\$ (1.20)

1. Direct costs include \$9.1 billion of depreciation and amortization expense for the year ended December 31, 2023 (2022 – \$7.7 billion; 2021 – \$6.4 billion).

2023 vs. 2022

Revenues for the year were \$95.9 billion, an increase of \$3.2 billion or 3% compared to 2022, primarily due to higher same-store results and the impact of recent acquisitions, net of dispositions, including:

- higher contributions from our Infrastructure segment due to organic growth as a result of inflation indexation and increases to rate base;
- higher revenue from our Real Estate segment as a result of lease commencements in our core portfolio;
- growth of our Renewable Power and Transition segment due to higher realized pricing and inflation indexation on contracts; and
- revenues from recent acquisitions, net of the impact of dispositions, primarily in our Infrastructure and Private Equity segments; partially offset by
- lower volumes and unfavourable pricing at our road fuels operation in our Private Equity segment and lower hydrology in Canada and Colombia from our Renewable Power and Transition segment.

A discussion of the impact on revenues and net income from recent acquisitions and dispositions can be found on page 46.

Direct costs increased by 4% or \$2.9 billion as:

- lower fuel inventory costs at our road fuels operation and the impact of the deconsolidation upon disposition of our nuclear technology services operation within our Private Equity segment were more than offset by
- increased costs associated with inflation and organic growth at our Infrastructure and Renewable Power and Transition segments; and
- higher direct costs related to recent acquisitions, net of dispositions.

Other income and gains of \$6.5 billion primarily relate to the gains on the sale of our nuclear technology services operation in our Private Equity segment and our New Zealand data distribution business in our Infrastructure segment. The other income and gains in 2022 is primarily attributable to the gains on the sale of a Brazil power transmissions portfolio and North American container terminal operations in our Infrastructure segment.

Equity accounted income decreased by \$545 million as increased contributions from the growth in our Insurance Solutions business were more than offset by decreases in the value of certain investment properties.

Interest expense of \$15.5 billion, of which \$14.9 billion relates to non-recourse financing, increased by \$4.8 billion compared to 2022 due to incremental borrowings associated with acquisitions and refinancings, as well as higher interest rates on floating rate debt during 2023, partially offset by the impact of dispositions.

Fair value decreases were \$1.4 billion during 2023, compared to \$1.0 billion in the prior year. Valuation increases from mark-to-market gains on our U.S. department store chain and higher valuations in our real estate LP investments were more than offset by lower valuations on certain U.S. office assets and the impairment of goodwill at our healthcare services and asset impairment at our natural gas production, both within our Private Equity segment. Refer to pages 47 and 48 for a discussion on fair value changes.

We recorded an income tax expense of \$1.0 billion for the year compared to \$1.5 billion in the prior year mainly due to higher deferred tax recovery resulting from valuation changes in our real estate portfolio, partially offset by higher taxable income in 2023, mainly in our Infrastructure and Private Equity segments.

2022 vs. 2021

Revenues increased by \$17.0 billion in 2022 due to:

- contributions from our Infrastructure segment due to organic growth as a result of inflation indexation and increases to rate base;
- additions to revenue from our Renewable Power and Transition segment as a result of inflation indexation, recontracting initiatives, and higher global merchant power; and
- revenues from acquisitions during the year, net of the impact of dispositions; partially offset by
- unfavorable currency translation in our Infrastructure and Renewable Power and Transition segments, particularly due to the weakening of the Brazilian real and Colombian peso versus the U.S. dollar.

Direct costs increased by \$14.5 billion in 2022 due to:

- cost saving initiatives across our businesses; more than offset by
- higher input prices and volumes at our road fuels operation within our Private Equity segment, and incremental costs associated with organic growth initiatives at our Infrastructure segment; and
- higher direct costs related to recent acquisitions, net of dispositions.

Other income and gains of \$1.6 billion in 2022 primarily relate to the sale of our Brazil power transmission and North American container terminal operations in our Infrastructure segment. The decrease compared to 2021 is primarily due to higher gains on dispositions of certain assets in our Infrastructure segment in the prior year.

Equity accounted income increased by \$162 million primarily due to organic growth.

Interest expense of \$10.7 billion in 2022 increased due to higher interest rates and additional borrowings associated with acquisitions, partially offset by the impact of dispositions.

We recorded lower valuations of \$977 million, compared to an increase in valuations of \$5.2 billion in the prior year. Valuation increases on our investment properties within our real estate portfolio were more than offset by transaction related and other fair value changes.

Income tax expense decreased by \$855 million to \$1.5 billion in 2022, primarily due to lower taxable income and the recognition of previously unrealized tax losses.

SIGNIFICANT ACQUISITIONS AND DISPOSITIONS

We have summarized below the impact of recent significant acquisitions and dispositions on our results for 2023:

FOR THE YEAR ENDED DEC. 31, 2023 (MILLIONS)	Acquisitions		Dispositions	
	Revenue	Net Income (Loss)	Revenue	Net (Income) Loss
Renewable Power and Transition	\$ 405	\$ 405	\$ (13)	\$ (7)
Infrastructure	2,883	(115)	(123)	(77)
Private Equity	6,265	(138)	(5,491)	152
Real Estate and Other	866	(146)	(391)	(722)
	<u>\$ 10,419</u>	<u>\$ 6</u>	<u>\$ (6,018)</u>	<u>\$ (654)</u>

ACQUISITIONS

Recent acquisitions in 2023 contributed incremental revenues of \$10.4 billion and net income of \$6 million in the current year.

Renewable Power and Transition

Within our Renewable Power and Transition segment, recent acquisitions contributed to incremental revenues of \$405 million and net income of \$405 million. These contributions were primarily due to the acquisition of a U.S. Renewable portfolio and the step up acquisition of our Spanish solar energy business in the fourth quarter of 2023, as well as a U.S. wind portfolio and a U.S. distributed generation portfolio which were acquired in the second half of 2022.

Infrastructure

Recent acquisitions contributed incremental revenues of \$2.9 billion and a net loss of \$115 million. These contributions were primarily from our residential infrastructure business operating in North America and Europe, which was acquired in the first quarter of 2023, as well as our global intermodal container logistics operation, which was acquired in the third quarter of 2023.

Private Equity

Within our Private Equity segment, recent acquisitions contributed incremental revenues of \$6.3 billion and a net loss of \$138 million. These contributions were primarily from the acquisition of our lottery services operation and dealer software and technology services operation, which were acquired in 2022.

Real Estate and Other

Recent acquisitions contributed incremental revenues of \$866 million and a net loss of \$146 million. These contributions were primarily from the acquisitions of a portfolio of luxury hotels across the U.S., as well as the acquisition of a European office asset, both acquired in the second half of 2022.

DISPOSITIONS

Recent asset sales reduced revenues and net income by \$6.0 billion and \$654 million, respectively, in the year. The transactions that most significantly impacted our results were the dispositions in the fourth quarter of 2023 of our nuclear technology services operation and our North American road fuels operation, both within our Private Equity segment, as well as sales of certain office and residential properties within our Real Estate business throughout the year.

FAIR VALUE CHANGES

The following table disaggregates fair value changes into major components to facilitate analysis:

FOR THE YEARS ENDED DEC. 31 (MILLIONS)	2023	2022	Change
Investment properties	\$ (105)	\$ 629	\$ (734)
Transaction related expenses, net of income	(608)	(533)	(75)
Financial contracts	337	(163)	500
Impairment and provisions	(1,276)	(293)	(983)
Other fair value changes	256	(617)	873
Total fair value changes	<u>\$ (1,396)</u>	<u>\$ (977)</u>	<u>\$ (419)</u>

INVESTMENT PROPERTIES

Investment properties are recorded at fair value with changes recorded in net income. We present the investment properties based on our strategy to maintain an irreplaceable portfolio of premier properties in global gateway cities, maximize returns through a development or buy-fix-sell strategy, or recycle capital from the private funds of our Asset Management business.

The following table disaggregates investment property fair value changes within our Real Estate and Asset Management segments by asset type:

FOR THE YEARS ENDED DEC. 31 (MILLIONS)	2023	2022	Change
Asset Management Direct Investments – Real Estate LP Investments	\$ 1,266	\$ 2,202	\$ (936)
Real Estate – Core	(226)	75	(301)
Real Estate – Transitional and Development	(1,225)	(1,700)	475
Other investment properties	80	52	28
	<u>\$ (105)</u>	<u>\$ 629</u>	<u>\$ (734)</u>

We discuss the key valuation inputs of our investment properties beginning on page 99.

Real Estate LP Investments

Valuation increases of \$1.3 billion primarily relate to:

- higher valuations in our Australian senior living portfolio due to unit price uplifts and our U.S. logistics portfolio due to favourable market rent assumptions; and
- fair value uplifts in our Shanghai mixed use portfolio primarily due to higher occupancy rates; partially offset by
- discount and capitalization rate expansion at certain assets within our European office portfolio; and
- capitalization rate expansion and lower cash flows reflecting updated market assumptions at certain office and multifamily assets in the U.S.

In the prior year, valuation increases of \$2.2 billion were primarily due to fair value uplifts in our U.S. logistics portfolio due to achievement of development milestones and higher markets, higher occupancy and cash flow assumptions from our Brazil office portfolio, and market price increases at our Australian senior living business. These increases were partially offset by discount and capitalization rate expansion to reflect market conditions at certain assets in Europe.

Core

Valuation decreases of \$226 million were primarily related to higher cash flows in the retail portfolio, which were more than offset by lower cash flows at certain U.S. office assets as a result of updated leasing assumptions, and capitalization rate expansion at certain U.K. office and U.S. retail assets.

Valuations increases of \$75 million in the prior year were primarily due to higher cash flows from our retail assets reflecting higher rental growth assumptions for luxury retail tenants. These gains were partially offset by lower valuations across numbers U.S. offices due to discount rate increases and market assumptions.

Transitional and Development

Valuation decreases of \$1.2 billion related to discount and capitalization rate expansion and lower rental growth assumptions at certain U.S. office assets, partially offset by valuation gains due to higher cash flows on certain assets in our U.S. retail portfolio.

Valuation decreases of \$1.7 billion in the prior year related to unfavorable market rent and vacancy assumptions, and higher expected rent concessions based on leasing trends at our retail and office portfolios.

Other investment properties

Other valuation gains of \$80 million were primarily due to the impact of decreased discount rates at our European hyperscale data center platform in our Infrastructure business.

Transaction Related Expenses, Net of Income

Transaction related expenses, net of income, totaled \$608 million for the year. These relate to transaction and restructuring costs on acquisitions, net of dispositions, within our Private Equity and Infrastructure segments, and transaction costs associated with upfinancings across our businesses.

The prior year transaction related expenses, net of income, of \$533 million was mostly due to transaction costs and restructuring changes within our Private Equity segment. The expenses also include certain legal and professional costs in our Corporate Activities segment related to the listing and special distribution of our asset management business.

Financial Contracts

Financial contracts include mark-to-market gains and losses related to foreign currency, interest rate and pricing exposures that are not designated as hedges.

Financial contracts drove a \$337 million increase in fair value changes for the year, mostly attributable to gains on energy derivative and power contracts within our Renewable Power and Transition segment.

The decrease of \$163 million in the prior year is mainly attributable to lower valuations on energy derivative and power contracts within our Renewable Power and Transition segment. The decrease also includes lower valuations of certain financial assets within our Corporate Activities segment.

Impairment and Provisions

Impairment and provisions expense of \$1.3 billion in the year are primarily related to the impairment of goodwill at our healthcare services and asset impairment at our natural gas production, both within our Private Equity segment.

Other Fair Value Changes

Other fair value increases of \$256 million for the year are primarily attributable to mark-to-market gains on our investment in a U.S. department store chain and at our Spanish solar energy business in our Renewable Power and Transition upon the step-up of our investment during the fourth quarter. These gains were partially offset by the disposition through a distribution in kind of our graphite electrode operation within our Private Equity group, as well as mark-to-market fair value changes on inventory at a natural gas storage asset in our Infrastructure group.

INCOME TAXES

We recorded an aggregate income tax expense of \$1.0 billion in 2023 (2022 – \$1.5 billion), including current tax expenses of \$1.9 billion (2022 – \$1.3 billion) and deferred tax recovery of \$897 million (2022 – expense of \$191 million).

Our income tax provision does not include a number of non-income taxes paid that are recorded elsewhere in our consolidated financial statements. For example, a number of our operations in Brazil are required to pay non-recoverable taxes on revenue, which are included in direct costs as opposed to income taxes. In addition, we pay considerable property, payroll and other taxes that represent an important component of the tax base in the jurisdictions in which we operate, which are also predominantly recorded in direct costs.

Our effective income tax rate is different from the Canadian domestic statutory income tax rate due to the following differences:

FOR THE YEARS ENDED DEC. 31	2023	2022	Change
Statutory income tax rate	26%	26%	—%
(Reduction)/increase in rate resulting from:			
Portion of gains subject to different tax rates	(8)	(2)	(6)
Taxable income attributed to non-controlling interests	(6)	(3)	(3)
International operations subject to different tax rates	1	3	(2)
Recognition of deferred tax assets	(5)	(6)	1
Non-recognition of the benefit of current year tax losses	5	3	2
Non-deductible expenses	7	3	4
Other	(3)	1	(4)
Effective income tax rate	17%	25%	(8%)

In the current year, we realized gains on disposition that were subject to tax rates different to our statutory income tax rate. This contributed to an 8% reduction in our effective tax rate in the current year.

Many of our operations are held in partially owned “flow-through” entities, such as partnerships, where the tax liability is incurred by the investors as opposed to the entity. As a result, while our consolidated earnings include income attributable to non-controlling ownership interests in such entities, our consolidated tax provision includes only our proportionate share of the associated tax expense. In other words, we are consolidating all of the income but only our share of the associated tax expense. This decreased our effective tax rate by 6% this year.

We operate in countries with different tax rates, most of which vary from our domestic statutory rate, and we also benefit from tax incentives introduced in various countries to encourage economic activity. Differences in global tax rates resulted in a 1% increase in our effective tax rate this year. The difference will vary from year to year depending on the relative proportion of income or loss earned in each country.

In the current year, we recorded a deferred tax recovery primarily in respect of previously unrecognized tax attributes in our advanced energy storage operations and our solar power solutions within our Private Equity segment, which reduced our effective tax rate by 5%. Some of our operations generated tax losses in the period for which a tax benefit has not been recognized and certain expenses incurred were not deductible for tax purposes resulting in an increase to the effective tax rate of 5% and 7%, respectively.

BALANCE SHEET ANALYSIS

The following table summarizes the statements of financial position of the company as at December 31, 2023, 2022, and 2021:

AS AT DEC. 31 (MILLIONS)	Change				
	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
Assets					
Property, plant and equipment	\$ 147,617	\$ 124,268	\$ 115,489	\$ 23,349	\$ 8,779
Investment properties	124,152	115,100	100,865	9,052	14,235
Equity accounted investments	59,124	47,094	46,100	12,030	994
Cash and cash equivalents	11,222	14,396	12,694	(3,174)	1,702
Accounts receivable and other	28,512	27,378	21,760	1,134	5,618
Intangible assets	38,994	38,411	30,609	583	7,802
Goodwill	34,911	28,662	20,227	6,249	8,435
Other assets	45,563	45,975	43,259	(412)	2,716
Total assets	\$ 490,095	\$ 441,284	\$ 391,003	\$ 48,811	\$ 50,281
Liabilities					
Corporate borrowings	\$ 12,160	\$ 11,390	\$ 10,875	\$ 770	\$ 515
Non-recourse borrowings of managed entities	221,550	202,684	165,057	18,866	37,627
Other non-current financial liabilities	29,624	27,679	27,718	1,945	(39)
Other liabilities	58,519	57,640	52,612	879	5,028
Equity					
Preferred equity	4,103	4,145	4,145	(42)	—
Non-controlling interests	122,465	98,138	88,386	24,327	9,752
Common equity	41,674	39,608	42,210	2,066	(2,602)
Total equity	168,242	141,891	134,741	26,351	7,150
	\$ 490,095	\$ 441,284	\$ 391,003	\$ 48,811	\$ 50,281

2023 vs. 2022

Total assets increased by \$48.8 billion from the prior year to \$490.1 billion as at December 31, 2023. The increase is due to recently completed business combinations and asset acquisitions, net of dispositions, mostly in our Infrastructure and Renewable Power and Transition segments. Net valuation increases recognized on our property plant and equipment during the year also contributed to the increase in total assets. This was partially offset by amortization and depreciation of our asset base during the year and cash used for acquisitions and debt repayments during the year. Total liabilities increased by \$22.5 billion from the prior year to \$321.9 billion as at December 31, 2023, primarily due to recently completed business combinations and asset acquisitions, net of dispositions.

We have summarized the impact of business combinations for the year ended December 31, 2023 in the table below:

FOR THE YEAR ENDED DEC. 31, 2023 (MILLIONS)	Renewable Power and Transition	Infrastructure	Private Equity and Other	Total
Cash and cash equivalents	\$ 228	\$ 921	\$ 22	\$ 1,171
Accounts receivable and other	585	1,475	10	2,070
Other financial assets	47	1,519	1	1,567
Assets classified as held for sale	293	—	—	293
Investment properties	—	3,244	—	3,244
Property, plant and equipment	7,200	8,964	240	16,404
Intangible assets	8	4,020	83	4,111
Goodwill	1,674	5,334	203	7,211
Deferred income tax assets	97	—	—	97
Total assets	10,132	25,477	559	36,168
Less:				
Accounts payable and other	(1,944)	(1,500)	(46)	(3,490)
Liabilities associated with assets classified as held for sale	(138)	—	—	(138)
Non-recourse borrowings	(2,868)	(9,084)	—	(11,952)
Deferred income tax liabilities	(333)	(1,558)	(47)	(1,938)
Non-controlling interests ¹	(414)	—	(1)	(415)
Preferred equity	—	(641)	—	(641)
	(5,697)	(12,783)	(94)	(18,574)
Net assets acquired	\$ 4,435	\$ 12,694	\$ 465	\$ 17,594

1. Includes non-controlling interests recognized on business combinations measured as the proportionate share of fair value of the identifiable assets and liabilities on the date of acquisition.

Summarized below are the key contributors to the year-over-year variances for the statement of financial position.

PP&E increased by \$23.3 billion primarily as a result of:

- acquisitions and additions of \$27.1 billion, which includes acquisitions of our North American and European residential infrastructure business, and our global intermodal logistics operation in our Infrastructure segment, and a U.S. renewable portfolio in our Renewable Power and Transition segment;
- revaluation surplus of \$1.5 billion primarily attributable to increased occupancy rates and market rents in our hospitality portfolio within our real estate LP direct investments, and strong underlying performance from inflation and commissioning of capital projects in our Infrastructure business;
- the positive impact of foreign currency translation and other of \$3.6 billion mostly due to the strengthening of the Brazilian real compared to the U.S. dollar, primarily in our Renewable Power and Transition segment; partially offset by
- depreciation of \$6.4 billion during the year; and
- dispositions and assets reclassified as held for sale of \$2.5 billion.

We provide a continuity of PP&E in Note 12 of the consolidated financial statements.

Investment properties predominantly consist of the company's real estate assets. The balance as at December 31, 2023 increased by \$9.1 billion, primarily due to:

- acquisitions and additions of \$12.5 billion, driven by additions in our Real Estate segment and the acquisition of our European hyperscale data centre platform in our Infrastructure segment; and

- the positive impact of foreign currency translation and other of \$788 million; partially offset by
- asset sales and the reclassification of certain assets to held for sale of \$4.3 billion, primarily related to office and retail properties from our Real Estate segment.

We provide a continuity of investment properties in Note 11 of the consolidated financial statements.

Equity accounted investments increased by \$12.0 billion in the year to \$59.1 billion, primarily due to:

- additions, net of disposals, of \$10.8 billion;
- our proportionate share of comprehensive income of \$2.8 billion; partially offset by
- the impact of foreign currency translation and other items of \$541 million;
- distributions and returns of capital received of \$2.1 billion.

We provide a continuity of equity accounted investments in Note 10 of the consolidated financial statements.

Cash and cash equivalents decreased by \$3.2 billion. For further information, refer to our Consolidated Statements of Cash Flows and to the Review of Consolidated Statements of Cash Flows within Part 4 – Capitalization and Liquidity.

The increases of \$583 million and \$6.2 billion in our intangible assets and goodwill balances, respectively, primarily relate to the acquisition of our North American and European residential infrastructure business within our Infrastructure segment as noted above, partially offset by the deconsolidation of our nuclear technology services operation and technology services operation in our Private Equity segment, as well as intangible amortization expense across all segments.

Other assets are comprised of inventory, deferred income tax assets, assets classified as held for sale and other financial assets. The decrease of \$412 million is mainly a result of:

- an increase in other financial assets of \$1.4 billion driven by acquisitions in our Real Estate business, as well as toehold and opportunistic financial asset positions entered into during the year, and growth of our Australian residential mortgage lender in our Private Equity business; which was more than offset by
- a decrease in inventory of \$1.4 billion driven by the sale of our nuclear technology services operation and automotive aftermarket parts remanufacturing operation, and decreased inventory at our road fuel operations, all within our Private Equity business; and
- a decrease in assets held for sale of \$341 million largely attributable to the disposition of a 378 MW hydroelectric portfolio and wind and solar assets in our Renewable Power and Transition segment and Indian toll road operations in our Infrastructure segment. This was partially offset by the classification to held for sale of office and retail properties from our Real Estate segment.

Corporate borrowings increased by \$770 million primarily from the issuance of \$550 million and \$700 million 10-year U.S. term notes in June and December 2023, respectively, partially offset by the repayment of maturing term notes.

Non-recourse borrowings of managed entities increased by \$18.9 billion, primarily due to acquisitions, incremental borrowings and upfinancings in our Infrastructure and Renewable Power and Transition segments, net of borrowings reclassified to held for sale, partially offset by the disposition of our nuclear technology services operation in our Private Equity segment.

Other non-current financial liabilities consist of our subsidiary equity obligations, non-current accounts payable and other long-term financial liabilities that are due after one year. The increase of \$1.9 billion was primarily due to acquisitions, incremental borrowings and upfinancings in our Infrastructure and Renewable Power and Transition segments.

The increase of \$879 million in other liabilities was primarily due to an increase in deferred income tax liabilities mainly as a result of acquisitions completed primarily within our Infrastructure and Renewable Power and Transition segments.

2022 vs. 2021

Total assets as at December 31, 2022 were \$441.3 billion, compared to \$391.0 billion as at December 31, 2021. The increase is due to business combinations and asset acquisitions, net of dispositions, mostly in our Private Equity and Real Estate segments. Net valuation increases recognized on our PP&E during the year also contributed to the increase in total assets. This was partially offset by amortization and depreciation of our asset base during the year. Total liabilities as at December 31, 2022 were \$299.4 billion, compared to \$256.3 billion as at December 31, 2021, increasing primarily due to business combinations and asset acquisitions, net of dispositions as discussed above.

PP&E increased by \$8.8 billion in 2022 primarily as a result of acquisitions, net of dispositions, completed across our segments and revaluation surplus largely in our Renewable Power and Transition segment. These increases were partially offset by depreciation and foreign exchange translation impact.

Investment properties were \$14.2 billion higher at the end of 2022 compared to 2021 primarily due to the purchase of investment properties and valuation gains in our Real Estate segment. These increases were partially offset by asset sales, reclassifications to assets held for sale, and the impacts of foreign currency translation.

Equity accounted investments were \$47.1 billion as at December 31, 2022, an increase of \$994 million compared to 2021. The increase was mainly due to the additions, net of disposals, and our proportionate share of comprehensive income. These were partially offset by returns of capital and foreign currency translation impact.

Cash and cash equivalents increased by \$1.7 billion as at December 31, 2022 compared to 2021. For further information, refer to our Consolidated Statements of Cash Flows and to the Review of Consolidated Statements of Cash Flows within Part 4 – Capitalization and Liquidity.

Increases of \$7.8 billion and \$8.4 billion in our intangible assets and goodwill balances, respectively, were related to the acquisitions of our dealer software and technology services operations, our lottery services operation, and our Australian residential mortgage lender in our Private Equity segment, partially offset by amortization expense.

Other assets increased by \$2.7 billion primarily as a result of the acquisition of an Australian residential mortgage lender in our Private Equity segment, higher inventory on hand at our solar power solutions, and higher prices at our road fuels operation within our Private Equity segment. This was partially offset by the reclassification of certain assets within our Real Estate and Infrastructure segments to held for sale.

Corporate borrowings increased by \$515 million in 2022 due to the C\$1 billion (\$738 million) 10-year bond issuance, \$400 million green bond issuance and \$400 million re-opening of our 2028 notes, partially offset by the repayment of outstanding commercial paper in the year.

Non-recourse borrowings increased by \$37.6 billion in 2022, net of borrowings reclassified to held for sale, largely attributable to acquisitions in our Private Equity and Real Estate segments.

Other non-current financial liabilities remained largely consistent with 2021.

Other liabilities increased by \$5.0 billion in 2022 primarily attributable to acquisitions completed in the year and an increase in deferred income tax liabilities mainly as a result of revaluation of PP&E in our Renewable Power and Transition and Real Estate segments. Refer to Part 4 – Capitalization and Liquidity for more information.

EQUITY

The significant variances in common equity and non-controlling interests are discussed below. Preferred equity is discussed in Part 4 – Capitalization and Liquidity.

COMMON EQUITY

The following table presents the major contributors to the year-over-year variances for common equity:

AS AT AND FOR THE YEARS ENDED DEC. 31 (MILLIONS)		2023	2022
Common equity, beginning of year		\$ 39,608	\$ 42,210
Changes in period			
Net income attributable to shareholders		1,130	2,056
Other comprehensive income		803	(263)
Common dividends		(436)	(879)
Common dividends – special distribution		—	(2,356)
Preferred dividends		(166)	(150)
Repurchases, net of equity issuances		(580)	(565)
Ownership changes and other		1,315	(445)
		2,066	(2,602)
Common equity, end of year		\$ 41,674	\$ 39,608

Common equity increased by \$2.1 billion to \$41.7 billion during the year, primarily due to:

- net income attributable to common shareholders of \$1.1 billion; and
- other comprehensive income of \$803 million, primarily due to unrealized mark-to-market movements on commodity hedges and financial assets; and
- ownership changes and other of \$1.3 billion primarily attributable to the increase in the value of our investment in BNRE as a result of the adoption of IFRS 17, Insurance Contracts (“IFRS 17”) at the beginning of 2023. In addition, gains were recognized on common equity upon issuance of BIPC shares in connection with the acquisition of our intermodal logistics operation in the third quarter of 2023; partially offset by
- distributions of \$602 million to shareholders as common and preferred share dividends;
- share repurchases, net of issuances, of \$580 million, mainly related to the repurchase of 20.2 million Class A Limited Voting Shares (“Class A shares”) during the year.

NON-CONTROLLING INTERESTS

Non-controlling interests in our consolidated results primarily consist of third-party interests in BAM, BEP, BIP, BBU, BPG and their consolidated entities as well as co-investors and other participating interests in our consolidated investments as follows:

AS AT DEC. 31 (MILLIONS)	2023	2022
Brookfield Asset Management	\$ 2,247	\$ 2,377
Brookfield Renewable	25,677	21,651
Brookfield Infrastructure	31,479	23,030
Brookfield Business Partners	15,241	16,026
Brookfield Property Group	35,314	29,321
Other participating interests	12,507	5,733
	\$122,465	\$ 98,138

Non-controlling interests increased by \$24.3 billion during the year, primarily due to:

- capital raised from third parties, net of distributions, of \$14.4 billion, primarily related to the acquisitions of our North American and European residential infrastructure business, our global intermodal logistics operation and our European hyperscale data center platform in our Infrastructure segment, our nuclear technology services operation in our Renewable Power and Transition business, as well as inflows from capital deployed by our flagship funds;
- comprehensive income attributable to non-controlling interests, which totaled \$6.9 billion; and
- ownership changes of \$3.0 billion.

CONSOLIDATION AND FAIR VALUE ACCOUNTING

As a Canadian domiciled public corporation, we report under IFRS, while many other issuers that may be considered peers report under U.S. Generally Accepted Accounting Principles ("U.S. GAAP"). There are many differences between U.S. GAAP and IFRS, but the two principal differences affecting our consolidated financial statements compared to those of other issuers are consolidation and fair value accounting.

In particular, U.S. GAAP allows some issuers to report certain investments, which qualify as variable interest entities, at fair value on one line on their balance sheet on a net basis as opposed to consolidating the underlying funds that the investment is held in. This approach is not available under IFRS. This can create significant differences in the presentation of our financial statements as compared to other issuers.

CONSOLIDATION

Our consolidation conclusions under IFRS may differ from other issuers who report under U.S. GAAP for two primary reasons:

- U.S. GAAP uses a voting interest model or a variable interest model to determine consolidation requirements, depending on the circumstances, whereas IFRS uses a control-based model. We generally have the contractual ability to unilaterally direct the relevant activities of the funds managed by our asset management business; and
- we generally invest significant amounts of capital alongside clients of our asset management business and partners, which means that we earn meaningful returns as a principal investor in addition to our share of asset management returns compared to others who may act solely as an agent.

As a result, in many cases, we control entities in which we hold only a minority economic interest. For example, a Brookfield-sponsored private fund to which we have committed 30% of the capital may acquire 60% of the voting interest in an investee company. The contractual arrangements generally provide us with the irrevocable ability to direct the funds' relevant activities. Based on these facts, we would control the investment because we exercise decision-making power over a controlling interest of that business and our 18% economic interest provides us with exposure to the variable returns of a principal.

All entities that we control are consolidated for financial reporting purposes. As a result, we include 100% of these entities' revenues and expenses in our Consolidated Statements of Operations, even though a substantial portion of their net income is attributable to non-controlling interests. Furthermore, we include all of the assets, liabilities, including non-recourse borrowings, of these entities in our Consolidated Balance Sheets, and include the portion of equity held by others as non-controlling interests.

Intercompany revenues and expenses between Brookfield and its subsidiaries, such as asset management fees, are eliminated in our Consolidated Statements of Operations; however, these items affect the attribution of net income between shareholders and non-controlling interests. For example, asset management fees paid by our perpetual affiliates to our asset management business are eliminated from consolidated revenues and expenses. However, as the common shareholders are attributed all of the fee revenues¹ while only attributed their proportionate share of the listed affiliates' expenses, the amount of net income attributable to common shareholders is increased with a corresponding decrease in net income attributable to non-controlling interests.

FAIR VALUE ACCOUNTING

Under U.S. GAAP, many issuers who may be considered our peers account for their funds as investment companies and reflect their investments at fair value.

Under IFRS, as a parent company, we are required to look through our consolidated and equity accounted investments and account for their assets and liabilities under the applicable IFRS guidance. We reflect a large number of assets at fair value, namely our commercial properties, renewable power facilities and certain infrastructure assets which are typically recorded at amortized cost under U.S. GAAP. However, there are other assets that are not subject to fair value accounting under IFRS and are therefore carried at amortized cost, which would be more consistent with U.S. GAAP.

Under both IFRS and U.S. GAAP, the value of the activities of our asset management business is generally not reflected on the balance sheet despite being a material component of the value of our business.

For additional details on the valuation approach for the relevant segments, critical assumptions and related sensitivities, refer to Part 5 – Accounting Policies and Internal Controls.

1. See definition in Glossary of Terms beginning on page 135.

FOREIGN CURRENCY TRANSLATION

Approximately half of our capital is invested in non-U.S. dollar currencies and the cash flows generated from these businesses, as well as our equity, are subject to changes in foreign currency exchange rates. From time to time, we utilize financial contracts to adjust these exposures. The most significant currency exchange rates that impact our business are shown in the following table:

AS AT DEC. 31	Year-End Spot Rate			Appreciation/ (Depreciation) against U.S. Dollar		Average Rate			Appreciation/ (Depreciation) against U.S. Dollar	
	2023	2022	2021	2023 vs. 2022	2022 vs. 2021	2023	2022	2021	2023 vs. 2022	2022 vs. 2021
Australian dollar	0.6812	0.6813	0.7262	— %	(6)%	0.6644	0.6949	0.7515	(4)%	(8)%
Brazilian real ¹	4.8403	5.2165	5.5804	8 %	7 %	4.9953	5.1644	5.3969	3 %	5 %
British pound	1.2731	1.2083	1.3532	5 %	(11)%	1.2439	1.2372	1.3759	1 %	(10)%
Canadian dollar	0.7547	0.7382	0.7913	2 %	(7)%	0.7412	0.7690	0.7979	(4)%	(4)%
Colombian peso ¹	3,854.9	4,852.5	4,064.9	26 %	(16)%	4,320.5	4,260.5	3,747.7	(1)%	(12)%
Euro	1.1039	1.0705	1.1370	3 %	(6)%	1.0816	1.0538	1.1831	3 %	(11)%

1. Using Brazilian real and Colombian peso as the price currency.

Currency exchange rates relative to the U.S. dollar at the end of the current quarter were higher than December 31, 2022 for all of our significant non-U.S. dollar investments with the exception of the Australian dollar. As at December 31, 2023, our common equity of \$41.7 billion was invested in the following currencies: U.S. dollars – 52% (December 31, 2022 – 48%); British pounds – 12% (December 31, 2022 – 15%); Brazilian reais – 7% (December 31, 2022 – 7%); Australian dollars – 6% (December 31, 2022 – 7%); Canadian dollars – 5% (December 31, 2022 – 7%); Euro – 7% (December 31, 2022 – 5%); and other currencies – 11% (December 31, 2022 – 11%).

The following table disaggregates the impact of foreign currency translation on our equity by the most significant non-U.S. dollar currencies:

FOR THE YEARS ENDED DEC. 31 (MILLIONS)				2023	2022	Change
Australian dollar				\$ (45)	\$ (685)	\$ 640
Brazilian real				983	783	200
British pound				705	(1,613)	2,318
Canadian dollar				335	(1,015)	1,350
Colombian peso				1,226	(772)	1,998
Euro				628	(422)	1,050
Other				(38)	(1,129)	1,091
Total cumulative translation adjustments				3,794	(4,853)	8,647
Currency hedges ¹				(1,953)	2,834	(4,787)
Total cumulative translation adjustments net of currency hedges				\$ 1,841	\$ (2,019)	\$ 3,860
Attributable to:						
Shareholders				\$ 271	\$ (542)	\$ 813
Non-controlling interests				1,570	(1,477)	3,047
				\$ 1,841	\$ (2,019)	\$ 3,860

1. Includes deferred income tax recovery of \$72 million (2022 – expense of \$87 million).

The foreign currency translation of our equity, net of currency hedges, increased consolidated equity by \$1.8 billion for the year ended December 31, 2023, of which our share was \$271 million. This was attributable to the higher year-end rates across most currencies relative to the U.S. dollar.

We seek to hedge foreign currency exposure where the cost of doing so is reasonable. Due to the high historical costs associated with hedging the Brazilian real, Colombian peso and other emerging market currencies, hedge levels against those currencies were low as at December 31, 2023.

CORPORATE DIVIDENDS

The dividends paid by Brookfield on outstanding securities during 2023, 2022 and 2021, are summarized in the following table.

	Distribution per Security		
	2023	2022	2021
Class A and B ¹ Limited Voting Shares ("Class A and B shares") ²	\$ 0.28	\$ 0.56	\$ 0.52
Special distribution to Class A and B shares ^{3,4}	—	8.00	0.36
Class A Preferred Shares			
Series 2	0.89	0.51	0.34
Series 4	0.89	0.51	0.34
Series 8 ⁵	—	0.75	0.47
Series 9 ⁶	—	0.58	0.55
Series 13	0.89	0.51	0.34
Series 15 ⁷	—	0.45	0.12
Series 17	0.88	0.91	0.95
Series 18	0.88	0.91	0.95
Series 24	0.60	0.62	0.62
Series 25 ⁸	—	—	0.24
Series 26 ⁹	0.71	0.72	0.69
Series 28 ¹⁰	0.85	0.70	0.54
Series 30 ¹¹	1.13	0.90	0.93
Series 32 ¹²	1.02	0.97	1.01
Series 34	0.82	0.85	0.89
Series 36	0.90	0.93	0.97
Series 37	0.91	0.94	0.98
Series 38	0.66	0.69	0.71
Series 40	0.75	0.77	0.80
Series 42	0.60	0.63	0.71
Series 44	0.93	0.96	1.00
Series 46 ¹³	1.00	1.01	0.96
Series 48 ¹⁴	1.15	0.91	0.95
Series 51 ⁵	1.12	—	—
Series 52 ⁶	0.45	—	—

1. Class B Limited Voting Shares ("Class B shares").

2. Combined, the Corporation's and Brookfield Asset Management Ltd.'s 2023 quarterly dividend would equate to \$0.15 per Class A share held prior to the special distribution; representing a 7% increase compared to the 2022 dividend prior to the special distribution, assuming that shareholders retained the Brookfield Asset Management Ltd. shares received upon completion of the special distribution in December 2022.

3. Distribution of one Class A and one Class B share of Brookfield Asset Management Ltd. for every four Corporation Class A Shares and Corporation Class B Shares held as of the close of business of December 2, 2022, valued based on the share price of \$32.00 per share of Brookfield Asset Management Ltd. on the date of the special distribution of the asset management business.

4. Distribution of one Class A exchangeable limited voting share of Brookfield Asset Management Reinsurance Partners Ltd. (now Brookfield Reinsurance Ltd.) for every 145 Class A shares and Class B shares held as of the close of business of June 18, 2021.

5. All Series 8 shares were converted to Series 51 shares as part of the special distribution of the asset management business in December 2022.

6. All Series 9 shares were converted to Series 52 shares as part of the special distribution of the asset management business in December 2022.

7. All Series 15 shares were fully redeemed and cancelled as at March 31, 2023.

8. Dividend rate reset commenced the last day of each quarter. All Series 25 shares were converted into Series 24 on a one-for-one basis effective June 30, 2021.

9. Dividend rate reset commenced March 31, 2022.

10. Dividend rate reset commenced June 30, 2022.

11. Dividend rate reset commenced December 31, 2022.

12. Dividend rate reset commenced October 1, 2023.

13. Dividend rate reset commenced March 31, 2022.

14. Dividend rate reset commenced December 31, 2022.

Dividends on the Class A and B shares are declared in U.S. dollars whereas Class A Preferred share dividends are declared in Canadian dollars.

SUMMARY OF QUARTERLY RESULTS

The quarterly variances in revenues over the past two years are due primarily to acquisitions and dispositions. Variances in net income to shareholders relate primarily to the timing and amount of non-cash fair value changes and deferred tax provisions, as well as seasonality and cyclical influences in certain businesses. Changes in ownership have resulted in the consolidation and deconsolidation of revenues from some of our assets, particularly in our Real Estate and Private Equity businesses. Other factors include the impact of foreign currency on non-U.S. revenues and net income attributable to non-controlling interests.

Our Real Estate business typically generates consistent same-store net operating income on a quarterly basis due to the long-term nature of contractual lease arrangements subject to the intermittent recognition of disposition and lease termination gains. Our retail properties typically experience seasonally higher retail sales during the fourth quarter, and our resort hotels tend to experience higher revenues and costs as a result of increased visits during the first quarter. We fair value our real estate assets on a quarterly basis which results in variations in net income based on changes in the value.

Renewable power hydroelectric operations are seasonal in nature. Generation tends to be higher during the winter rainy season in Brazil and spring thaws in North America; however, this is mitigated to an extent by prices, which tend not to be as strong as they are in the summer and winter seasons due to the more moderate weather conditions and reductions in demand for electricity. Water and wind conditions may also vary from year to year. Our Infrastructure operations are generally stable in nature as a result of regulation or long-term sales contracts with our investors, certain of which guarantee minimum volumes.

Revenues and direct costs in our Private Equity operations vary from quarter to quarter primarily due to acquisitions and dispositions of businesses, fluctuations in foreign exchange rates, business and economic cycles, and weather and seasonality in underlying operations. Broader economic factors and commodity market volatility may have a significant impact on a number of our businesses, in particular within our industrials portfolio. Within our infrastructure services, our work access services is subject to potential seasonal fluctuations in the demand for services. Some of our business services operations will typically have stronger performance in the latter half of the year whereas others, such as our road fuels operation, will generate stronger performance in the second and third quarters. Net income is impacted by periodic gains and losses on acquisitions, monetization and impairments.

Our condensed statements of operations for the eight most recent quarters are as follows:

FOR THE PERIODS ENDED (MILLIONS, EXCEPT PER SHARE AMOUNT)	2023				2022			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenues	\$24,518	\$24,441	\$23,668	\$23,297	\$24,213	\$23,418	\$23,256	\$21,882
Net income	3,134	35	1,512	424	44	716	1,475	2,960
Net income (loss) to shareholders	699	230	81	120	(316)	423	590	1,359
Per share								
- diluted	\$ 0.42	\$ 0.12	\$ 0.03	\$ 0.05	\$ (0.23)	\$ 0.24	\$ 0.34	\$ 0.81
- basic	0.43	0.12	0.03	0.05	(0.23)	0.25	0.35	0.84

The following table shows fair value changes and income taxes for the last eight quarters, as well as their combined impact on net income:

FOR THE PERIODS ENDED (MILLIONS)	2023				2022			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Fair value changes	\$(1,326)	\$ (170)	\$ 62	\$ 38	\$(1,811)	\$ (549)	\$ (397)	\$ 1,780
Income taxes	(87)	(241)	(409)	(274)	(95)	(525)	(141)	(708)
Net impact	\$(1,413)	\$ (411)	\$ (347)	\$ (236)	\$(1,906)	\$(1,074)	\$ (538)	\$ 1,072

Over the last eight quarters, the factors discussed below caused variations in revenues and net income to shareholders on a quarterly basis:

- In the fourth quarter of 2023, revenues were consistent with the prior quarter. Net income increased compared to the prior quarter due to gains associated with the disposition of our nuclear technology services operation, which was partially offset by fair value decreases in our Real Estate segment.
- In the third quarter of 2023, revenues increased in comparison to the prior quarter mainly due to contributions from recent acquisitions, primarily in our Infrastructure segment. Net income is absent one time disposition gains recognized in the prior quarter in our Infrastructure segment, and reflects fair value decreases on our transitional and development properties within our Real Estate segment.
- In the second quarter of 2023, revenues increased in comparison to the prior quarter primarily due to same-store growth across our operating businesses and recent acquisitions. The increased net income in the quarter compared to the prior quarter is primarily a result of disposition gains from our Infrastructure segment.
- In the first quarter of 2023, revenues decreased in comparison to the prior quarter primarily due to decreased contributions from our Private Equity segment due to the impact of volume, partially offset by contributions from recent acquisitions and organic growth initiatives in our Infrastructure and Renewable Power and Transition segments. The increase in net income was primarily due to fair value decreases recorded on investment properties in the prior quarter.
- In the fourth quarter of 2022, revenues increased in comparison to the prior quarter mainly due to contributions from recent acquisitions across our operating segments, primarily in our Private Equity Segment. The lower net income in the quarter is primarily attributable to fair value decreases on our transitional and development properties within our Real Estate segment.
- In the third quarter of 2022, revenues increased compared to the prior quarter mainly due to contributions from recent acquisitions, primarily in our Private Equity segment. The lower net income in the quarter is primarily attributable to fair value decreases in our transitional and development properties in our Real Estate segment.
- In the second quarter of 2022, revenue increased compared to the prior quarter mainly due to contributions from recent acquisitions and same-store growth across our businesses. The lower net income in the quarter is primarily attributable to the one-time reduction in valuations of certain properties within our Real Estate segment.
- In the first quarter of 2022, revenues increased compared to the prior quarter mainly due to increased contributions from recent acquisitions and same-store growth across our businesses. The higher net income in the quarter is primarily attributable to increased valuations of our real estate LP Investments, partially offset by higher income taxes.

PART 3

OPERATING SEGMENT RESULTS

BASIS OF PRESENTATION

HOW WE MEASURE AND REPORT OUR OPERATING SEGMENTS

Our operations are organized into our Asset Management business, our Insurance Solutions business, our four primary Operating Businesses and our Corporate Activities, which collectively represent seven operating segments for internal and external reporting purposes.

Beginning in the second quarter of 2023, the company presented an Insurance Solutions operating segment for internal and external reporting purposes. Additionally, our direct investments into and alongside private funds managed by BAM were presented within the Asset Management segment. These amounts were previously presented in our Corporate Activities segment and our Operating Businesses, respectively. This presentation aligns our operating segments with how our Chief Operating Decision Maker assesses the operating results and performance of our businesses on a segmented basis. The company has retrospectively applied these presentation changes for all periods presented.

For our Asset Management and Insurance Solutions segments, we primarily measure operating performance using DE¹. To further assess operating performance for the Asset Management segment, we also provide unrealized carried interest¹ which represents carried interest generated on unrealized changes in the fair value of our private fund investment portfolios, net of realized carried interest¹. Net operating income ("NOI")¹ is the key performance metric for our Real Estate segment, and Funds from Operations ("FFO")¹ is used for our other operating segments. We also provide the amount of capital invested by the Corporation in each segment using common equity. Common equity relates to invested capital¹ allocated to a particular business segment, which we use interchangeably with segment common equity.

Our operating segments are global in scope and are as follows:

- i. The *Asset Management* business includes managing long-term private funds, perpetual strategies and liquid strategies on behalf of our investors and ourselves, as well as our share of the asset management activities of Oaktree Capital Management ("Oaktree")¹. We generate contractual base management fees for these activities as well as incentive distributions¹ and performance income, including performance fees¹, transaction fees and carried interest¹. The Asset Management business also includes our direct investments into and alongside private funds managed by BAM.
- ii. The *Insurance Solutions* business includes our equity accounted interest in BNRE, a leading capital solutions business providing insurance and reinsurance services to individuals and institutions across a broad range of insurance products including life insurance and annuities, and personal and commercial property and casualty insurance.

Operating Businesses

- iii. The *Renewable Power and Transition* business includes the ownership, operation and development of hydroelectric, wind, utility-scale solar power generating assets and distributed energy & sustainable solutions.
- iv. The *Infrastructure* business includes the ownership, operation and development of utilities, transport, midstream, and data assets.
- v. The *Private Equity* business includes a broad range of industries, and is mostly focused on the ownership and operation of business services and industrial operations.

1. See definition in Glossary of Terms beginning on page 135.

- vi. The *Real Estate* business includes the ownership, operation and development of core and transitional and development investments (including residential development properties).
- vii. *Corporate Activities* include the investment of cash and financial assets, as well as the management of our corporate leverage, including corporate borrowings and preferred equity, which fund a portion of the capital invested in our other operations. Certain corporate costs such as technology and operations are incurred on behalf of our operating segments and allocated to each operating segment based on an internal pricing framework.

In assessing operating performance and capital allocation, we separately identify the portion of DE, NOI, or FFO and common equity that relate to each segment, where applicable. We believe that identifying the key operating metrics attributable to each segment enables investors to understand how the results of these entities are integrated into our financial results and is helpful in analyzing variances between reporting periods. Additional information with respect to our listed affiliates (BEP, BIP, BBU) is available in their public filings. We also separately identify the components of realized carried interest, net¹, and realized disposition gains¹ included within the DE and FFO of each segment in order to facilitate analysis of variances between reporting periods.

SUMMARY OF RESULTS BY OPERATING SEGMENT

The following table presents DE, FFO, NOI and common equity by segment, where applicable, on a period-over-period basis for comparative purposes:

AS AT AND FOR THE YEARS ENDED DEC. 31 (MILLIONS)	DE ¹			FFO ^{1,2} / NOI ^{1,2}			Common Equity		
	2023	2022	Change	2023	2022	Change	2023	2022	Change
Asset Management	\$ 3,124	\$ 3,499	\$ (375)				\$19,484	\$19,645	\$ (161)
Insurance Solutions	740	388	352				6,144	3,996	2,148
Operating Businesses									
Renewable Power and Transition				\$ 418	\$ 401	\$ 17	4,887	5,274	(387)
Infrastructure				653	576	77	2,537	2,524	13
Private Equity				1,876	857	1,019	3,291	2,439	852
Real Estate				3,616	3,472	144	22,413	22,825	(412)
Corporate Activities				(463)	(366)	(97)	(17,082)	(17,095)	13
Total	\$ 4,806	\$ 5,229	\$ (423)				\$41,674	\$39,608	\$ 2,066

1. DE is the key performance metric for the Asset Management and Insurance Solutions segments. NOI is the key performance metric for the Real Estate segment only. FFO is the key performance metric for the Renewable Power and Transition, Infrastructure, Private Equity, and Corporate Activities segments.
2. See definition in Glossary of Terms beginning on page 135.

During the year, we generated strong results with DE¹ of \$4.8 billion. DE before realizations¹ were \$4.2 billion for the year. After adjusting for the impact of the special distribution of a 25% interest in our asset management business in December 2022², DE before realizations increased by \$398 million or 10% compared to the prior year. The increase over the year is attributable to inflows from continued fundraising momentum and capital deployment in our Asset Management business, the scaling of our Insurance Solutions business, and the resilient performance of our Operating Businesses.

Our Asset Management business generated DE before realizations of \$2.6 billion in the current year. BAM benefited from a strong year of fundraising and capital deployment, with growth in FRE¹ supported by significant inflows from our infrastructure, real estate, global transition, and private equity funds, and capital deployed at our perpetual strategies and long-term credit funds, resulting in a \$39 billion or 9% increase in fee-bearing capital¹ over the prior year. Distributions from our direct investments were \$876 million in the current year.

1. See definition in Glossary of Terms beginning on page 135.
2. See reconciliation in Part 1 – Our Business and Strategy – Liquidity and Capitalization on page 33 of this MD&A.

Insurance Solutions DE increased by \$352 million compared to prior year primarily driven by strong performance of our investment portfolio and the scaling of our asset base.

Renewable Power and Transition's FFO increased by \$17 million compared to the prior year primarily due to contributions from inflation indexation, strong energy prices at our facilities in the U.S., net acquisitions, and gains on the sale of non-core assets, partially offset by lower hydrology as well as higher interest expense from increased borrowings and higher rates on floating rate debt.

Infrastructure's FFO increased by \$77 million compared to the prior year. This was primarily driven by inflation indexation, volume growth across the majority of our critical infrastructure networks, the commissioning of capital projects, and net acquisition activity, partially offset by increased interest expense due to additional borrowings.

Private Equity's FFO increased by \$1.0 billion compared to the prior year due to same-store contributions from our residential mortgage insurer, our lottery services operation, and our advanced energy storage operation. Increase in FFO was also supported by disposition gains from the sale of our nuclear technology services operation and contributions from recent acquisitions net of dispositions, partially offset by increased interest expense primarily due to upfinancings and higher rates on floating rate debt.

NOI from our Real Estate business increased by \$144 million compared to the prior year, primarily due to same store growth supported by the strong performance of our core properties and receipt of a one-time lease payment.

Common equity increased by \$2.1 billion to \$41.7 billion in the year ended December 31, 2023 primarily due to comprehensive income and the impact of ownership changes, partially offset by distributions to common and preferred equity holders and share repurchases. Refer to Part 2 – Review of Consolidated Financial Results for details.

ASSET MANAGEMENT

BUSINESS OVERVIEW

Our Asset Management business is one of the leading global alternative asset managers, with over \$900 billion of assets under management as at December 31, 2023 across infrastructure, renewable power and transition, real estate, private equity and credit.

The business invests client capital for the long term with a focus on real assets and essential service businesses that form the backbone of the global economy. The business draws on our heritage as an owner and operator to invest for value and generate strong returns for clients, across economic cycles. Our clients include some of the world's largest institutional investors, including sovereign wealth funds, pension plans, endowments, foundations, financial institutions, insurance companies, and individual investors.

The collaboration between the 2,400+ investment and asset management professionals in our asset management business and approximately 240,000 operating employees located in over 30 countries on five continents, provides Brookfield with deep investment and operating expertise across several sectors and industries, global reach and unique access to proprietary investment opportunities.

We put our own capital to work alongside our investors' in virtually every transaction, aligning interests and leveraging our global presence, the synergies of our business and large-scale, flexible capital to achieve strong returns across market cycles.

We offer our clients a large and growing number of investment products to assist them in achieving their financial goals, providing a diverse set of long-term and perpetual private funds and dedicated public vehicles across each of the asset classes in which we invest and spanning various investment strategies.

As the asset manager of these investment products, our Asset Management business earns base management fees in addition to incentive distributions, performance fees, or carried interest depending on the product offering.

Our Asset Management business focuses on raising capital by establishing new investment products for our clients, identifying and acquiring high-quality assets, delivering strong underlying investment performance and executing timely monetizations or refinancings. If we execute in these areas, this should equate to growth in fee-bearing and carry eligible capital¹ and in turn higher fee revenues, fee-related earnings and realized carried interest over time.

We also include the discretionary capital that we invest directly into and alongside private funds managed by BAM and other investments within the results of our Asset Management business. These investments include flagship real estate private funds that are managed by BAM with long-term track records of earning strong returns, as well as capital invested in other real estate and private equity funds managed by BAM, opportunistic credit funds managed by Oaktree, and other investments.

OUTLOOK AND GROWTH INITIATIVES

Alternative assets provide an attractive investment opportunity to institutional and high net worth investors. These asset classes also provide investors with alternatives to fixed income investments by providing a strong, inflation-linked return profile. Institutional investors, in particular pension funds, must earn and generate returns to meet their long-term obligations while protecting their capital. As a result, inflows to alternative asset managers are continuing to grow and managers are focused on new product development to meet this demand.

Our business model has proven to be resilient through economic cycles, due to our strong foundation and discipline. Overall, our business is stronger and more diversified than ever and well positioned to deliver continued growth.

1. See definition in Glossary of Terms beginning on page 135.

Our private fund strategies continue to attract strong interest from our clients, leading to \$93 billion of capital raised across our flagship and complementary strategies during 2023. We held the final closes of our largest ever infrastructure strategy and our largest ever private equity strategy, raising \$30 billion and \$12 billion, respectively, as well as the final close of the world's largest private infrastructure debt fund raising over \$6 billion in capital. We are making good progress on our fundraising for the next round of our flagship funds and we anticipate additional inflows of approximately \$50 billion upon the closing of American Equity Life ("AEL").

In addition, we are also actively progressing new growth strategies, including transition, insurance, secondaries, and technology. These new initiatives, in addition to our existing strategies are expected to have a very meaningful impact on our growth trajectory in the long term.

We continue to expand our investor base through existing relationships and new channels. As at December 31, 2023, we had over 2,300 clients, made up of some of the world's largest institutional investors, including sovereign wealth funds, pension plans, endowments, foundations, financial institutions, insurance companies, and individual investors. Our private wealth channel also continues to grow and represents over 5% of current commitments. We have a dedicated team of over 100 people that are focused on distributing and developing catered products to the private wealth channel.

Long-term Private Funds – \$245.5 billion fee-bearing capital¹

Our Asset Management business manages and earns fees on a diverse range of renewable power and transition, infrastructure, private equity, real estate and credit funds. These funds have a long duration, are closed-end and include opportunistic, value-add, core and core plus investment strategies.

On long-term private fund capital, our asset management business earns:

1. Diversified and long-term base management fees on capital that is typically committed for 10 years with two one-year extension options.
2. Carried interest, which enables our business to receive a portion of overall fund profits provided that investors receive a minimum prescribed preferred return. Carried interest is recognized when a fund's cumulative returns are in excess of preferred returns and when it is highly probable that a significant reversal will not occur.
3. Transaction and advisory fees are one-time fees earned on co-investment capital related to the close of transactions, and vary based on transaction agreements.

Perpetual Strategies – \$148.6 billion fee-bearing capital

Our Asset Management business manages the perpetual capital in our perpetual affiliates, as well as in its core and core plus private funds, which can continually raise new capital. From these perpetual strategies, our business earns:

1. Long-term perpetual base management fees, which are based on total capitalization or net asset value ("NAV") of our perpetual affiliates and the NAV of its perpetual private funds.
2. Stable incentive distribution fees which are linked to cash distributions from perpetual affiliates (BEP/BEPC and BIP/BIPC) that exceed pre-determined thresholds. These cash distributions have a historical track record of growing annually and each of these perpetual affiliates target annual distribution growth rates within a range of 5-9%.
3. Performance fees based on unit price performance (BBU) and carried interest on its perpetual private funds.

Liquid Strategies – \$62.9 billion fee-bearing capital

Our Asset Management business manages publicly listed funds and separately managed accounts, focused on fixed income and equity securities across real estate, infrastructure and natural resources. Our business earns base management fees, which are based on committed capital and fund NAV, and performance income based on investment returns.

1. See definition in Glossary of Terms beginning on page 135.

SUMMARY OF OPERATING RESULTS

The following table disaggregates our share of DE and common equity of entities in our Asset Management segment. We have provided additional detail, where referenced, to explain significant variances in our operating results from the prior period.

AS AT AND FOR THE YEARS ENDED DEC. 31 (MILLIONS)	Ref.	DE		Common Equity	
		2023	2022	2023	2022
BAM	i	\$ 1,678	\$ 2,061	\$ 7,126	\$ 6,884
Realized carried interest	ii	570	555	—	—
Direct investments	iii	876	883	12,358	12,761
Realized disposition gains		11	179	—	—
		<u>\$ 3,135</u>	<u>\$ 3,678</u>	<u>\$19,484</u>	<u>\$19,645</u>
Generated carried interest					
Generated in period		\$ 1,833	\$ 2,475		
Foreign exchange		182	(185)		
		2,015	2,290		
Less: direct costs		(727)	(743)		
Generated carried interest, net	iv	1,288	1,547		
Less: generated carried interest not attributable to the Corporation		(169)	(129)		
Total generated carried interest, net		<u>\$ 1,119</u>	<u>\$ 1,418</u>		

FEE-BEARING CAPITAL

The following table summarizes fee-bearing capital:

AS AT DEC. 31 (MILLIONS)	Long-Term Private Funds	Perpetual Strategies	Liquid Strategies	Total 2023	Total 2022
Renewable Power and Transition	\$ 31,187	\$ 22,700	\$ —	\$ 53,887	\$ 47,218
Infrastructure	52,220	47,290	—	99,510	85,887
Private Equity	33,249	5,600	—	38,849	39,317
Real Estate	72,037	28,951	—	100,988	103,025
Credit and other	56,795	44,031	62,938	163,764	142,416
December 31, 2023	\$ 245,488	\$ 148,572	\$ 62,938	\$ 456,998	n/a
December 31, 2022	\$ 218,992	\$ 135,575	\$ 63,296	n/a	\$ 417,863

We have approximately \$47 billion of additional committed capital that does not currently earn fees but will generate approximately \$470 million in annual fees once deployed.

Fee-bearing capital increased by \$39.1 billion during the year. The changes are set out in the following table:

AS AT AND FOR THE YEAR ENDED DEC. 31 (MILLIONS)	Renewable Power and Transition	Infrastructure	Private Equity	Real Estate	Credit and Other	Total
Balance, December 31, 2022	\$ 47,218	\$ 85,887	\$ 39,317	\$ 103,025	\$ 142,416	\$ 417,863
Inflows	6,848	14,059	4,424	12,042	35,807	73,180
Outflows	—	(6)	—	(508)	(19,848)	(20,362)
Distributions	(1,626)	(3,062)	(1,200)	(5,415)	(4,977)	(16,280)
Market valuation	1,757	2,241	(816)	(3,016)	7,906	8,072
Other	(310)	391	(2,876)	(5,140)	2,460	(5,475)
Change	6,669	13,623	(468)	(2,037)	21,348	39,135
Balance, December 31, 2023	\$ 53,887	\$ 99,510	\$ 38,849	\$ 100,988	\$ 163,764	\$ 456,998

Renewable power and transition fee-bearing capital increased by \$6.7 billion, due to:

- inflows from capital raised for our second vintage global transition fund, fifth infrastructure flagship fund, capital market issuances, as well as capital deployed across our fund strategies; and
- increase in market valuations as a result of higher market capitalization of BEP; partially offset by
- distributions paid to BEP's unitholders and capital returned to investors across our long-term private funds.

Infrastructure fee-bearing capital increased by \$13.6 billion, due to:

- inflows from capital raised for our fifth flagship infrastructure fund, capital market issuances, as well as capital deployed in other fund strategies; and
- increase in market valuations as a result of higher market capitalization of BIP; partially offset by
- distributions paid to BIP's unitholders and capital returned to investors across our long-term and perpetual private funds.

Private equity fee-bearing capital decreased by \$468 million, due to:

- inflows from capital raised as part of the final close of our sixth flagship private equity fund and capital deployed in other strategies; more than offset by
- the end of the management fee period for one of our legacy funds; and
- distributions paid to BBU's unitholders and capital returned to investors across our long-term private funds.

Real estate fee-bearing capital decreased by \$2.0 billion, due to:

- capital raised from the first close of our fifth flagship real estate fund, as well as capital deployed across other fund strategies; more than offset by
- distributions from our perpetual strategies, flagship and other private funds;
- decrease from the end of the commitment period for one of our legacy funds; and
- lower market valuation of certain assets across our perpetual fund strategies.

Credit and other fee-bearing capital increased by \$21.3 billion, due to:

- inflows from capital deployed within our long-term private funds (specifically our eleventh and twelfth flagship opportunistic credit fund), as well as inflows from our Insurance Solutions business;
- increase in market valuations in our liquid strategy and open-ended credit portfolios; partially offset by
- outflows and redemptions from our liquid and perpetual strategies.

CARRY ELIGIBLE CAPITAL

Carry eligible capital¹ increased by \$19.2 billion during the year to \$237.3 billion as at December 31, 2023 (December 31, 2022 – \$218.1 billion). The increase primarily relates to capital committed in our fifth flagship real estate fund, fifth flagship infrastructure fund, second global transition fund, and sixth flagship private equity fund, as well as capital deployed in our third infrastructure debt fund and in our eleventh and twelfth opportunistic credit funds, partially offset by the return of capital across various funds.

As at December 31, 2023, \$165.8 billion of carry eligible capital was deployed (December 31, 2022 – \$149.3 billion). This capital is either currently earning carried interest or will begin earning carried interest once its related funds have reached their preferred return threshold. There are currently \$71.5 billion of uncalled fund commitments that will begin to earn carried interest once the capital is deployed and fund preferred returns are met (December 31, 2022 – \$68.8 billion).

OPERATING RESULTS

DE from our Asset Management business includes fee-related earnings, net of corporate costs, excluding equity-based compensation costs and realized carried interest earned by us in respect of capital managed for our investors. Fee-related earnings includes fees earned by BAM on the capital invested by us in the perpetual affiliates. This is representative of how we manage the business and measure the returns from our asset management activities. DE from our Asset Management business also includes operating earnings from our interests in direct investments. We also analyze unrealized carried interest, net, to provide insight into the value our investments have created in the period.

i. Distributable earnings from BAM

FOR THE YEARS ENDED DEC. 31 (MILLIONS)	2023	2022
Fee revenues ¹		
Base management fees	\$ 3,956	\$ 3,620
Incentive distributions	378	335
Transaction and advisory fees	47	93
	<u>4,381</u>	<u>4,048</u>
Less: direct costs	(2,014)	(1,792)
	<u>2,367</u>	<u>2,256</u>
Less: fee-related earnings not attributable to the Corporation	(126)	(148)
Fee-related earnings	<u>2,241</u>	<u>2,108</u>
Cash taxes	(196)	(98)
Other income (expense)	154	(14)
Add back: equity-based compensation costs	39	100
BAM distributable earnings	<u>2,238</u>	<u>2,096</u>
Amounts not attributable to the Corporation ¹	(560)	(35)
BAM distributable earnings at our share	<u>\$ 1,678</u>	<u>\$ 2,061</u>

1. Amounts not attributable to the Corporation in 2022 include results prior to the special distribution of a 25% interest in our asset management business in December 2022.

1. See definition in Glossary of Terms beginning on page 135.

Fee-related earnings increased to \$2.2 billion, mainly due to higher base management fees driven by increased fee-bearing capital and growth in incentive distributions from BIP and BEP, partially offset by increased direct costs.

Base management fees increased by \$336 million to \$4.0 billion, representing a 9% increase from the prior year. The increase is broken down as follows:

- \$163 million increase from our infrastructure business due to contributions from our fifth flagship infrastructure fund, which held its final close in November 2023;
- \$72 million increase from our credit and other business due to capital deployed within our flagship opportunistic and other closed-ended credit funds;
- \$60 million increase from our real estate business largely due to a full year of fees earned from our fourth flagship real estate fund and capital raised in our fifth flagship real estate fund;
- \$37 million increase from our private equity business primarily due to the capital raised for our sixth flagship private equity fund, which held its final close in the third quarter of 2023; and
- \$4 million increase from our renewable power and transition business due to contributions from our fifth flagship infrastructure fund and global transition fund, which were partially offset by decreased capitalization of BEP due to a lower trading price.

Incentive distributions across our perpetual affiliates increased by \$43 million to \$378 million, due to higher distributions paid by BIP and BEP versus the prior year.

The margin on our fee-related earnings, including our 68% share of Oaktree's fee-related earnings, decreased to 56% in the current period (2022 – 58%). Our fee-related earnings margin before performance fees, including 100% of Oaktree's fee-related earnings, was 54% in the current period (2022 – 56%).

Direct costs consist primarily of employee expenses and professional fees, as well as business related technology costs and other shared services. Direct costs increased by \$222 million from the prior year as we continue to scale our asset management franchise, including enhancing our fundraising and client service capabilities and developing new complementary strategies.

Cash taxes and other income (expense) comprise of corporate costs of our asset management business. Amounts not attributable to the Corporation relate to non-controlling interest ("NCI") of our asset management business.

ii. Realized Carried Interest

We realize carried interest when a fund's cumulative returns are in excess of preferred returns and are no longer subject to future investment performance (e.g., subject to "clawback"). During the year, we realized \$570 million of carried interest, net of direct costs (2022 – \$555 million), which were primarily driven by realizations from flagship funds within our private equity, infrastructure and real estate businesses, as well as from our perpetual credit funds.

We provide supplemental information and analysis below on the estimated amount of unrealized carried interest (see section iv) that has accumulated based on fund performance up to the date of the consolidated financial statements.

iii. Direct investments

DE before realizations from our direct investments of \$876 million was \$7 million lower than the prior year. The decrease is mainly attributable to lower cash distributions received compared to the prior year.

During the year, BNRE acquired an economic interest in \$1.6 billion of high quality real estate from the Corporation in exchange for the Corporation receiving an increased stake in BNRE.

iv. *Unrealized Carried Interest*

The amounts of accumulated unrealized carried interest¹ and associated costs are not included in our Consolidated Balance Sheets or Consolidated Statements of Operations as they are still subject to clawback. These amounts are shown in the following table:

FOR THE YEARS ENDED DEC. 31 (MILLIONS)	2023			2022		
	Carried Interest	Direct Costs	Net	Carried Interest	Direct Costs	Net
Accumulated unrealized, beginning of period	\$ 9,143	\$ (3,021)	\$ 6,122	\$ 7,747	\$ (2,562)	\$ 5,185
In-period change						
Generated in period	1,833	(677)	1,156	2,475	(783)	1,692
Foreign currency revaluation	182	(50)	132	(185)	40	(145)
	2,015	(727)	1,288	2,290	(743)	1,547
Less: realized	(1,006)	372	(634)	(894)	284	(610)
	1,009	(355)	654	1,396	(459)	937
Accumulated unrealized, end of period	10,152	(3,376)	6,776	9,143	(3,021)	6,122
Carried interest not attributable to the Corporation	(1,230)	612	(618)	(1,060)	547	(513)
Accumulated unrealized, end of period, net	<u>\$ 8,922</u>	<u>\$ (2,764)</u>	<u>\$ 6,158</u>	<u>\$ 8,083</u>	<u>\$ (2,474)</u>	<u>\$ 5,609</u>

Unrealized carried interest generated in the current year before foreign exchange and associated costs was \$1.8 billion primarily related to increased valuations in our infrastructure, private equity, and credit businesses.

Accumulated unrealized carried interest, at our share¹, totaled \$8.9 billion as at December 31, 2023. We estimate approximately \$2.8 billion in associated costs related to the future realization of the accumulated amounts to date, predominantly related to employee long-term incentive plans and taxes that will be incurred. We expect to recognize \$4.9 billion of this carry at our share, before costs, within the next three years; however, realization of this carried interest is dependent on future investment performance and the timing of monetizations.

1. See definition in Glossary of Terms beginning on page 135.

INSURANCE SOLUTIONS

BUSINESS OVERVIEW

- Our Insurance Solutions business is a leading capital solutions business providing insurance and reinsurance services to individuals and institutions. Through operating subsidiaries, the business offers a broad range of insurance products and services, including life insurance and annuities, and personal and commercial property and casualty insurance. The business seeks to generate attractive risk-adjusted returns on equity over the long term by investing predominantly in credit products to earn an investment return that exceeds its cost of liabilities.
- Our capital invested in our Insurance Solutions business is via our equity accounted investment in Brookfield Reinsurance Ltd. (“BNRE”)¹. BNRE is listed on the NYSE and TSX. We refer to BNRE as a “paired entity” to the Corporation as (i) the BNRE class A and class A-1 shares (a) are exchangeable into Brookfield Class A shares on a one-for-one basis and (b) receive distributions at the same time and in the same amounts as dividends on the Brookfield Class A shares, and (ii) the Corporation owns 100% of the BNRE class C shares, which entitles the Corporation to the residual economic interest in BNRE.
- The business may seek to add duration and diversification to its investment portfolio by acquiring public and private real assets across many of the asset classes in which Brookfield has a long-dated track record of success, including real estate, royalties, or public securities (among other assets). These acquisitions could be made in the open market or from assets currently owned by the Corporation.

OPERATIONS

Direct Insurance

- Our direct insurance business includes direct origination of life, annuity and property and casualty insurance policies mainly across the U.S., operating through two of our operating companies. American National¹, which we acquired in May 2022, originates life, annuity and property and casualty insurance policies. Argo¹, which we acquired in November 2023, operates property and casualty business through their leading specialty platform.

Reinsurance

- Our reinsurance business focuses primarily on the reinsurance of annuity-based products, and primarily seeks to transact with direct insurers and other reinsurers. The business seeks to reinsure three types of annuity products: fixed annuities, fixed index annuities, and payout annuities.
- Our reinsurance subsidiaries currently have in place reinsurance and retrocession agreements with two third-parties to reinsure a block of U.S. annuities and fixed indexed annuities.

Pension Risk Transfer (“PRT”)

- Our PRT business is primarily operated in Canada and the U.S., typically by issuing a single premium group annuity contract to a pension plan, which permits the corporate pension plan sponsor to discharge certain pension plan liabilities from its balance sheet. Our Canadian PRT business is operated through a Canadian domiciled, licensed and regulated direct life insurance company. Our U.S. PRT business is operated through American National.

1. See definition in Glossary of Terms beginning on page 135.

OUTLOOK AND GROWTH INITIATIVES

ASSET OPTIMIZATION

Increase in
Spread Earnings

ORGANIC GROWTH

Policy Origination and
Pension Risk Transfer

CAPITAL ALLOCATION

M&A
Reinsurance Blocks

Our Insurance Solutions business seeks to match our insurance liabilities with a portfolio of high-quality investments in order to generate attractive, risk-adjusted returns. In doing so, our Insurance Solutions business leverages our broader Brookfield platforms to opportunistically source new business and deploy our capital in assets that are tailored to our investment needs. Our Brookfield platforms and relationships provide us with access to a diverse mix of leading alternative investment strategies that we believe are well-suited for this purpose.

We continue to scale our asset base and leverage our investment origination capabilities to drive earnings growth. As at the end of 2023, our insurance assets increased to approximately \$60 billion, with the close of Argo and the origination of new annuity policies, and annualized earnings in this business were \$940 million. With the closing of AEL expected shortly, our Insurance Solutions business will grow to over \$100 billion of assets and \$1.3 billion of annualized earnings. It is expected that the capital base of this business will be vastly greater in the future, achieved through internal growth as well as through the addition of new capital from the Corporation.

We continue to grow our Insurance Solutions business by writing insurance policies through our existing operating platforms and expanding our reach to other international markets.

SUMMARY OF OPERATING RESULTS

Distributable operating earnings ("DOE") is a key measure of our Insurance Solutions business' financial performance and is equivalent to its DE¹. The following table disaggregates our Insurance Solutions segment's DOE to facilitate analysis of the year-over-year variances:

FOR THE YEARS ENDED DEC. 31 (MILLIONS)	2023	2022
Net investment income	\$ 2,269	\$ 1,205
Cost of insurance	(1,265)	(683)
Interest expense	(193)	(110)
Operating expenses and other	(66)	(24)
Distributable operating earnings, gross	745	388
Less: Amounts not attributable to the Corporation	(5)	—
Distributable operating earnings, net	\$ 740	\$ 388

Our DOE was \$740 million, a \$352 million increase from the prior year primarily driven by strong performance of our investment portfolio and the scaling of our asset base. During the year, total insurance assets increased to approximately \$60 billion. Approximately \$5 billion of such assets were redeployed at an average yield in excess of 9%, increasing the average yield on our insurance assets to 5.5%, approximately 2% higher than the average cost of capital.

1. See definition in Glossary of Terms beginning on page 135.

COMMON EQUITY

Common equity in our Insurance Solutions segment was \$6.1 billion as at December 31, 2023 (2022 – \$4.0 billion), comprised of our capital injected in this business since inception. During the year, BNRE acquired an economic interest in \$2.1 billion of real estate and other assets from the Corporation in exchange for the Corporation receiving an increased ownership stake in BNRE. As a result of the paired share status¹ of BN and BNRE and our ownership of all the issued and outstanding class C shares, the shareholders of BN and BNRE will continue to benefit from the economic return of the transferred assets.

1. We refer to BNRE as a “paired entity” to the Corporation as (i) the BNRE class A and class A-1 shares (a) are exchangeable into Brookfield Class A shares on a one-for-one basis and (b) receive distributions at the same time and in the same amounts as dividends on the Brookfield Class A shares, and (ii) the Corporation owns 100% of the BNRE class C shares, which entitles the Corporation to the residual economic interest in BNRE.

RENEWABLE POWER AND TRANSITION

BUSINESS OVERVIEW

- We own and operate renewable power, sustainable solutions and transition assets primarily through our 45% economic ownership interest¹ in BEP, which is listed on the NYSE and TSX and had a market capitalization of \$17.9 billion as at December 31, 2023.
- BEP owns diverse and high-quality assets across multiple continents and technologies including hydroelectric, wind, utility-scale solar, and distributed energy and sustainable solutions investments.
- We also enter into energy contracts, which are our contractual arrangements with BEP to purchase power generated by certain North American hydro assets at a fixed price that is then resold on a contracted or uncontracted basis.

OPERATIONS

Hydroelectric

- We operate and invest in 237 hydroelectric generating stations on 87 river systems in North America, Brazil and Colombia. Our hydroelectric operations have 8,275 megawatts ("MW") of installed capacity and annualized long-term average ("LTA")¹ generation of 19,936 gigawatt hours ("GWh") on a proportionate basis¹.

Wind

- Our wind operations include 172 wind facilities globally with 10,945 MW of installed capacity and annualized LTA generation of 9,660 GWh on a proportionate basis¹.

Utility-scale Solar

- Our utility-scale solar operations include 211 solar facilities globally with 7,073 MW of installed capacity and 4,177 GWh of annualized LTA generation on a proportionate basis¹.

Distributed Energy & Sustainable Solutions

- Our distributed generation operation includes 6,408 facilities and two river systems with 5,129 MW of installed capacity and annualized LTA generation of 991 GWh on a proportionate basis¹.
- Our sustainable solutions portfolio includes a leading global nuclear services business and utility and independent power producer with 303 MW of wind capacity and 118 MW of solar capacity.

Energy Contracts

- Based on LTA, we purchase approximately 4,100 GWh of power from BEP each year pursuant to a long-term contract at a predetermined price, which represents 13% of BEP's power generation.
- The fixed price that we are required to pay BEP began gradually stepping down in 2022 by \$3 per megawatt hour ("MWh") a year. This will continue until 2025, followed by a \$5/MWh reduction in 2026 resulting in an approximate \$20/MWh total reduction. The contract expires in 2046. Refer to Part 5 – Accounting Policies and Internal Controls for additional information.
- We sell the power into the open market and also earn ancillary revenues, such as capacity fees and renewable power credits. This provides us with increased participation in future increases or decreases in power prices.

1. See definition in Glossary of Terms beginning on page 135.

OUTLOOK AND GROWTH INITIATIVES

SAME-STORE GROWTH

Inflation/Margin
Expansion

DEVELOPMENT

Development
Pipeline

CAPITAL ALLOCATION

Capital
Recycling

Revenues in our Renewable Power and Transition segment are 88% contracted with an average contract term of 13 years, on a proportionate basis, with pricing that is inflation linked. By combining this with a stable, low cost profile, we are able to achieve consistent growth year over year within our existing business. In addition, we consistently identify capital development projects that provide an additional source of growth. Our development pipeline represents over 155,000 MW of potential capacity globally, of which 19,340 MW are currently under construction or are construction-ready. We expect this development pipeline to contribute an incremental approximately \$224 million to BEP's FFO when commissioned. We also have a strong track record of expanding our business through accretive acquisitions and will continue to seek out these opportunities.

We believe that the growing global demand for low-carbon energy, especially amongst corporate off takers, will lead to continued growth opportunities for us in the future. In 2024, we intend to remain focused on progressing our key priorities, which include surfacing margin expansion opportunities, progressing our development pipeline and assessing select contracting opportunities across the portfolio. We believe the investment environment for renewable power remains favorable and we expect to continue to advance our pipeline of acquisition opportunities.

SUMMARY OF OPERATING RESULTS

The following table disaggregates our share of FFO and common equity of entities in our Renewable Power and Transition segment. In addition, we provide the cash distributions received. We have provided additional detail, where referenced, to explain significant movements from the prior period.

AS AT AND FOR THE YEARS ENDED DEC. 31 (MILLIONS)	Ref.	FFO		Common Equity	
		2023	2022	2023	2022
Brookfield Renewable ¹	i	\$ 442	\$ 432	\$ 4,302	\$ 4,635
Energy contracts	ii	(43)	(53)	585	639
Realized disposition gains	iii	19	22	—	—
		<u>\$ 418</u>	<u>\$ 401</u>	<u>\$ 4,887</u>	<u>\$ 5,274</u>
Cash distributions received		<u>\$ 374</u>	<u>\$ 347</u>		

1. Brookfield's interest in BEP consists of 194.5 million redemption-exchange units, 69.2 million Class A limited partnership units, 4.0 million general partnership units, as well as 34.7 million Class A shares in Brookfield Renewable Corporation ("BEPC"), together representing an economic interest of 45% in BEP. In 2023, 10.1 million Class A shares of BEPC were transferred to wholly-owned subsidiaries of BNRE at fair value for cash consideration of \$250 million. The Corporation and BNRE agreed under a voting agreement that all decisions to be made by subsidiaries of BNRE with respect to the voting of these Class A shares will be made jointly by mutual agreement. As a result of the paired share status of BN and BNRE and our ownership of all the issued and outstanding class C shares, the shareholders of BN and BNRE will continue to benefit from the economic return of the transferred assets.

FFO of \$418 million increased by \$17 million from the prior year, primarily due to contributions from inflation indexation, strong energy prices at our facilities in the U.S., net acquisitions, and gains on the sale of non-core assets, partially offset by lower hydrology as well as higher interest expense from increased borrowings and higher rates on floating rate debt.

i. *Brookfield Renewable*

The following table disaggregates BEP's generation and FFO by business line to facilitate analysis of the quarter-over-quarter variances:

FOR THE YEARS ENDED DEC. 31 (GIGAWATT HOURS AND MILLIONS)	Actual Generation (GWh) ¹		Long-Term Average (GWh) ¹		FFO	
	2023	2022	2023	2022	2023	2022
Hydroelectric	18,985	19,524	19,907	20,023	\$ 624	\$ 667
Wind	6,367	5,951	7,865	6,797	382	326
Utility-scale solar	2,489	1,878	3,123	2,406	261	253
Distributed energy & sustainable solutions	1,241	1,050	956	886	185	154
Corporate	—	—	—	—	(357)	(395)
Attributable to unitholders	29,082	28,403	31,851	30,112	1,095	1,005
Non-controlling interests and other ²					(631)	(565)
Segment reallocation ³					(19)	(8)
Brookfield's interest					\$ 445	\$ 432

1. Proportionate to BEP; see "Proportionate basis generation" in Glossary of Terms beginning on page 135.

2. Includes incentive distributions paid to Brookfield of \$112 million (2022 – \$96 million) as the general partner of BEP.

3. Segment reallocation refers to realized disposition gains, net of NCI, included in BEP's operating FFO that we reclassify to realized disposition gains. This allows us to present FFO attributable to unitholders on the same basis as BEP in the table above.

BEP's FFO for the year was \$1.1 billion, of which our share was \$445 million. Generation in the year was 29,082 GWh, a 2.4% increase compared to the prior year. Generation in the year was 8.7% lower than the long-term average ("LTA")¹, primarily due to lower hydrology across North America and South America, and lower wind resources in North America and Europe. Key variances for our operations are described below and on the following page.

Hydroelectric

FFO decreased by \$43 million compared to the prior year primarily due to:

- higher revenue due to inflation indexation on the contracted generation and strong hydrology in the U.S. and Brazil; more than offset by
- lower hydrology in Canada and Colombia; and
- increased financing costs due to financing of growth initiatives.

Wind

FFO in the current year increased by \$56 million relative to the prior year primarily due to:

- growth, including the completion of our 850MW repowering project in the U.S. and inflation indexation on our contracted generation; and
- a gain on the sale of certain non-core assets in Uruguay; partially offset by
- unfavorable pricing on our Spanish assets.

Utility-Scale Solar

FFO in the current year increased by \$8 million relative to the prior year primarily due to:

- contribution from newly acquired and commissioned facilities; partially offset by
- lower generation and unfavorable pricing on our Spanish assets.

1. See definition in Glossary of Terms beginning on page 135.

Distributed Energy & Sustainable Solutions

FFO from our distributed energy and sustainable solutions operation increased by \$31 million compared to the prior year primarily due to growth from recent acquisitions and development activities, which were partially offset by a decrease in average revenue per MWh due to generation mix.

Corporate

The corporate FFO deficit decreased by \$38 million due to lower management fees as a result of lower market capitalization of BEP.

ii. Energy Contracts

During the year, we purchased 3,653 GWh (2022 – 3,241 GWh) from BEP at \$74 per MWh (2022 – \$64 per MWh) and sold the purchased generation at an average selling price of \$63 per MWh (2022 – \$55 per MWh). As a result, we recognized FFO deficit of \$43 million due to higher generation and lower market pricing.

iii. Realized Disposition Gains

Realized disposition gains of \$19 million for the year are primarily attributable to the partial sale of a 378 MW operating hydroelectric portfolio in the U.S. Realized disposition gains of \$22 million for the prior year are attributable to the sale of hydro assets in Brazil and solar assets in Mexico.

COMMON EQUITY

Common equity in our Renewable Power and Transition segment was \$4.9 billion as at December 31, 2023 (December 31, 2022 – \$5.3 billion), which decreased primarily as contributions from earnings were more than offset by distributions to unitholders.

INFRASTRUCTURE

BUSINESS OVERVIEW

- We own and operate infrastructure assets primarily through our 26% economic ownership interest in BIP, which is listed on the NYSE and TSX and had a market capitalization of over \$25 billion as at December 31, 2023.
- BIP is one of the world's largest infrastructure investors and owns and operates assets across the utilities, transport, midstream and data sectors.

PRINCIPAL OPERATIONS

Utilities

- Our regulated transmission business includes approximately 4,200 km of natural gas pipelines in North America, Brazil, and India, and approximately 2,900 km of transmission lines in Brazil, of which approximately 2,700 km are operational.
- Our commercial and residential distribution business provides residential decarbonization infrastructure services, as well as other essential home services and policies, to approximately 10.7 million customers annually with approximately 17.6 million policies and 1.7 million rental contracts in the U.S., Canada, Germany, and the U.K. and over 600,000 long-term contracted sub-metering services within Canada and the U.S. We own and operate approximately 8.1 million connections, predominantly electricity and natural gas and have approximately 2.3 million installed smart meters across Australia and New Zealand.
- These businesses typically generate long-term returns on a regulated or contractual asset base which increase with capital we invest to upgrade and/or expand our systems.

Transport

- Our diversified terminals operations include a global fleet of approximately 7 million twenty-foot equivalent unit intermodal containers, 10 terminals in the U.K. and Australia, and we provide approximately 30 million tonnes per annum ("mtpa") at our liquefied natural gas export terminal in the U.S. and approximately 85 mtpa at our export facility in Australia.
- We operate approximately 22,000 km of railroad track in North America and Europe, approximately 5,500 km of railroad track in the southern half of Western Australia and approximately 9,800 km of rail in Brazil, of which 8,000 km are owned.
- Our toll road operations include approximately 3,300 km of motorways in Brazil and Peru.
- These operations are comprised of infrastructure assets that provide transportation for freight, commodities, and passengers. This includes businesses with price ceilings as a result of regulation, such as our rail and toll road operations, as well as unregulated businesses, such as our diversified terminals.

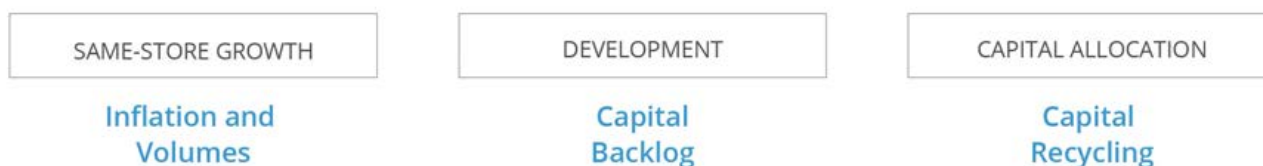
Midstream

- We own and operate approximately 15,000 km of transmission pipelines in the U.S., and approximately 570 billion cubic feet ("Bcf") of natural gas storage in the U.S. and Canada. There are 17 natural gas and natural gas liquids processing plants with approximately 5.7 Bcf per day of gross processing capacity in Canada.
- We own and operate approximately 10,600 km of pipelines in Canada which include long-haul, conventional and natural gas gathering pipelines and a complex with 525,000 tonnes of polypropylene production capacity in Canada.
- These operations are comprised of businesses, typically unregulated or subject to price ceilings, that provide transmission and storage services, with profitability based on the volume and price achieved for the provision of these services.

Data

- We own and operate approximately 228,000 operational telecom towers in India, France, Germany, Austria, and the U.K., approximately 54,000 km of fiber optic cable located in France, Australia, Brazil and the U.S., and over 70 distributed antenna systems primarily located in the U.K. In addition, we have over 1 million fiber-to-the-premise connections in France, Australia, and the U.S., and 2 semiconductor manufacturing foundries in the U.S.
- In our data storage business, we manage over 135 data centers with over 750 MW of critical load capacity and approximately 670 MW of contracted capacity.
- These businesses provide critical infrastructure that provide telecommunications, fiber, and data storage services and are underpinned by both regulated and unregulated services, secured by long-term inflation-linked contracts.

OUTLOOK AND GROWTH INITIATIVES



Our infrastructure business owns and operates assets that are critical to the global economy. Our expertise in managing and developing such assets make us ideal partners for our stakeholders. Our goal is to continue to demonstrate our stewardship of critical infrastructure which should enable us to participate in future opportunities to acquire high-quality infrastructure businesses.

Approximately 90% of FFO is supported by regulated or long-term contracted revenues which benefit from inflationary tariff increases, GDP growth and cash flow reinvestment. As a result, we are able to achieve consistent growth year over year within our existing business. In addition, we have been able to identify capital development projects that provide an additional source of growth. At the end of 2023, total capital to be commissioned in the next two to three years is approximately \$7.6 billion. Our backlog, coupled with inflation indexation and higher volumes from our GDP sensitive businesses, should result in another year of strong same-store growth.

SUMMARY OF OPERATING RESULTS

The following table disaggregates our share of FFO and common equity of entities in our Infrastructure segment. In addition, we provide the cash distributions received. We have provided additional detail, where referenced, to explain significant movements from the prior period.

AS AT AND FOR THE YEARS ENDED DEC. 31 (MILLIONS)	Ref.	FFO		Common Equity	
		2023	2022	2023	2022
Brookfield Infrastructure ¹	i	\$ 539	\$ 497	\$ 2,537	\$ 2,524
Realized disposition gains	ii	114	79	—	—
		<u>\$ 653</u>	<u>\$ 576</u>	<u>\$ 2,537</u>	<u>\$ 2,524</u>
Cash distributions received		<u>\$ 319</u>	<u>\$ 300</u>		

1. Brookfield's interest consists of 190.3 million redemption-exchange units, 1.4 million limited partnership units, 2.4 million general partnership units of BIP LP, as well as 13.0 million Class A shares in Brookfield Infrastructure Corporation ("BIPC"), together representing an economic interest of 26% in BIP. In 2023, 3.3 million redemption-exchangeable units of BIP were converted into LP units and transferred to wholly-owned subsidiaries of BNRE at fair value for cash consideration of \$100 million. The Corporation and BNRE agreed under a voting agreement that all decisions to be made by subsidiaries of BNRE with respect to the voting of these LP units will be made jointly by mutual agreement. As a result of the paired share status of BN and BNRE and our ownership of all the issued and outstanding class C shares, the shareholders of BN and BNRE will continue to benefit from the economic return of the transferred assets.

FFO increased by \$77 million compared to the prior year. This was primarily driven by inflation indexation, volume growth across the majority of our critical infrastructure networks, the commissioning of capital projects, and net acquisition activity, partially offset by increased interest expense due to additional borrowings.

i. Brookfield Infrastructure

The following table disaggregates BIP's FFO by business line to facilitate analysis of the year-over-year variances:

FOR THE YEARS ENDED DEC. 31 (MILLIONS)	2023	2022
Utilities	\$ 879	\$ 739
Transport	888	794
Midstream	684	743
Data	275	239
Corporate	(438)	(428)
Attributable to unitholders	2,288	2,087
Non-controlling interests and other ¹	(1,730)	(1,574)
Segment reallocation ²	(19)	(16)
Brookfield's interest	<u>\$ 539</u>	<u>\$ 497</u>

1. Includes incentive distributions paid to Brookfield of \$266 million (2022 – \$240 million) as the general partner of BIP.

2. Segment reallocation refers to certain items, net of NCI, included in BIP's FFO that we reclassify.

BIP's FFO for the year was \$2.3 billion, of which our share was \$539 million compared to \$497 million in the prior year. Key variances for our operations are described below and on the following page.

Utilities

FFO in our utilities operations of \$879 million was \$140 million higher than the prior year. The increase is mainly attributable to:

- organic growth as a result of inflation indexation and increases to rate base; and
- contributions from the acquisition of a residential decarbonization infrastructure business in North America and Europe in the first quarter of 2023; partially offset by
- absence of contributions from five electricity transmission lines in Brazil divested in the fourth quarter of 2022 and an interest in an Australian regulated utility divested in the third quarter of 2023; and
- higher interest expense, primarily from additional borrowings to support capital projects.

Transport

FFO from our transport operations of \$888 million was \$94 million higher than in the prior year as results benefitted from strong operational performance driven by inflationary tariff increases and higher volumes across the segment, and contributions from the acquisition of our global intermodal logistics operation in the third quarter of 2023. This was partially offset by higher borrowing costs to support capital projects and the absence of contributions from the North American container terminal divested in the second quarter of 2022 and an Indian toll road portfolio divested in the second quarter of 2023.

Midstream

FFO from our midstream operations of \$684 million was \$59 million lower than the prior year. Contributions from increased utilization and higher contracted cash flows were more than offset by the normalization of market sensitive revenues, and higher interest expense upon refinancing and lower interest capitalization, and absence of contribution from our U.S. gas pipeline partially divested in the second quarter of 2023.

Data

FFO from our data operations of \$275 million was \$36 million higher than the prior year as results benefitted from additional points-of-presence across our telecom tower and fiber operations and megawatts commissioned across our global data storage platform, as well as contributions from the acquisitions of a European telecom tower operation and European and U.S. hyperscale data center platform during the year. The increase was partially offset

by higher interest expense on financings to support capital projects, and the absence of contribution from a New Zealand data distribution business divested in the second quarter of 2023.

Corporate

The Corporate FFO deficit of \$438 million was consistent compared to the prior year.

ii. Realized Disposition Gains

Realized disposition gains of \$114 million in the year is primarily attributable to the sale of our New Zealand data distribution business, a U.S. gas pipeline, and an Indian toll road portfolio. Realized disposition gains of \$79 million in the prior year primarily relate to the sale of our North American container terminal and our Brazilian electricity transmission operation.

COMMON EQUITY

Common equity in our Infrastructure segment was \$2.5 billion as at December 31, 2023 (December 31, 2022 – \$2.5 billion). This equity is primarily comprised of our investments in PP&E and certain concessions, which are recorded as intangible assets. Our PP&E is recorded at fair value and revalued annually while concessions are considered as intangible assets under IFRS, and therefore recorded at historical cost and amortized over the life of the concession. Accordingly, a smaller portion of our equity is impacted by revaluation compared to our Real Estate and Renewable Power and Transition segments, where a larger portion of the balance sheet is subject to revaluation.

PRIVATE EQUITY

BUSINESS OVERVIEW

- Our Private Equity business consists of our 66% economic ownership interest in BBU, which is listed on the NYSE and TSX and had a market capitalization of \$4.7 billion as at December 31, 2023.
- BBU focuses on owning and operating high-quality businesses that provide essential products and services, and are resilient through market cycles.

OPERATIONS

Business Services

- Our residential mortgage insurer is the largest private sector residential mortgage insurer in Canada, providing mortgage default insurance to Canadian residential mortgage lenders.
- Our dealer software and technology services operation is a leading provider of cloud-based software to dealerships and original equipment manufacturers across automotive and related industries.
- Our healthcare services is a leading private hospital operator and provider of essential social infrastructure to the Australian healthcare system. We provide doctors and patients with access to operating theaters, nursing staff, accommodations, and other critical care and consumables.
- We provide construction operations with a focus on high-quality construction of large-scale and complex landmark buildings and social infrastructure. Construction projects are generally delivered through contracts for design and construction, including procurement for a defined price and program.
- Our fleet management and car rental services is one of the leading providers of heavy equipment and light vehicle leasing and car rental services in Brazil, and operates under medium-term inflation-linked contracts.

Infrastructure Services

- Our offshore oil services is a global provider of marine transportation, offshore oil production, facility storage, and long-distance towing, as well as offshore installation, maintenance, and safety services to the offshore oil production industry. We operate in selected oil regions globally, including the North Sea, Brazil and Canada.
- We own a lottery services operation that is a leading provider of products, services, and technology across the lottery ecosystem in over 50 countries.
- Our modular building leasing services provides modular workspaces in Europe and Asia-Pacific servicing over 60,000 customers across 23 countries.
- We provide scaffolding and related services to the industrial and commercial markets servicing over 30,000 customers in over 27 countries worldwide.

Industrials

- Our advanced energy storage operation is a global market leader in manufacturing automotive batteries that power both internal combustion engines and electric vehicles. We manufacture and distribute over 150 million batteries per year, which power one in three cars in the world.
- Our engineered components manufacturing operation is a leading global manufacturer of highly engineered components primarily for industrial trailers and other towable-equipment providers. We have a leading presence in our core products across North America, Europe, and Australia.
- Our water and wastewater operation in Brazil is a leading private sanitation provider, including collection, treatment, and distribution of water and wastewater services to a broad range of residential and governmental customers to residential and governmental customers.

OUTLOOK AND GROWTH INITIATIVES

SAME-STORE GROWTH

Expansion of
Service Businesses

DEVELOPMENT

Turnaround
Strategies

CAPITAL ALLOCATION

Capital
Recycling

Our Private Equity segment seeks to increase the cash flows from our operations through acquisitions and organic growth opportunities. We believe our global scale and industry leading operations allow us to efficiently allocate capital around the world toward those sectors and geographies where we see the greatest opportunities to realize our targeted returns. We also actively seek to monetize business interests as they mature and reinvest the proceeds into higher yielding investment strategies, further enhancing returns.

Within our business services operations, our residential mortgage insurer is performing well. While higher mortgage rates impacted new underwriting volumes, Canadian home prices have remained resilient. Losses on claims remain below long-term averages. Our dealer software and technology services operation continues to exceed expectations. The business continues to focus on enhancing growth and retention through a series of product and technology enhancements.

Within our infrastructure services operations, our lottery services operation is tracking in line with expectations supported by resilient industry fundamentals and larger draw-based lottery jackpots. Growing demand for higher margin value-added products is benefiting our modular building leasing services. Our initiatives are progressing to position the business for opportunities in markets less exposed to the broader slowdown in European construction.

Within our industrials operations, our advanced energy storage operation achieved record results, benefiting from growing demand for higher margin advanced batteries. Our engineered components manufacturer had a strong year despite a more challenging demand environment. Overall margins have continued to improve despite the impact of reduced volumes as the business continues to work on commercial optimization and cost reduction initiatives.

Geographically, we continue to be committed to taking a long-term view on the regions where Brookfield has an established presence and we are focusing efforts on accelerating growth initiatives.

SUMMARY OF OPERATING RESULTS

The following table disaggregates our share of FFO and common equity of entities in our Private Equity segment. In addition, we provide the cash distributions received. We have provided additional detail, where referenced, to explain significant movements from the prior period.

AS AT AND FOR THE YEARS ENDED DEC. 31 (MILLIONS)	Ref.	FFO		Common Equity	
		2023	2022	2023	2022
Brookfield Business Partners ¹	i	\$ 554	\$ 820	\$ 3,291	\$ 2,439
Realized disposition gains	ii	1,322	37	—	—
		<u>\$ 1,876</u>	<u>\$ 857</u>	<u>\$ 3,291</u>	<u>\$ 2,439</u>
Cash distributions received ²		<u>\$ 36</u>	<u>\$ 33</u>		

1. Brookfield's interest in BBU consists of 69.7 million redemption-exchange units, 25.2 million limited partnership units, eight general partnership units, as well as 47.2 million Class A shares in Brookfield Business Corporation ("BBUC"), together representing an economic interest of 66% in BBU.

2. BBU pays a modest distribution as the majority of its FFO is reinvested within the business.

FFO increased by \$1.0 billion compared to the prior year, primarily due to disposition gains from the sale of our nuclear technology services operation, increased contributions from recent acquisitions, and value creation and cost savings initiatives across our businesses, partially offset by the impacts of increased interest expense primarily due to upfinancings and higher rates on floating rate debt.

i. Brookfield Business Partners

The following table disaggregates BBU's FFO by business line to facilitate analysis of the year-over-year variances:

FOR THE YEARS ENDED DEC. 31 (MILLIONS)	2023	2022
Business services	\$ 636	\$ 508
Infrastructure services	2,070	513
Industrials	492	473
Corporate	(335)	(178)
Attributable to unitholders	2,863	1,316
Non-controlling interests	(987)	(474)
Segment reallocation and other ¹	(1,322)	(22)
Brookfield's interest	<u>\$ 554</u>	<u>\$ 820</u>

1. Segment reallocation and other refers to realized disposition gains, net of NCI, included in BBU's FFO that we reclassify to realized disposition gains.

BBU generated \$2.9 billion of FFO compared to \$1.3 billion in the prior year, with our share being \$554 million compared to \$820 million in the prior year. Key variances for our operations are described below and on the following page.

Business Services

Business services generated FFO of \$636 million, an increase of \$128 million compared to the prior year, primarily driven by:

- full year contributions from recent acquisitions, including our dealer software and technology services operation, our car rental services, and our Australian residential mortgage lender; and
- a gain on the partial sale of our interest in our technology services operation; partially offset by
- higher interest expense on borrowings at our dealer software and technology services operation, and at our fleet management and car rental services business.

Infrastructure Services

Within our infrastructure services operations, we generated \$2.1 billion of FFO, an increase of \$1.6 billion compared to the prior year, largely driven by:

- a disposition gain on the sale of our nuclear technology services operation;
- contributions from our lottery services operation driven by higher volumes and cost optimization initiatives; and
- strong performance at our modular building leasing services operation, driven by increased sales of higher margin products and services, and an add-on acquisition; partially offset by
- the impact of higher interest rates and borrowings from the add-on acquisition at our modular building leasing services operation during the year.

Industrials

Industrials generated \$492 million of FFO, an increase of \$19 million compared to prior year, primarily due to:

- increased contributions from our advanced energy storage operation due to increased demand for higher margin advanced batteries; and
- gains on the disposition of our automotive aftermarket parts remanufacturing operation and sale of our investment in public securities; partially offset by
- decreased contributions from our graphite electrode operation; and
- increased interest expense due to higher interest rates at our advanced energy storage operation and engineered components manufacturing operation.

Corporate

The corporate FFO deficit increased by \$157 million compared to prior year, primarily due to higher interest expense driven by higher interest rates and higher distribution on preferred equity securities.

ii. Realized Disposition Gains

Realized disposition gains of \$1.3 billion in the year are primarily due to the sale of our nuclear technology services operation. Realized disposition gains of \$37 million in the prior year is attributable to the partial sale of our interests in certain public securities.

COMMON EQUITY

Common equity in our Private Equity segment was \$3.3 billion as at December 31, 2023 (December 31, 2022 – \$2.4 billion). The increase was mainly attributable to contributions from FFO that were partially offset by the impact of depreciation and transaction related expenses. The depreciable assets held in these operations are recorded at amortized cost, with depreciation recorded on a quarterly basis, with the exception of investments in financial assets, which are carried at fair value based predominantly on quoted prices.

REAL ESTATE

BUSINESS OVERVIEW

- Our Real Estate business is a diversified global real estate portfolio that owns and operates premier office, dominant retail, luxury urban retail and hotels, and multi and single-family residential properties in some of the best locations around the world and has a history of strong performance over long periods of time and through economic cycles.
- Our capital in this business is via our 100% ownership stake in Brookfield Property Group (“BPG”)¹. BPG owns real estate assets directly as well as through private funds that are managed by our asset management business. Included in directly held assets is our North American residential development business, which is conducted through Brookfield Residential Properties ULC.
- We present the operating results of our Real Estate segment within two sub-segments. The sub-segments are based on our strategy to maintain an irreplaceable portfolio of premier properties in global gateway cities (“core”), and a portfolio designed to maximize returns through a development or buy-fix-sell strategy (“transitional and development”), including our capital invested in our North American residential business.

OPERATIONS

Core

- We own interests in and operate some of the most iconic office assets globally, including Manhattan West in New York and Canary Wharf in London. We focus on high-quality real estate assets in some of the best locations around the world because we have found that these outperform over very long periods of time and through economic cycles. These 16 properties are located primarily in the world’s leading commercial markets such as New York City, London, Toronto, Berlin, and Dubai, covering 35 million square feet.
- We also own interests in and operate 19 irreplaceable malls totaling 24 million square feet of retail space and one of the most valuable retail centers of the world at the corner of 57th and Fifth Avenue in New York City. We intend to retain long-term ownership interests in these trophy assets, such as Ala Moana in Hawaii and Fashion Show in Las Vegas.
- We develop properties on a selective basis; active development projects consist of two office sites, several multifamily buildings and one hotel site, totaling approximately four million square feet.

Transitional and Development

- We own interests in and operate office assets in gateway markets around the globe, consisting of 89 properties totaling 42 million square feet of space. These assets represent properties with transitional operational uplift and realization potential. They earn attractive short-term rates of return, as we acquire underperforming assets and improve their operations. We add significant value during this transitional period before ultimately monetizing them and reinvesting the proceeds.
- The office properties are located primarily in the world’s leading commercial markets such as New York City, London, Toronto, Sydney and Rio de Janeiro.
- We also own 88 retail properties covering 85 million square feet of space, where we seek to maximize return through leasing, redevelopment of existing retail, or in some cases through the addition of a mixed-use component like multifamily or office. We add significant value during this transitional period before ultimately monetizing them.
- Our North American business is conducted through Brookfield Residential Properties ULC, with operations in 20 principal markets in Canada and the U.S. and approximately 74,000 lots.

OUTLOOK AND GROWTH INITIATIVES

SAME-STORE GROWTH

Rent to
Market/Occupancy

DEVELOPMENT

Active
Development

CAPITAL ALLOCATION

Capital
Recycling

Our Real Estate group remains focused on increasing the value of our properties through proactive leasing and select redevelopment initiatives, as well as recycling capital from mature properties, primarily from our transitional and development assets, to fund new higher yielding investments. We deploy additional capital throughout our portfolio for planned capital expansion that should continue to increase earnings for the next several years as these projects are completed. Our development track record reflects on-time and on-budget completions. This includes development projects in progress across our premier office buildings, retail malls and mixed-use complexes located primarily in North America and Europe.

We have a positive outlook for our North American residential business, reflecting strong housing demand in North America and the significant progress we have made on strategic initiatives in recent years to scale and reposition the business to enhance our returns over the long-term.

SUMMARY OF OPERATING RESULTS

The following table disaggregates our share of NOI and common equity of entities in our Real Estate segment. We have provided additional detail, where referenced, to explain significant movements from the prior period.

We present the operating results of our Real Estate segment based on our strategy to invest in core and transitional and development properties. The following table disaggregates BPG's NOI by business line to facilitate analysis of the year-over-year variances:

AS AT AND FOR THE YEARS ENDED DEC. 31 (MILLIONS)	Ref.	NOI		Common Equity	
		2023	2022	2023	2022
Core.....	i	\$ 1,673	\$ 1,429	\$ 14,092	\$ 14,548
Transitional and development.....		1,943	2,043	8,321	8,277
Brookfield Property Group ¹		<u>\$ 3,616</u>	<u>\$ 3,472</u>	<u>\$ 22,413</u>	<u>\$ 22,825</u>

BPG's NOI for the year was \$3.6 billion compared to \$3.5 billion in the prior year. Key variances for our operations are described below.

Core

NOI of \$1.7 billion was \$244 million higher than the prior year, driven by growth in same-store core NOI as a result of lease commencements at certain office properties and higher rents at certain retail properties. Growth in core NOI also benefitted from the receipt of a one-time lease payment, partially offset by the impact of dispositions over the year.

Transitional and Development

NOI of \$1.9 billion was \$100 million lower than in the prior year due to the impacts of asset dispositions over the year and the absence of one-time lot sales from our North American residential business recorded in the prior year.

COMMON EQUITY

Common equity in our Real Estate segment was \$22.4 billion as at December 31, 2023 (December 31, 2022 – \$22.8 billion). This represents a \$412 million decrease due to asset sales, valuation changes and upfinancings.

1. See "Economic ownership interest" in the Glossary of Terms beginning on page 135.

CORPORATE ACTIVITIES

BUSINESS OVERVIEW

- Our corporate activities support the overall business with a focus on prudent capital allocation that will compound value for our shareholders over the long-term.
- Corporate activities include, but are not limited to, supporting the growth in our asset management business and perpetual affiliates, and providing capital throughout the organization, when needed. In addition, we will make direct investments on an opportunistic basis.
- We also hold cash and financial assets as part of our liquidity management operations and enter into financial contracts to manage residual foreign exchange and other risks, as appropriate.

SUMMARY OF OPERATING RESULTS

The following table disaggregates FFO and common equity into the principal assets and liabilities within our Corporate Activities segment to facilitate analysis:

AS AT AND FOR THE YEARS ENDED DEC. 31 (MILLIONS)	FFO		Common Equity	
	2023	2022	2023	2022
Working capital, net of corporate cash and other	\$ 131	\$ 50	\$ (589)	\$ (1,330)
Corporate borrowings	(596)	(504)	(12,160)	(11,390)
Preferred equity ¹	—	—	(4,333)	(4,375)
Realized disposition gains	2	88	—	—
	<u>\$ (463)</u>	<u>\$ (366)</u>	<u>\$ (17,082)</u>	<u>\$ (17,095)</u>

1. FFO excludes preferred share distributions of \$176 million (2022 – \$160 million).

Working capital, net of corporate cash and other includes accounts receivable, accounts payable, other assets and liabilities, inclusive of deferred tax assets and liabilities, as well as corporate cash and financial liabilities. Corporate cash and financial assets are generally recorded at fair value with changes recognized through net income, unless the underlying financial investments are classified as fair value through other comprehensive income, in which case changes in value are recognized in other comprehensive income. Loans and receivables are typically carried at amortized cost. This amount excludes our proportionate share of cash and cash equivalents from our Asset Management business of \$2.0 billion (December 31, 2022 – \$2.7 billion), which we consider to be part of our corporate liquidity and include as part of the common equity of our Asset Management segment.

Working capital, net of corporate cash and other was in a liability position of \$589 million as at December 31, 2023 (December 31, 2022 – \$1.3 billion). During the year, BNRE acquired an economic interest in \$530 million of financial assets from the Corporation in exchange for the Corporation receiving an increased ownership stake in BNRE. As a result of the paired share status² of BN and BNRE and our ownership of all the issued and outstanding class C shares, the shareholders of BN and BNRE will continue to benefit from the economic return of the transferred assets.

FFO from working capital, net of corporate cash and other includes realized income and expenses from corporate cash and financial assets or liabilities in addition to corporate costs and cash taxes. During 2023, FFO of \$131 million (2022 – \$50 million) was primarily related to investment income on corporate cash and financial assets, partially offset by interest expense on cash placed on deposit with the Corporation by our Asset Management business.

2. We refer to BNRE as a “paired entity” to the Corporation as (i) the BNRE class A and class A-1 shares (a) are exchangeable into Brookfield Class A shares on a one-for-one basis and (b) receive distributions at the same time and in the same amounts as dividends on the Brookfield Class A shares, and (ii) the Corporation owns 100% of the BNRE class C shares, which entitles the Corporation to the residual economic interest in BNRE.

Corporate borrowings are generally issued with fixed interest rates. Some of these borrowings are denominated in Canadian dollars and therefore the carrying value fluctuates with changes in the foreign exchange rate. A number of these borrowings have been designated as hedges of our Canadian dollar net investments within our other segments, resulting in the majority of the currency revaluation being recognized in other comprehensive income. The \$596 million FFO deficit reported through corporate borrowings reflects the interest expense on all of our corporate borrowings. The increase from the prior year quarter was primarily attributable to corporate debt issuances completed over the last twelve months and elevated commercial paper balances.

Preferred equity is not revalued under IFRS and is consistent with year-end. We describe cash and financial assets, corporate borrowings and preferred equity in more detail within Part 4 – Capitalization and Liquidity.

PART 4

CAPITALIZATION AND LIQUIDITY

CAPITALIZATION

We review key components of our capitalization in the following sections. In several instances we have disaggregated the balances into the amounts attributable to our operating segments in order to facilitate discussion and analysis.

*Corporate Capitalization*¹ – reflects the amount of debt held in the Corporate Activities segment and our issued and outstanding common and preferred shares. Corporate debt includes unsecured bonds and draws on revolving credit facilities and the issuance of short-term commercial paper. As at December 31, 2023, our corporate capitalization was \$61.6 billion (December 31, 2022 – \$61.5 billion) with a debt to capitalization^{1,2} of 20% (December 31, 2022 – 19%).

*Consolidated Capitalization*¹ – reflects the aggregate capitalization of wholly owned, partially owned, and managed entities that we consolidate in our financial statements. As at December 31, 2023, consolidated capitalization was consistent compared to the prior year. Much of the borrowings issued within our managed entities are included in our consolidated balance sheet notwithstanding that virtually none of this debt has any recourse to the Corporation.

The following table presents our capitalization on a corporate and consolidated basis:

AS AT DEC. 31 (MILLIONS)	Ref.	Corporate		Consolidated	
		2023	2022	2023	2022
Corporate borrowings	i	\$ 12,160	\$ 11,390	\$ 12,160	\$ 11,390
Non-recourse borrowings					
Subsidiary borrowings	i	—	—	16,214	15,140
Property-specific borrowings	i	—	—	205,336	187,544
		12,160	11,390	233,710	214,074
Accounts payable and other		3,359	5,985	58,893	57,065
Deferred income tax liabilities		117	112	24,987	23,190
Subsidiary equity obligations		—	—	4,145	4,188
Liabilities associated with assets classified as held for sale		—	—	118	876
Equity					
Non-controlling interests		230	230	122,465	98,138
Preferred equity	ii	4,103	4,145	4,103	4,145
Common equity	iii	41,674	39,608	41,674	39,608
		46,007	43,983	168,242	141,891
Total capitalization		\$ 61,643	\$ 61,470	\$490,095	\$441,284
Debt to capitalization ²		20%	19%	48%	49%

1. See definition in Glossary of Terms beginning on page 135.

2. Determined as the aggregate of corporate borrowings and non-recourse borrowings divided by total capitalization. Draws on revolving facilities and commercial paper issuances are excluded from the debt to capitalization ratios as they are not permanent sources of capital.

i. Borrowings

Corporate Borrowings

AS AT DEC. 31 (MILLIONS)	Average Rate		Average Term (Years)		Consolidated	
	2023	2022	2023	2022	2023	2022
Term debt ¹	4.4%	4.2%	12	13	\$ 12,213	\$ 11,467
Commercial paper ²	6.1%	n/a	<1	n/a	31	—
Deferred financing costs	n/a	n/a	n/a	n/a	(84)	(77)
Total					<u>\$ 12,160</u>	<u>\$ 11,390</u>

1. The average term to maturity and average rate of term debt include the \$577 million of term debt maturing in March and April 2024, which will be repaid with the proceeds from our December 2023 term debt offering. Once repaid, the average term to maturity and average rate are expected to be 13 years and 4.4%, respectively.

2. Our commercial paper program is backed by our revolving credit facility, which matures in June 2028.

As at December 31, 2023, corporate borrowings included term debt of \$12.2 billion (December 31, 2022 – \$11.5 billion) which had an average term to maturity of 12 years (December 31, 2022 – 13 years). Term debt consists of public and private bonds, all of which are fixed rate and have maturities ranging from 2024 to 2080. These financings provide an important source of long-term capital and are appropriately matched to our long-term asset profile.

The increase in term debt compared to the prior year is mainly driven by the issuance of \$550 million 2033 notes in the second quarter and \$700 million 2034 notes in the fourth quarter of 2023.

We had \$31 million of commercial paper outstanding and no draws on our revolving facility as at December 31, 2023 (December 31, 2022 – \$nil). As at December 31, 2023, \$57 million of the revolving credit facilities were utilized for letters of credit (December 31, 2022 – \$50 million).

Subsidiary Borrowings

We endeavor to capitalize our perpetual affiliates to enable continuous access to debt capital markets, usually on an investment-grade basis, thereby reducing the demand for capital from the Corporation. Subsidiary borrowings include perpetual affiliates' recourse term debt and credit facility draws. These borrowings have no recourse to the Corporation.

AS AT DEC. 31 (MILLIONS)	Average Rate		Average Term (Years)		Consolidated	
	2023	2022	2023	2022	2023	2022
Renewable Power and Transition	4.0%	3.7%	10	10	\$ 2,832	\$ 2,546
Infrastructure	4.9%	4.4%	9	10	4,911	3,666
Private Equity	8.6%	7.3%	4	4	1,589	2,226
Real Estate	6.2%	5.6%	4	4	6,882	6,702
Total	<u>5.7%</u>	<u>5.2%</u>	<u>6</u>	<u>6</u>	<u>\$ 16,214</u>	<u>\$ 15,140</u>

Property-Specific Borrowings

As part of our financing strategy, the majority of our debt capital is in the form of property-specific borrowings and project financings and is denominated in local currencies that have recourse only to the assets being financed and have no recourse to the Corporation or the relevant perpetual affiliate.

AS AT DEC. 31 (MILLIONS)	Average Rate		Average Term (Years)		Consolidated	
	2023	2022	2023	2022	2023	2022
Renewable Power and Transition	6.0%	5.3%	8	9	\$ 28,635	\$ 22,826
Infrastructure	6.4%	6.5%	6	6	46,083	29,881
Private Equity	8.5%	7.3%	6	6	43,884	48,787
Real Estate ¹	7.2%	6.1%	3	3	86,734	86,050
Total	7.1%	6.4%	5	5	\$205,336	\$187,544

1. Includes \$59.4 billion of borrowings associated with real estate LP investments from our Asset Management segment.

Property-specific borrowings have increased by \$17.8 billion since December 31, 2022, primarily due to acquisitions in our Infrastructure business.

Fixed and Floating Interest Rate Exposure

Many of our borrowings, including all corporate borrowings recourse to the Corporation, are fixed rate, long-term financings. The remainder of our borrowings are at floating rates; however, from time to time, we enter into interest rate contracts to swap our floating rate exposure to fixed rates.

As at December 31, 2023, 77% of our share of debt outstanding, including the effect of swaps, was fixed rate. Accordingly, changes in interest rates are typically limited to the impact of refinancing borrowings at prevailing market rates or changes in the level of debt as a result of acquisitions and dispositions.

The following table presents the fixed and floating rates of interest expense:

AS AT DEC. 31 (MILLIONS)	Fixed Rate				Floating Rate			
	2023		2022		2023		2022	
	Average Rate	Consolidated	Average Rate	Consolidated	Average Rate	Consolidated	Average Rate	Consolidated
Corporate borrowings	4.4%	\$ 12,160	4.2%	\$ 11,390	—%	\$ —	—%	\$ —
Subsidiary borrowings	4.8%	10,978	4.5%	9,346	7.4%	5,236	6.3%	5,794
Property-specific borrowings	5.1%	67,729	4.9%	57,908	8.1%	137,607	7.1%	129,637
Total	4.9%	\$ 90,867	4.7%	\$ 78,644	8.1%	\$ 142,843	7.0%	\$ 135,431

ii. Preferred Equity

Preferred equity represents permanent non-participating preferred shares that provide leverage to our common equity. The shares are categorized by their principal characteristics in the following table:

AS AT DEC. 31 (MILLIONS)	Term	Average Rate		Amount	
		2023	2022	2023	2022
Fixed rate-reset	Perpetual	4.7%	4.3%	\$ 2,901	\$ 2,901
Fixed rate	Perpetual	4.8%	4.8%	739	739
Floating rate	Perpetual	5.3%	4.3%	463	505
Total		4.8%	4.4%	\$ 4,103	\$ 4,145

Fixed rate-reset preferred shares are issued with an initial fixed rate coupon that is reset after an initial period, typically five years, at a predetermined spread over the Canadian five-year government bond yield. The average reset spread as at December 31, 2023 was 283 basis points.

iii. Common Equity

Issued and Outstanding Shares

Changes in the number of issued and outstanding Class A and Class B shares during the years are as follows:

AS AT DEC. 31 (MILLIONS)	2023	2022
Outstanding at beginning of year	1,573.4	1,568.8
Issued (repurchased)		
Issuances	0.8	1.4
Repurchases	(54.5)	(17.2)
Long-term share ownership plans ¹	3.7	19.1
Dividend reinvestment plan and others	0.1	1.3
Outstanding at end of year	1,523.5	1,573.4
Unexercised options and other share-based plans ¹ and exchangeable shares of affiliate	91.6	55.5
Total diluted shares at end of year	1,615.1	1,628.9

1. Includes management share option plan and restricted stock plan.

The company holds 81.8 million Class A shares (December 31, 2022 – 62.9 million) purchased by consolidated entities in respect of long-term share ownership programs, which have been deducted from the total amount of shares outstanding at the date acquired. Diluted shares outstanding include 7.5 million (December 31, 2022 – nil) shares issuable in respect of these plans based on the market value of the Class A shares as at December 31, 2023 and December 31, 2022, resulting in a net reduction of 74.3 million (December 31, 2022 – 62.9 million) diluted shares outstanding.

During 2023, 4.7 million options were exercised, of which 1.6 million and 0.3 million were issued on a net-settled and gross basis, respectively, resulting in the cancellation of 2.8 million vested options.

The cash value of unexercised options was \$1.0 billion as at December 31, 2023 (December 31, 2022 – \$1.1 billion) based on the proceeds that would be paid on exercise of the options.

As at March 13, 2024, the Corporation had outstanding 1,514,141,444 Class A shares and 85,120 Class B shares. Refer to Note 12 of the consolidated financial statements for additional information on equity.

LIQUIDITY

CORPORATE LIQUIDITY

We maintain significant liquidity at the corporate level. Our primary sources of liquidity, which we refer to as core liquidity¹, consist of:

- cash and financial assets, net of other associated liabilities; and
- undrawn committed credit facilities.

We further assess overall liquidity inclusive of our Operating Businesses and our Insurance Solutions business because of their role in funding acquisitions both directly and through funds managed by our Asset Management business. On a group basis, we had \$38 billion of core liquidity, including liquidity from corporate and perpetual affiliates, and \$122 billion of deployable capital¹, including third-party commitments available for drawdown in the private funds of our Asset Management business, as at December 31, 2023.

CAPITAL REQUIREMENTS

The Corporation has very few non-discretionary capital requirements. Our largest normal course capital requirement are our debt maturities and commitments into the funds managed by our Asset Management business. Our bond maturities due in 2024 have been refinanced through public note offerings completed in 2023 and our next debt maturity is not until January 2025, when \$500 million is due.

At the perpetual affiliate level, the largest normal course capital requirements are debt maturities and the pro-rata share of private fund capital calls. New acquisitions are primarily funded through the private funds or perpetual affiliates that are managed by our Asset Management business. We endeavor to structure these entities so that they are self-funding, preferably on an investment-grade basis, and in almost all circumstances do not rely on financial support from the Corporation.

In the case of private funds managed by our Asset Management business, the necessary equity capital is obtained by calling on commitments made by the limited partners in each fund, which include commitments made by our perpetual affiliates as well as the Corporation. As at December 31, 2023, the Corporation has the following commitments in funds managed by our Asset Management business:

AS AT DEC. 31, 2023 (MILLIONS)	Total Commitment	Funded Amount
Brookfield Strategic Real Estate Partners IV	\$ 3,500	\$ 2,100
Brookfield Strategic Real Estate Partners III	2,750	2,700
Oaktree Opportunities Fund XII	750	—
Oaktree Opportunities Fund XI	750	638
	\$ 7,750	\$ 5,438

In the case of perpetual affiliates, capital requirements are funded through their own resources and access to capital markets, which may be supported by us from time to time through participation in equity offerings or bridge financings.

At the asset level, we schedule ongoing capital expenditure programs to maintain the operating capacity of our assets at existing levels. We refer to this as sustaining capital expenditures. The sustaining capital expenditure programs are typically funded by, and represent a relatively small proportion of, the operating cash flows within each business. The timing of these expenditures is discretionary; however, we believe it is important to maintain the productivity of our assets in order to optimize cash flows and value accretion.

1. See definition in Glossary of Terms beginning on page 135.

CORE AND TOTAL LIQUIDITY

The following table presents core liquidity of the Corporation, perpetual affiliates and managed funds:

AS AT DEC. 31 (MILLIONS)	Corporate Liquidity ¹		Deployable Capital	
	2023	2022	2023	2022
Cash and financial assets, net.....	\$ 2,013	\$ 2,893	\$ 29,161	\$ 27,440
Undrawn committed credit facilities.....	2,533	2,540	9,009	9,284
Core liquidity	4,546	5,433	38,170	36,724
Uncalled private fund commitments.....	—	—	84,233	87,364
Total deployable capital²	\$ 4,546	\$ 5,433	\$ 122,403	\$ 124,088

1. Corporate cash and financial assets includes \$2.0 billion of our proportionate share of our Asset Management business' cash and financial assets as at December 31, 2023 (2022 – \$2.7 billion).
2. Includes \$24 billion of liquidity held through our insurance portfolio (2022 – \$21 billion).

As at December 31, 2023, the Corporation's core liquidity was \$4.5 billion, consisting of \$2.0 billion in cash and financial assets, inclusive of our proportionate share of our Asset Management business' cash and financial assets, and \$2.5 billion in undrawn credit facilities. The Corporation's liquidity is readily available for use without any material tax consequences. We utilize this liquidity to support the activities of our perpetual affiliates and funding strategic transactions.

The Corporation has the ability to raise additional liquidity through the issuance of securities and the sale of holdings of listed investments within our perpetual affiliates and other investments on the following page. However, this is not included in our core liquidity as we are generally able to finance our operations and capital requirements through other means.

During 2023, we generated \$4.8 billion of distributable earnings, inclusive of:

- \$4.8 billion of distributable earnings before realizations, excluding corporate costs and other; and
- \$570 million of net realized carried interest; partially offset by
- corporate costs, interest expense, and preferred share dividends, net of equity-based compensation costs, of \$533 million.

The Corporation paid \$436 million in cash dividends on its common equity during the year ended December 31, 2023 (2022 – \$879 million). The Corporation also returned \$624 million to shareholders through its normal course issuer bid program (2022 – \$686 million).

The following table shows the quoted market value of the company's listed securities and annual cash distributions of the company's operating businesses based on current distribution policies for each entity:

AS AT DEC. 31, 2023 (MILLIONS, EXCEPT PER UNIT AMOUNTS)	Ownership %	Brookfield Owned Units	Distributions Per Unit (Current Rate)	Quoted Value ²	Current Distributions (Current Rate) ³	YTD Distributions (Actual)
Distributions from investments						
Brookfield Renewable ⁴	45%	302.4	\$ 1.42	\$ 8,034	\$ 429	\$ 417
Brookfield Infrastructure ⁵	26%	207.1	1.62	6,571	336	319
Brookfield Business Partners ⁶	66%	142.1	0.25	3,058	36	36
Brookfield Property Group ⁷	100%	n/a	n/a	n/a	1,644	1,522
Total					\$ 2,445	\$ 2,294

1. Based on current distribution policies.
2. Quoted value represents the value of Brookfield owned units as at market close on December 31, 2023.
3. Distributions (current rate) are calculated by multiplying units held as at December 31, 2023 by distributions per unit. Actual dividends may differ due to timing of dividend increases and payment of special dividends, which are not factored into the current rate calculation. See definition in Glossary of Terms beginning on page 135.
4. Brookfield owned units represent the combined units held in BEP and BEPC.
5. Brookfield owned units represent the combined units held in BIP and BIPC.
6. Brookfield owned units represent the combined units held in BBU and BBUC.
7. BPG's distributions include \$16 million of preferred share dividends received by the Corporation for the year ended December 31, 2023 (2022 – \$64 million).

REVIEW OF CONSOLIDATED STATEMENTS OF CASH FLOWS

The following table summarizes the consolidated statements of cash flows within our consolidated financial statements:

FOR THE YEARS ENDED DEC. 31 (MILLIONS)	2023	2022
Operating activities	\$ 6,467	\$ 8,751
Financing activities	19,927	32,460
Investing activities	(29,762)	(39,650)
Change in cash and cash equivalents	\$ (3,368)	\$ 1,561

This statement reflects activities within our consolidated operations and therefore excludes activities within non-consolidated entities.

Operating Activities

Cash flows from operating activities totaled \$6.5 billion in 2023, a \$2.3 billion decrease from the prior year. Contributions from same-store growth as a result of inflation and organic growth in our Renewable Power and Transition and Infrastructure segments, as well as acquisitions, net of dispositions, across our businesses were offset by higher interest expense primarily due to incremental debt from refinancings and higher interest rates on floating rate debt.

Financing Activities

Net cash flows from financing activities totaled \$19.9 billion in 2023 compared to \$32.5 billion in the prior year, and primarily related to:

- capital provided by non-controlling interests, net of capital repaid, of \$27.2 billion;
- non-recourse borrowings arranged by our subsidiaries, net of repayments of \$12.3 billion; partially offset by
- cash distributions to non-controlling interests and shareholders of \$13.4 billion;
- net draws on non-recourse credit facilities of \$3.6 billion;
- deposits provided to related parties of \$1.3 billion; and
- lease liabilities repaid of \$1.0 billion.

Investing Activities

Net cash flows used by investing activities were \$29.8 billion in 2023 compared to \$39.7 billion in the prior year, and mainly related to:

- acquisitions of subsidiaries, net of dispositions, of \$7.2 billion primarily associated with acquisitions in our Infrastructure and Renewable Power and Transition businesses;
- acquisitions of equity accounted investments, net of dispositions, of \$7.2 billion, primarily associated with acquisitions in our Infrastructure and Renewable Power and Transition businesses;
- acquisitions and additions to PP&E, net of dispositions, of \$6.9 billion;
- acquisitions and additions to investment properties, net of dispositions, of \$6.6 billion; and
- acquisitions of financial assets and other, net of dispositions, of \$1.8 billion.

Refer to Note 5 Acquisitions of Consolidated Entities and Note 10 Equity Accounted Investments in the consolidated financial statements for further details.

CONTRACTUAL OBLIGATIONS

The following table presents the contractual obligations of the company by payment periods:

AS AT DEC. 31, 2023 (MILLIONS)	Payments Due by Period					Total
	Less than 1 Year	1 – 3 Years	4 – 5 Years	After 5 Years		
Recourse Obligations						
Corporate borrowings	\$ 604	\$ 1,631	\$ 1,434	\$ 8,491	\$ 12,160	
Accounts payable and other ¹	180	20	13	3,065	3,278	
Interest expense ²						
Corporate borrowings	520	948	821	3,975	6,264	
Non-recourse Obligations						
Principal repayments						
Non-recourse borrowings of managed entities						
Property-specific borrowings	54,269	53,160	41,689	56,218	205,336	
Subsidiary borrowings	2,585	1,200	7,106	5,323	16,214	
Subsidiary equity obligations	932	774	44	2,395	4,145	
Accounts payable and other						
Lease obligations	1,131	2,044	1,638	12,180	16,993	
Accounts payable and other ¹	31,351	4,765	2,206	4,953	43,275	
Commitments	4,407	1,245	528	62	6,242	
Interest expense ^{2,3}						
Non-recourse borrowings	13,461	20,000	13,970	22,156	69,587	
Subsidiary equity obligations	169	253	174	933	1,529	

1. Excludes lease obligations and provisions.

2. Represents the aggregate interest expense expected to be paid over the term of the obligations.

3. Variable interest rate payments have been calculated based on current rates.

The recourse obligations, those amounts that have recourse to the Corporation, which are due in less than one year totaled \$1.3 billion (2022 – \$3.5 billion).

In 2014, BPY issued \$1.8 billion of exchangeable preferred equity units in three \$600 million tranches redeemable in 2021, 2024 and 2026, respectively. The preferred equity units were originally exchangeable into equity units of BPY at \$25.70 per unit, at the option of the holder, at any time up to and including the maturity date. Following the privatization of BPY ("BPY privatization"), the preferred equity units became exchangeable into cash equal to the value of the consideration that would have been received upon the BPY privatization (a combination of cash, BN shares and New LP Preferred Units), based on the value of that consideration on the date of exchange. BPY also has the option of delivering the actual consideration (a combination of cash, BN shares and New LP Preferred Units). Following the BPY privatization, we have agreed with the holder to grant the company the right to purchase all or any portion of the preferred equity units of the holder at maturity, and to grant the holder the right to sell all or any portion of the preferred equity units of the holder at maturity, in each case at a price equal to the issue price for such preferred equity units plus accrued and unpaid distributions. On December 30, 2021, the company acquired the tranche redeemable in 2021 from the holder and exchanged such units for Redemption-Exchange Units. The preferred equity units were subsequently cancelled.

Commitments of \$6.2 billion (2022 – \$2.8 billion) represent various contractual obligations assumed in the normal course of business by our various operating subsidiaries. These included commitments to provide bridge financing and letters of credit and guarantees provided in respect of power sales contracts and reinsurance obligations as well as capital expenditure commitments related to contracted project costs assumed as part of recent acquisitions. These commitments shall be funded through the cash flows of the company's subsidiaries.

The company and its consolidated subsidiaries execute agreements that provide for indemnifications and guarantees to third parties in transactions or dealings such as business dispositions, business acquisitions, sales of assets, provision of services, securitization agreements and underwriting and agency agreements. The company has also agreed to indemnify its directors and certain of its officers and employees. The nature of substantially all of the indemnification undertakings prevents the company from making a reasonable estimate of the maximum potential amount the company could be required to pay third parties, as in most cases the agreements do not specify a maximum amount, and the amounts are dependent upon the outcome of future contingent events, the nature and likelihood of which cannot be determined at this time. Neither the company nor its consolidated subsidiaries have made significant payments in the past, nor do they expect at this time to make any significant payments under such indemnification agreements in the future.

The company periodically enters into joint venture, consortium or other arrangements that have contingent liquidity rights in favor of the company or its counterparties. These include buy sell arrangements, registration rights and other customary arrangements. These agreements generally have embedded protective terms that mitigate the risk to us. The amount, timing and likelihood of any payments by the company under these arrangements is, in most cases, dependent on either future contingent events or circumstances applicable to the counterparty and therefore cannot be determined at this time.

We have also committed to purchase power produced by certain of BEP's hydroelectric assets as previously described on page 74.

EXPOSURES TO SELECTED FINANCIAL INSTRUMENTS

As discussed elsewhere in this MD&A, we utilize various financial instruments in our business to manage risk and make better use of our capital. The fair values of these instruments that are reflected on our balance sheets are disclosed in Note 6 to our consolidated financial statements.

PART 5

ACCOUNTING POLICIES AND INTERNAL CONTROLS

ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

OVERVIEW

We are a publicly held Canadian corporation and, as such, we prepare our consolidated financial statements in accordance with IFRS.

We present our consolidated balance sheets on a non-classified basis, meaning that we do not distinguish between current and long-term assets or liabilities. We believe this classification is appropriate given the nature of our business strategy.

The preparation of the consolidated financial statements requires management to select appropriate accounting policies and to make judgments and estimates that affect the carrying amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from those estimates.

In making judgments and estimates, management relies on external information and observable conditions, where possible, supplemented by internal analysis, as required. These estimates have been applied in a manner consistent with the prior year and there are no known trends, commitments, events or uncertainties that we believe will materially affect the methodology or assumptions utilized in this report. As we update the fair values of our investment property portfolios quarterly, with gains reflected in net income, we discuss judgments and estimates relating to the key valuation metrics in Note 11 of the 2023 audited consolidated financial statements and below.

For further reference on accounting policies, including new and revised standards issued by the IASB and judgments and estimates, see our accounting policies contained in Note 2 of the 2023 audited consolidated financial statements.

ACCOUNTING ESTIMATES

IFRS uses a control-based model to determine if consolidation is required. Therefore, we are deemed to control an investment if we: (1) exercise power over the investee; (2) are exposed to variable returns from our involvement with the investee; and (3) have the ability to use our power to affect the amount of the returns. Due to the ownership structure of many of our subsidiaries, we control entities in which we hold only a minority economic interest. Please refer to Part 2 – Review of Consolidated Financial Results for additional information.

i. Investment Properties

We classify the majority of the property assets within our Real Estate segment as investment properties. Our valuations are prepared at the individual property level by internal investment professionals with the appropriate expertise in the respective industry, geography and asset type. These valuations are updated at each balance sheet date with gains or losses recognized in net income.

The majority of underlying cash flows in the models are comprised of contracted leases, many of which are long term. As at December 31, 2023, our office portfolio (core and transitional and development) has a combined 90% occupancy level and an 8-year average lease life, while our retail portfolio (core and transitional and development) has a combined occupancy rate of 95%. The models also include property-level assumptions for renewal probabilities, future leasing rates and capital expenditures. These are reviewed as part of business planning process and external market data is utilized when determining the cash flows associated with lease renewals. Additionally, each year we sell a number of assets, which also provides support for our valuations, as we typically contract at prices comparable to IFRS values.

We test the outcome of our process by having a number of our properties externally appraised each year, including appraisals for core office properties, at least on a three-year rotating basis. These appraisals, along with market comparables and third-party valuation metric analyses, are used to support our internally-prepared valuations; significant differences are reconciled as they arise. During 2023, 65 external appraisals were performed representing \$23.1 billion of assets; external appraisals were within 2% of management's valuations.

The valuations are most sensitive to changes in cash flows, which include assumptions relating to lease renewal probabilities, downtime, capital expenditures, future leasing rates and associated leasing costs, discount rates and terminal capitalization rates. The key valuation metrics of our real estate assets as at December 31, 2023 and December 31, 2022 are summarized below.

	Core		Transitional and development		LP investments		Weighted average	
AS AT DEC. 31	2023	2022	2023	2022	2023	2022	2023	2022
Discount rate	6.2%	6.2%	7.9%	7.7%	8.6%	8.3%	8.0%	7.7%
Terminal capitalization rate	4.8%	4.6%	6.2%	5.9%	5.8%	5.7%	5.7%	5.5%
Investment horizon (years)	11	11	10	10	13	13	12	12

The following table presents the impact on the fair value of our consolidated investment properties as at December 31, 2023 from a 25-basis point change to the relevant unobservable inputs in isolation and does not present the impact on the fair value from other factors such as changes in cash flows or inflation. For properties valued using the discounted cash flow method, the basis point change in valuation metrics relates to a change in discount and terminal capitalization rates. For properties valued using the direct capitalization approach, the basis point change in valuation metrics relates to a change in the overall capitalization rate. These amounts represent the effect on all consolidated investment property assets within our consolidated financial statements on a pre-tax basis, including amounts attributed to non-controlling interests in our perpetual affiliates and private fund investments. The amounts attributable to shareholders may be significantly less than shown depending on ownership levels in the individual assets.

AS AT DEC. 31, 2023 (MILLIONS)	Fair Value	Sensitivity
Core	\$ 18,970	\$ 1,090
Transitional and development	23,016	1,033
LP Investments	77,627	3,483
Other investment properties	4,539	148
Total	\$ 124,152	\$ 5,754

ii. Revaluation Method for PP&E

We revalue PP&E within our Renewable Power and Transition segment using the discounted cash flow ("DCF") method and our Infrastructure segment using DCF and the depreciated replacement cost ("DRC") methods. Our real estate hospitality assets are valued using the DRC method. PP&E within our Private Equity segment is recorded at cost less accumulated depreciation and impairment losses.

Assets subject to the revaluation approach are revalued annually using a bottom-up approach, starting at the operating level with local professionals, and involving multiple levels of review, including by senior management. Changes in fair value are reported through other comprehensive income as revaluation surplus. Underlying cash flows used in DCF models are subject to detailed reviews as part of business planning, with discount rates and other key variable inputs reviewed for reasonability and the models reviewed for mathematical accuracy. Key inputs are frequently compared to third-party reports commissioned by the respective entities to assess reasonability. In addition, comparable market transactions are analyzed to consider for benchmarking. Additional information about the revaluation methodology and current year results is provided below.

When determining the carrying value of PP&E using the revaluation method, the company uses the following assumptions and estimates: the timing of forecasted revenues; future sales prices and associated expenses; future sales volumes; future regulatory rates; maintenance and other capital expenditures; discount rates; terminal capitalization rates; terminal valuation dates; useful lives; and residual values. Determination of the fair value of PP&E under development includes estimates in respect of the timing and cost to complete the development. This process is further discussed in Part 2 – Review of Consolidated Financial Results.

Renewable Power and Transition

We use an unlevered 20-year DCF, with a terminal value that is built from the bottom-up and determined, where appropriate, using the Gordon Growth Model for perpetual assets, such as hydroelectric facilities. For assets with finite lives, such as wind and solar farms, the residual asset value is used based on the estimated remaining service life and the residual asset value is used to represent the terminal value.

Key model inputs include contract prices, forward merchant power prices, long-term average generation estimates, operating expenses, capital expenditures, tax rates, exit dates, terminal capitalization rates, and discount rates. A few of the critical assumptions are described in more detail below:

- Pricing forecasts consist of the following inputs:
 - Where power purchase agreements are in place, contracted power prices are utilized for the remaining term of these agreements.
 - Thereafter, or to the extent that the underlying renewable power asset is not contracted, we estimate merchant pricing based on a mix of external data and our own estimates. Short-term merchant pricing is based on four years of externally sourced broker quotes in North America, regulated market operator pricing in Europe, and local market pricing in South America. We ensure to link our short-term pricing by linear extrapolation to our view of long-term power pricing below.
 - Long term pricing is driven by the economics required to support new entrants into the various power markets in which we operate. The year of new entry is viewed as the point when generators must build additional capacity to maintain system reliability and provide an adequate level of reserve generation with the retirement of older coal-fired plants and rising environmental compliance costs in North America and Europe, and overall increasing demand in Colombia and Brazil. Once the year of new entrant is determined, data from industry sources, as well as inputs from our development teams, is used to model the all-in cost of the expected technology mix of new construction, and the resulting market price required to support its development. Our long-term pricing view is anchored to the cost of securing new energy from renewable sources to meet future demand growth by the years 2027 to 2035 in North America, by 2030 in Colombia and by 2027 in Brazil. For the North American businesses, we have estimated our renewable power assets will contract at a discount to new-build wind, solar and battery prices (the most likely source of new renewable generation in those regions). In Brazil and Colombia, the estimate of future electricity prices is based on a similar approach as applied in North America using a forecast of the all-in cost of development.
- Energy generation forecasts are based on LTA for which we have significant historical data. LTA for hydroelectric facilities is based on third-party engineering reports commissioned during asset acquisitions and financing activities. These studies are based on statistical models supported by decades of historical river flow data. Similarly, LTA for wind facilities is based on third-party wind resource studies completed prior to construction or acquisition. LTA for solar facilities is based on third-party irradiance level studies at the location of our project sites during construction or acquisition.
- Capital expenditure forecasts rely on independent engineering reports commissioned from reputable third-party firms during underwriting or financings.
- Our discount rates, which are adjusted based on asset level and regional considerations, are compared to implied rates from recent market transitions where possible for reasonability.

Review of our models also includes assessing comparable market transactions. We compare EBITDA multiples and value per megawatt at the asset level to recent market transactions; at the portfolio basis, we compare valuation multiples to our most comparable competitors in the market and the resulting book value of our equity after revaluation to our share price in the market. For example, we have noted from reviews of market transactions in the U.S. northeast that the multiples paid for the asset indicate that market participants likely share our view on escalating power prices in the region.

In 2023, the fair value of the PP&E in our Renewable Power and Transition segment decreased by \$384 million, primarily attributable to lower power prices observed in most markets as well as a higher cost of capital driven by increased interest rates.

The key valuation metrics of our hydroelectric, wind and solar generating facilities at the end of 2023 and 2022 are summarized below:

AS AT DEC. 31	North America		Colombia		Brazil		Europe	
	2023	2022	2023	2022	2023	2022	2023	2022
Discount rate								
Contracted	5.1 – 5.7%	4.9 – 5.4%	8.7%	8.5%	8.4%	8.2%	4.8%	4.4%
Uncontracted	6.3 – 7.0%	6.2 – 6.7%	10.0%	9.7%	9.7%	9.5%	4.8%	4.4%
Terminal capitalization rate ¹ ..	4.4 – 5.0%	4.3 – 4.9%	8.0%	7.7%	n/a	n/a	n/a	n/a
Investment horizon	2046	2044	2043	2042	2053	2051	2037	2036

1. The terminal capitalization rate applies only to hydroelectric assets in North America and Colombia.

The following table presents the impact on fair value of PP&E in our Renewable Power and Transition segment as at December 31, 2023 from a 25-basis point change in discount and terminal capitalization rates, as well as a 5% change in electricity prices. These amounts represent the effect on all consolidated PP&E assets within the consolidated financial statements of BN on a pre-tax basis, including amounts attributed to non-controlling interests in our listed affiliates and private fund investments. The amounts attributable to shareholders may be significantly less than shown depending on ownership levels in the individual assets.

AS AT DEC. 31, 2023 (MILLIONS)	Fair Value	Sensitivity
25 bps change in discount and terminal capitalization rates¹		
North America	\$ 41,636	\$ 1,995
Colombia	10,585	449
Brazil	5,578	125
Europe	5,409	43
5% change in electricity prices		
North America	41,636	1,545
Colombia	10,585	538
Brazil	5,578	138
Europe	5,409	—

1. The terminal capitalization rate applies only to hydroelectric assets in North America and Colombia.

Terminal values are included in the valuation of hydroelectric assets in the U.S., Canada, and Colombia. For the hydroelectric assets in Brazil, cash flows have been included based on the duration of the authorization or useful life of a concession asset plus a one-time 30-year renewal term for the majority of the hydroelectric assets. The weighted-average remaining duration or useful life of a concession asset as at December 31, 2023, including a one-time 30-year renewal for applicable hydroelectric assets, is 34 years (2022 – 35 years). Consequently, there is no terminal value attributed to the hydroelectric assets in Brazil at the end of the authorization term.

Energy Contracts

The New York power contract is the only power contract that remains in place between the Corporation and BEP. Under the contract, we are required to purchase power that BEP generates at certain of its New York assets at a fixed price. Based on LTA, we purchase approximately 4,100 GWh of power from BEP each year pursuant to a long-term contract at a predetermined price, which represents 13% of BEP's power generation. The fixed price that we are required to pay BEP began gradually stepping down in 2022 by \$3/MWh a year. This will continue until 2025, followed by a \$5/MWh reduction in 2026 resulting in an approximate \$20/MWh total reduction. The contract expires in 2046.

The contract is valued annually based on price curves as at year end incorporating revised discount rates as required. As at December 31, 2023, the contract was valued using weighted-average forward power price estimates of approximately \$89/MWh in years 1-10 and \$157/MWh in years 11-20, using a discount rate of approximately 7.0%.

Infrastructure

Our infrastructure assets, revalued using DCF models, are generally subject to contractual and regulatory frameworks that underpin the cash flows. We also include the benefits of development projects for existing in-place assets to the extent that they have been determined to be feasible, typically by external parties, and have received the appropriate approvals. We are unable to include the benefits of development projects within our business that are not considered improvements to existing PP&E.

The underlying cash flow models supporting the revaluation process include a number of different inputs and variables with risks mitigated through controls incorporated in the bottom-up preparation and review process. Inputs are reviewed for qualitative and quantitative considerations and the mechanical accuracy is tested by appropriate finance and investment professionals.

When assessing the reasonability of our DCF models, we determine whether there are comparable transactions that we can consider for the purposes of benchmarking. Metrics such as the implied current year or forward-looking EBITDA multiples are reviewed against market transactions and public companies to assess whether our valuations are appropriate. We also assess whether the inputs used in the models are consistent amongst asset classes and geographies, where applicable, or that asset specific differences are supportable considering transactions in a given asset class or market.

Additionally, as part of our private fund valuation process, we obtain third-party appraisals on our fund investments on a three-year rotating basis. These appraisals are not directly utilized in the financial statements, rather they are used to confirm that management's assumptions in determining fair value are within a reasonable range.

On an aggregate basis, the value of the appraised assets is greater than the book value because a significant portion of our infrastructure operations assets such as public service concessions are classified as intangible assets. These intangible assets are carried at amortized cost, subject to impairment tests, and are amortized over their useful lives. In addition, we have contracted growth projects within our businesses that cannot be included in IFRS fair value unless these relate to improvements on existing PP&E.

Within our Infrastructure segment, we reported valuation gains of \$785 million in 2023. The gain was primarily due to revaluation gains reflecting growing cash flows and strong underlying performance at a number of businesses.

The key valuation metrics of our utilities, transport and midstream operations are summarized below:

AS AT DEC. 31	Utilities		Transport		Midstream	
	2023	2022	2023	2022	2023	2022
Discount rate	8% – 11%	7% – 11%	9%	8% – 14%	15%	15%
Terminal capitalization multiples	15x	18x	8x – 20x	9x – 15x	10x	10x
Investment horizon (years)	10 – 20	10 – 20	10	10	6	5 – 10

Real Estate and Other

Hospitality assets, primarily hotel and resort operations, are valued using the depreciated replacement cost method, which factors in age, physical condition and construction costs of the properties. Fair values of hospitality properties are also reviewed in reference to each asset's enterprise value determined using a discounted cash flow model. These valuations are generally prepared by external valuation professionals using information provided by management of the operating business. The fair value estimates for hospitality assets represent the estimated fair value of the PP&E of the hospitality business only and do not include any associated intangible assets. Hospitality assets are revalued annually, with changes in fair value reported through other comprehensive income as revaluation surplus.

Revaluation of our PP&E in our real estate portfolio increased the fair value of our hospitality assets by \$969 million. The revaluation gain was primarily due to increased occupancy rates and market rents in our hospitality portfolio within our LP investments.

iii. Financial Instruments

Financial assets, financial contracts and other contractual arrangements that are treated as derivatives are recorded at fair value in our financial statements and changes in their value are recorded in net income or other comprehensive income, depending on their nature and business purpose. The more significant and more common financial contracts and contractual arrangements employed in our business that are fair valued include: interest rate contracts, foreign exchange contracts and agreements for the sale of electricity. Financial assets and liabilities may be classified as Level 1, 2 or 3 in the fair value hierarchy. Refer to Note 6 Fair Value of Financial Instruments within the notes to the consolidated financial statements for additional information.

Estimates and assumptions used in determining the fair value of financial instruments are: equity and commodity prices; future interest rates; the credit worthiness of the company relative to its counterparties; the credit risk of the company's counterparties; estimated future cash flows; the amount of the liability and equity components of compound financial instruments; discount rates and volatility utilized in option valuations.

iv. Inventory

The company estimates the net realizable value of its inventory using estimates and assumptions about future selling prices and future development costs.

v. Other

Other estimates and assumptions utilized in the preparation of the company's consolidated financial statements are: the assessment or determination of net recoverable amount; oil and gas reserves; depreciation and amortization rates and useful lives; estimation of recoverable amounts of cash-generating units for impairment assessments of goodwill and intangible assets; ability to utilize tax losses and other tax measurements; fair value of assets held as collateral and the percentage of completion for construction contracts. Equity accounted investments, which follow the same accounting principles as our consolidated operations, include amounts recorded at fair value and amounts recorded at amortized cost or cost, depending on the nature of the underlying assets.

ACCOUNTING JUDGMENTS

Management is required to make critical judgments when applying its accounting policies. The following judgments have the most significant effect on the consolidated financial statements:

i. Control or Level of Influence

When determining the appropriate basis of accounting for the company's investees, the company makes judgments about the degree of influence that it has the ability to exert directly or through an arrangement over the investees' relevant activities. This may include the ability to elect investee directors or appoint management. Control is obtained when the company has the power to direct the relevant investing, financing and operating decisions of an entity and does so in its capacity as principal of the operations, rather than as an agent for other investors. Operating as a principal includes having sufficient capital at risk in any investee and exposure to the variability of the returns generated as a result of the decisions of the company as principal. Judgment is used in determining the sufficiency of the capital at risk or variability of returns. In making these judgments, the company considers the ability of other investors to remove the company as a manager or general partner in a controlled partnership. Refer to Part 2 – Review of Consolidated Financial Results for additional information.

ii. Investment Properties

When applying the company's accounting policy for investment properties, judgment is applied in determining whether certain costs are additions to the carrying amount of the property and, for properties under development, identifying the point at which practical completion of the property occurs and identifying the directly attributable borrowing costs to be included in the carrying value of the development property.

iii. Property, Plant and Equipment

The company's accounting policy for its PP&E requires critical judgments over the assessment of carrying value, whether certain costs are additions to the carrying amount of the PP&E as opposed to repairs and maintenance, and for assets under development the identification of when the asset is capable of being used as intended and identifying the directly attributable borrowing costs to be included in the asset's carrying value.

For assets that are measured using the revaluation method, judgment is required when estimating future prices, volumes, discount and capitalization rates. Judgment is applied when determining future electricity prices considering broker quotes for the years in which there is a liquid market available and, for the subsequent years, our best estimate of electricity prices from renewable sources that would allow new entrants into the market.

iv. Identifying Performance Obligations for Revenue Recognition

Management is required to identify performance obligations relating to contracts with customers at the inception of each contract. IFRS 15 requires a contract's transaction price to be allocated to each distinct performance obligation when, or as, the performance obligation is satisfied. Judgment is used when assessing the pattern of delivery of the product or service to determine if revenue should be recognized at a point in time or over time. For certain service contracts recognized over time, judgment is required to determine if revenue from variable consideration such as incentives, claims and variations from contract modifications has met the required probability threshold to be recognized.

Management also uses judgment to determine whether contracts for the sale of products and services have distinct performance obligations that should be accounted for separately or as a single performance obligation. Goods and services are considered distinct if: (1) a customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer; and (2) the entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract.

Additional details about revenue recognition policies across our operating segments are included in Note 3 of the consolidated financial statements.

v. Common Control Transactions

The purchase and sale of businesses or subsidiaries between entities under common control are not specifically addressed in IFRS and accordingly, management uses judgment when determining a policy to account for such transactions taking into consideration other guidance in the IFRS framework and pronouncements of other standard-setting bodies. The company's policy is to record assets and liabilities recognized as a result of transfers of businesses or subsidiaries between entities under common control at carrying value. Differences between the carrying amount of the consideration given or received and the carrying amount of the assets and liabilities transferred are recorded directly in equity.

vi. Indicators of Impairment

Judgment is applied when determining whether indicators of impairment exist when assessing the carrying values of the company's assets, including: the determination of the company's ability to hold financial assets; the estimation of a cash-generating unit's future revenues and direct costs; the determination of discount and capitalization rates; and when an asset's carrying value is above the value derived using publicly traded prices which are quoted in a liquid market.

vii. Income Taxes

The company makes judgments when determining the future tax rates applicable to subsidiaries and identifying the temporary differences that relate to each subsidiary. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply during the period when the assets are realized or the liabilities settled, using the tax rates and laws enacted or substantively enacted at the consolidated balance sheet dates. The company measures deferred income taxes associated with its investment properties based on its specific intention with respect to each asset at the end of the reporting period. Where the company has a specific intention to sell a property in the foreseeable future, deferred taxes on the building portion of an investment property are measured based on the tax consequences that would follow the disposition of the property. Otherwise, deferred taxes are measured on the basis that the carrying value of the investment property will be recovered substantially through use.

viii. Classification of Non-Controlling Interests in Limited-Life Funds

Non-controlling interests in limited-life funds are classified as liabilities (subsidiary equity obligations) or equity (non-controlling interests) depending on whether an obligation exists to distribute residual net assets to non-controlling interests on liquidation in the form of cash or another financial asset or assets delivered in kind. Judgment is required to determine what the governing documents of each entity require or permit in this regard.

ix. Other

Other critical judgments include the determination of effectiveness of financial hedges for accounting purposes, the likelihood and timing of anticipated transactions for hedge accounting and the determination of functional currency.

CONSOLIDATION UNDER IFRS

As a Canadian domiciled public corporation, we report under IFRS, while other issuers that may be considered peers report under U.S. GAAP. These GAAPs are aligned in many areas, but as it relates to asset management and investment companies, there is a significant difference between IFRS and U.S. GAAP. Under IFRS, while investment companies can account for their investments at fair value and report them on one line in their balance sheet on a net basis, a parent of an investment company cannot maintain that accounting and must look to whether it controls the underlying investments individually. For issuers under U.S. GAAP, investment companies can use the same treatment as in IFRS but the parent of an investment company would keep the same reporting as the subsidiary investment company. Therefore, the same investment could be fully consolidated under IFRS or shown as one line on a net basis under U.S. GAAP.

IFRS uses a control-based model to determine if consolidation is required. Therefore, we are deemed to control an investment if we: (1) exercise power over the investee; (2) are exposed to variable returns from our involvement with the investee; and (3) have the ability to use our power to affect the amount of the returns. Due to the ownership structure of many of our subsidiaries, we control entities in which we hold only a minority economic interest. Please refer to Part 2 – Review of Consolidated Financial Results for additional information. Our consolidation conclusions may differ from certain other issuers who report under U.S. GAAP as they are required to evaluate consolidation requirements using a voting interest model or a variable interest model depending on the circumstances.

MANAGEMENT REPRESENTATIONS AND INTERNAL CONTROLS

ASSESSMENTS AND CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

Management has evaluated the effectiveness of the company's internal control over financial reporting (as defined in the applicable U.S. and Canadian securities laws) as of December 31, 2023 and based on that assessment concluded that, as of December 31, 2023, our internal control over financial reporting was effective. Refer to Management's Report on Internal Control Over Financial Reporting. There have been no changes in our internal control over financial reporting during the quarter or year ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

DISCLOSURE CONTROLS AND PROCEDURES

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in the applicable U.S. and Canadian securities laws) as of December 31, 2023. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that such disclosure controls and procedures were effective as of December 31, 2023.

RELATED PARTY TRANSACTIONS

In the normal course of operations, we enter into transactions on market terms with related parties, including consolidated and equity accounted entities, which have been measured at the exchange value and are recognized in the consolidated financial statements, including, but not limited to: manager or partnership agreements; base management fees, performance fees and incentive distributions; loans, interest and non-interest bearing deposits; power purchase and sale agreements; capital commitments to private funds; the acquisition and disposition of assets and businesses; derivative contracts; and the construction and development of assets.

Refer to Note 27 Related Party Transactions in the consolidated financial statements for further details.

PART 6

BUSINESS ENVIRONMENT AND RISKS

For purposes of Part 6 of this Report, unless the context requires otherwise, references to the “company”, “we”, “us” or “our” refers to Brookfield Corporation, its consolidated subsidiaries (including our asset management business), BNRE and Oaktree.

This section contains a review of certain aspects of the business environment and risks that could materially adversely impact our business, performance, financial condition, results of operations, cash flows and the value of our securities. Additional risks and uncertainties not previously known to the company, or that the company currently deems immaterial, may also impact our operations and financial results.

a) Volatility in the Trading Price of Our Class A Shares

The trading price of our Class A shares is subject to volatility due to market conditions and other factors and cannot be predicted.

Our shareholders may not be able to sell their Class A shares at or above the price at which they purchased such shares due to trading price fluctuations in the capital markets. The trading price could fluctuate significantly in response to factors both related and unrelated to our operating performance and/or future prospects, including, but not limited to: (i) variations in our operating results and financial condition; (ii) actual or prospective changes in government laws, rules or regulations affecting our businesses; (iii) material announcements by us, our affiliates or our competitors; (iv) the general state of the securities markets; (v) market conditions and events specific to the industries in which we operate; (vi) changes and developments in general economic, political, or social conditions, including as a result of pandemics/epidemics and related economic disruptions; (vii) changes in the values of our investments (including in the market price of our listed affiliates) or changes in the amount of distributions, dividends or interest paid in respect of investments; (viii) differences between our actual financial and operating results and those expected by investors and analysts; (ix) changes in analysts’ recommendations or earnings projections; (x) changes in the extent of analysts’ interest in covering the company and its listed affiliates; (xi) the depth and liquidity of the market for our Class A shares; (xii) dilution from the issuance of additional equity, including as a result of exchanges or additional issuances of shares exchangeable for Class A shares such as exchanges of class A exchangeable limited voting shares and class A-1 exchangeable non-voting shares of BNRE (“BNRE exchangeable shares”); (xiii) investor perception of our businesses and the industries in which we operate; (xiv) investment restrictions; (xv) our dividend policy; (xvi) the departure of key executives; (xvii) sales of Class A shares by senior management or significant shareholders; and (xviii) the materialization of other risks described in this section.

b) Reputation

Actions or conduct that have a negative impact on investors’ or stakeholders’ perception of us could adversely impact our ability to attract and/or retain investor capital and generate fee revenue.

The growth of our asset management business relies on continuous fundraising for various private and public investment products, and retention of capital raised from third-party investors. We depend on our business relationships and our global reputation for integrity and high-caliber asset management services to attract and retain investors and advisory clients, and to pursue investment opportunities for us and the public and private entities managed by our asset management business. Our business relationships and reputation could be negatively impacted by a number of factors including poor performance; actual, potential or perceived conflicts of interest that are not adequately addressed; misconduct or alleged misconduct by employees; rumors or innuendos; or failed or ineffective implementation of new investments or strategies. If we are unable to continue to raise and retain capital from third-party investors, either privately, publicly or both, or otherwise are unable to pursue our investment opportunities, this could materially reduce our revenue and cash flows and adversely affect our financial condition.

Poor performance of any kind could damage our reputation with current and potential investors in managed entities, making it more difficult to raise new capital. Investors may decline to invest in current and future managed entities and may withdraw their investments from managed entities as a result of poor performance in the entity in which they are invested, and investors in private funds may demand lower fees for new or existing funds, all of which would decrease our revenue.

Our asset management business, as a global alternative asset manager with various lines of business and investment products, some of which have overlapping mandates, may be subject to a number of actual, potential or perceived conflicts of interest. These conflicts may be magnified for an asset manager that has many different capital sources available to pursue investment opportunities, including investor capital and the company's own capital. In addition, the senior management team of the company and its affiliates have their own capital invested in Class A shares, directly and indirectly, and may have financial exposures with respect to their own investments which could lead to potential conflicts if such investments are similar to those made by the company or on behalf of investors in entities managed by our asset management business.

In addressing these conflicts, we have implemented a variety of policies and procedures; however, there can be no assurances that these will be effective at mitigating actual, potential or perceived conflicts of interest in all circumstances, or will not reduce the positive synergies that we seek to cultivate across our businesses. It is also possible that actual, potential or perceived conflicts of interest, if not properly addressed, could give rise to investor dissatisfaction, litigation, regulatory enforcement actions or other detrimental outcomes.

Appropriately dealing with conflicts of interest for an asset manager is a priority and our reputation could be damaged if we fail, or appear to fail, to deal appropriately with actual, potential or perceived conflicts of interest. Asset manager conflicts are subject to enhanced regulatory scrutiny in the markets in which we operate and in the U.S. in particular. Such regulatory scrutiny can lead to fines, penalties and other negative consequences. Regulatory scrutiny of, or litigation in connection with, conflicts of interest could have a material adverse effect on our reputation, business, financial condition or results of operations in a number of ways, including an inability to adequately capitalize existing managed entities or raise new managed entities, including private funds, and a reluctance of counterparties to do business with us. For information regarding conflicts of interests between the businesses within our asset management operations that operate on opposite sides of an information barrier, see Item (u) herein.

Our reputation could also be negatively impacted if there is misconduct or alleged misconduct by our personnel, the personnel of our asset management business or those of our listed affiliates or portfolio companies in which we and managed entities invest, including historical misconduct prior to the investment. Risks associated with misconduct at our portfolio companies is heightened in cases where we do not have legal control or significant influence over a particular portfolio company or are not otherwise involved in actively managing a portfolio company. In such situations, given our ownership position and affiliation with the portfolio company, we may still be negatively impacted from a reputational perspective through this association. In addition, even where we have control over a portfolio company, if it is a newly acquired portfolio company that we are in the process of integrating then we may face reputational risks related to historical or current misconduct or alleged misconduct at such portfolio company for a period of time. We may also face increased risk of misconduct to the extent our capital allocated to emerging markets and distressed companies increases. If we face allegations of improper conduct by private litigants or regulators, whether the allegations are valid or invalid or whether the ultimate outcome is favorable or unfavorable to us, such allegations may result in negative publicity and press speculation about us, our investment activities or the asset management industry in general, which could harm our reputation and may be more damaging to our business than to other types of businesses.

We are subject to a number of obligations and standards arising from our asset management business and our authority over the assets we manage. The violation of these obligations and standards by any of our employees may adversely affect our partners and our business and reputation. Our business often requires that we deal with confidential matters of great significance to the companies in which we may invest and to other third parties. If our employees were to improperly use or disclose confidential information, or a security breach results in an inadvertent disclosure of such information, we could suffer serious harm to our reputation, financial position and

current and future business relationships. It is not always possible to detect or deter employee misconduct or security breaches, and the precautions we take in this regard may not be effective.

Implementation of new investment and growth strategies involves a number of risks that could result in losses and harm to our professional reputation, including the risk that the expected results are not achieved, that new strategies are not appropriately planned for or integrated, that new strategies may conflict with, detract from or compete against our existing businesses, and that the investment process, controls and procedures that we have developed will prove insufficient or inadequate. Furthermore, our strategic initiatives may include joint ventures, in which case we will be subject to additional risks and uncertainties in that we may be dependent upon and subject to liability, losses or reputational damage relating to systems, controls and personnel that are not under our complete control or under the control of another.

In addition to impacting the ability of our asset management business to raise and retain third-party capital and pursue investment opportunities, certain of the risks identified herein that may have a negative impact on our reputation also could, in extreme cases, result in the removal of our asset manager as general partner or an acceleration of the liquidation date of the private funds that are managed by it. The governing agreements of the private funds provide that, subject to certain conditions (which may, particularly in the case of a removal as general partner, include final legal adjudications of the merits of the particular issue), third-party investors in these funds will have the right to remove the asset manager as the general partner or to accelerate the liquidation date of the fund. Additionally, at any time, investors may terminate a fund and accelerate the liquidation date upon the vote of a super-majority of investors in such fund. A significant negative impact to our reputation would be expected to increase the likelihood that investors could seek to terminate a private fund. This effect would be magnified if, as is often the case, an investor is invested in more than one fund. Such an event, were it to occur, would result in a reduction in the fees earned from such fund, particularly if our asset management business is unable to maximize the value of the fund's investments during the liquidation process or in the event of the triggering of a "clawback" for fees already paid out to it as general partner.

c) Asset Management

Growth in fee-bearing capital could be adversely impacted by poor product development or marketing efforts. In addition, investment returns could be lower than target returns due to inappropriate allocation of capital or ineffective investment management.

Our asset management business depends on its ability to fundraise third-party capital, deploy that capital effectively, and produce targeted investment returns.

The ability to raise third-party capital depends on a number of factors, including many that are outside the control of the asset manager, such as the general economic environment and the number of other investment funds being raised at the same time by competitors. Investors may reduce (or even eliminate) their investment allocations to alternative investments, including closed-ended private funds. Investors that are required to maintain specific asset class allocations within their portfolio may be required to reduce their investment allocations to alternative investments, particularly during periods when other asset classes such as public securities are decreasing in value. In addition, investors may prefer to insource and make direct investments; therefore, becoming competitors and ceasing to be clients and/or make new capital commitments.

Competition from other asset managers for raising public and private capital is intense, with competition based on a variety of factors, including investment performance, the quality of service provided to investors, the quality and availability of investment products, marketing efforts, investor liquidity and willingness to invest, and reputation. Poor investment performance could hamper the ability of our asset management business to compete for these sources of capital or force it to reduce management fees. Existing investors and potential investors continually assess investment performance and the ability to raise capital for existing and future funds depends on the relative and absolute performance of funds managed by our asset management business. If poor investment returns or changes in investment mandates prevent our asset manager from raising further capital from existing partners, it may need to identify and attract new investors in order to maintain or increase the size of private funds, and there are no assurances that it will be able to find new investors. Further, as competition and disintermediation in the

asset management industry increases, our asset management business may face pressure to reduce or modify asset management fees, including base management fees and/or carried interest, or modify other terms governing its current asset management fee structure, in order to attract and retain investors.

The successful execution of our investing strategy is uncertain as it requires suitable opportunities, careful timing and business judgment, as well as the resources to complete asset purchases and restructure them, if required, notwithstanding difficulties experienced in a particular industry.

There is no certainty that we will be able to identify suitable or sufficient opportunities that meet our investment criteria and be able to acquire additional high-quality assets at attractive prices to supplement our growth in a timely manner, or at all. In pursuing investment opportunities and returns, we and the entities managed by our asset manager face competition from other investment managers and investors worldwide. Each of our businesses is subject to competition in varying degrees and our competitors may have certain competitive advantages over us when pursuing investment opportunities. Some of our competitors may have higher risk tolerances, different risk assessments, lower return thresholds, a lower cost of capital, or a lower effective tax rate (or no tax rate at all), all of which could allow them to consider a wider variety of investments and to bid more aggressively than us for investments. We may lose investment opportunities in the future if we do not match investment prices, structures and terms offered by our competitors, some of whom may have synergistic businesses which allow them to consider bidding a higher price than we can reasonably offer. While we attempt to deal with competitive pressures by leveraging our asset management strengths and operating capabilities and compete on more than just price, there is no guarantee these measures will be successful, and we may have difficulty competing for investment opportunities, particularly those offered through auction or other competitive processes. If our asset management business is unable to successfully raise, retain, and deploy third-party capital into investments, it may be unable to collect management fees, carried interest or transaction fees, which would materially reduce our revenue and cash flows and adversely affect our financial condition.

Our approach to investing often entails adding assets to our existing businesses when the competition for assets is weakest; typically, when depressed economic conditions exist in the market relating to a particular entity or industry. Such an investing style carries with it inherent risks when investments are made in either markets or industries that are undergoing some form of dislocation. We may fail to value opportunities accurately or to consider all relevant factors that may be necessary or helpful in evaluating an opportunity, may underestimate the costs necessary to bring an acquisition up to standards established for its intended market position, may be exposed to unexpected risks and costs associated with our investments, including risks arising from alternative technologies that could impair or eliminate the competitive advantage of our business in a particular industry, and/or may be unable to quickly and effectively integrate new acquisitions into existing operations or exit from the investment on favorable terms. In addition, liabilities may exist that we or managed entities do not discover in due diligence prior to the consummation of an acquisition, or circumstances may exist with respect to the entities or assets acquired that could lead to future liabilities and, in each case, we or the managed entities may not be entitled to sufficient, or any, recourse against the contractual counterparties to an acquisition.

The credit strategies of our asset management business, the majority of which are managed through Oaktree, offer a broad diverse range of long-term and perpetual strategies to investors. Similar to other long-term private funds, our asset manager earns base management fees and carried interest on fund capital in its credit strategies. Cyclicity is important to credit strategies and weak economic environments have tended to afford the best investment opportunities and best relative investment performance to such strategies. Any prolonged economic expansion or recession could have an adverse impact on certain credit strategies and materially affect the ability to deliver superior investment returns for clients or generate incentive or other income in respect of those strategies.

We generally pursue investment opportunities that involve business, regulatory, legal and other complexities. Our tolerance for complexity presents risks, as such transactions can be more difficult, expensive and time-consuming to finance and execute, and have a higher risk of execution failure. It can also be more difficult to manage or realize value from the assets acquired in such transactions and such transactions sometimes entail a higher level of regulatory scrutiny or a greater risk of contingent liabilities.

At times, our asset manager makes investments (for one or more funds or managed entities) in companies that we do not control. These investments are subject to the risk that the company in which the investment is made may make business, financial or management decisions with which we do not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve our interests.

Certain investments may be concentrated in particular asset types or geographic regions, which could exacerbate any negative performance of one or more managed entities to the extent those concentrated investments are in assets or regions that experience market dislocation. In addition, certain funds hold publicly traded securities the price of which will be volatile and are likely to fluctuate due to a number of factors beyond our asset manager's control, including actual or anticipated changes in the profitability of the issuers of such securities; general economic, social, or political developments; changes in industry conditions; changes in governance regulation; inflation; the general state of the securities markets; and other material events.

The failure of a newly acquired business to perform according to expectations could have a material adverse effect on our assets, liabilities, business, financial condition, results of operations and cash flows. Alternatively, we may be required to sell a business before it has realized our expected level of returns for such business.

If any of the investments managed by our asset manager perform poorly or experience prolonged periods of volatility, or if the capital is not deployed effectively, its fee-based revenue, cash available for distribution and/or carried interest would decline, negatively impacting our earnings. Moreover, we could experience losses on our capital invested in funds managed by our asset manager. Accordingly, our expected returns on these investments may be less than we have assumed in forecasting the value of our business.

d) Laws, Rules and Regulations

We are subject to numerous laws, rules, and regulatory requirements which may impact our business, including resulting in financial penalties, loss of business, and/or damage to our reputation in instances of non-compliance.

There are many laws, governmental rules and regulations and listing exchange rules that apply to us, our affiliates, our assets and our businesses. Changes in these laws, rules and regulations, or their interpretation by governmental agencies or the courts, could adversely affect our business, assets or prospects, or those of our affiliates, customers, clients or partners. The failure of the company, our listed affiliates, or entities managed by our asset management company to comply with these laws, rules and regulations, or with the rules and registration requirements of the respective stock exchanges on which we and they are listed, could adversely affect our reputation and financial condition.

Our asset management business, including our investment advisory and broker-dealer business, is subject to substantial and increasing regulatory compliance obligations and oversight, and this higher level of scrutiny may lead to more regulatory enforcement actions. There continues to be uncertainty regarding the appropriate level of regulation and oversight of asset management businesses in a number of jurisdictions in which we operate. The financial services industry has been the subject of heightened scrutiny and enforcement actions. Regulatory investigations and/or enforcement actions by regulators could have a material adverse effect on our business and/or reputation. In addition, the introduction of new legislation and increased regulation may result in increased compliance costs and could materially affect the manner in which we conduct our business and adversely affect our profitability. Although there may be some areas where governments in certain jurisdictions propose deregulation, it is difficult to predict the timing and impact of any such deregulation, and we may not materially benefit from any such changes.

Our asset management business is not only regulated in the U.S., but also in other jurisdictions where we conduct operations including the E.U., the U.K., Canada, Brazil, Colombia, Australia, India, South Korea and China. Similar to the environment in the U.S., the current environment in jurisdictions outside the U.S. in which we operate has become subject to further regulation. Governmental agencies around the world have proposed or implemented a number of initiatives and additional rules and regulations that could adversely affect our asset management business, and governmental agencies may propose or implement further rules and regulations in the future. These rules and regulations may impact how managed entities are marketed in these jurisdictions and introduce compliance obligations with respect to disclosure and transparency, as well as restrictions on investor participation

and distributions. Such regulations may also prescribe certain capital requirements on managed entities, and conditions on the leverage managed entities may employ and the liquidity these managed entities must have. Compliance with additional regulatory requirements will impose additional restrictions and expenses for us and could reduce our operating flexibility and fundraising opportunities.

Our broker-dealer business is regulated by the SEC, the various Canadian provincial securities commissions, as well as self-regulatory organizations, including the Financial Industry Regulatory Authority in the U.S. These regulatory bodies may conduct administrative or enforcement proceedings that can result in censure, fine, suspension or expulsion of a broker-dealer, its directors, officers or employees. Such proceedings, whether or not resulting in adverse findings, can require substantial expenditures and can have an adverse impact on the reputation of a broker-dealer.

The advisors of certain managed entities are registered as investment advisers with the SEC. Registered investment advisers are subject to the requirements and regulations of the Investment Advisers Act of 1940, which grants U.S. supervisory agencies broad administrative powers, including the power to limit or restrict the carrying on of business for failure to comply with laws or regulations. If such powers are exercised, the possible sanctions that may be imposed include the suspension of individual employees, limitations on the activities in which the investment adviser may engage, suspension or revocation of the investment adviser's registration, censure and fines. Compliance with these requirements and regulations results in the expenditure of resources, and a failure to comply could result in investigations, financial or other sanctions, and reputational damage.

The Investment Company Act of 1940 (the "40 Act") and the rules promulgated thereunder provide certain protections to investors and impose certain restrictions on entities that are deemed "investment companies" under the 40 Act. We are not currently, nor do we intend to become, an investment company under the 40 Act. To ensure that we are not deemed to be an investment company, we may be required to materially restrict or limit the scope of our operations or plans and the types of acquisitions that we may make, and we may need to modify our organizational structure or dispose of assets that we would not otherwise dispose of. If we were required to register as an investment company, we would face severe limitations on the operation of our business. Among other things, we would be prohibited from engaging in certain business activities (or have conditions placed on our business activities), face restrictions on engaging in transactions with affiliated entities and issuing certain securities or engaging in certain types of financings, be restricted with respect to the amount and types of borrowings we are permitted to obtain, be required to limit the amount of investments that we make as principal, and face other limitations on our activities.

Our asset management business has and may become subject to additional regulatory and compliance requirements as it expands its product offerings and investment platform which likely will carry additional legal and compliance costs, as well as additional operating requirements that may also increase costs.

We acquire and develop primarily insurance and reinsurance services, renewable power and transition, infrastructure, business services, real estate, and industrial assets. In doing so, we must comply with extensive and complex municipal, state or provincial, national and international laws and regulations. These laws and regulations can result in uncertainty and delays, and impose additional costs, which may adversely affect our results of operations. Changes in these laws and regulations may negatively impact us and our businesses or may benefit our competitors and their businesses.

Additionally, liability under such laws, rules and regulations may occur without our fault. In certain cases, parties can pursue legal actions against us to enforce compliance as well as seek damages for non-compliance or for personal injury or property damage. Our insurance may not provide sufficient coverage in the event that a successful claim is made against us.

e) *Governmental Investigations, Sanctions and Anti-Bribery and Corruption*

Federal, state and foreign anti-bribery and corruption and trade sanctions laws and restrictions on foreign direct investment applicable to us and our operating businesses create the potential for significant liabilities and penalties, the inability to complete transactions, imposition of significant costs and burdens, and reputational harm and we may also be subject to various governmental investigations.

We are from time to time subject to various governmental investigations, audits and inquiries, both formal and informal. These investigations, regardless of their outcome, can be costly, divert management attention and damage our reputation. The unfavorable resolution of such investigations could result in criminal liability, fines, penalties or other monetary or non-monetary sanctions and could materially affect our business or results of operations.

We are subject to a number of laws and regulations governing payments and contributions to public officials or other third parties both domestically and in respect of operations abroad, including the U.S. Foreign Corrupt Practices Act of 1977 (the “FCPA”), various federal and state corruption laws, and similar laws in non-U.S. jurisdictions, such as the U.K. Bribery Act 2010, the *Canadian Corruption of Foreign Public Officials Act* (“CFPOA”), the Brazilian Clean Companies Act, the Australian Criminal Code Act 1995, the Indian Prevention of Corruption Act, the Chinese Criminal Law and the Anti-Unfair Competition Law (China), and the Bermudian Bribery Act 2016. This global focus on anti-bribery and corruption enforcement may also lead to more investigations, both formal and informal, in this area, the results of which cannot be predicted.

Instances of bribery, fraud, accounting irregularities and other improper, illegal or corrupt practices can be difficult to detect, in particular when conducting due diligence in connection with acquisitions, and fraud and other deceptive practices can be widespread in certain jurisdictions. We invest in emerging market countries that may not have established stringent anti-bribery and corruption laws and regulations, where existing laws and regulations may not be consistently enforced, or that are perceived to have materially higher levels of corruption according to international rating standards. Due diligence on investment opportunities in these jurisdictions is frequently more challenging because consistent and uniform commercial practices in such locations may not have developed or do not meet international standards. Bribery, fraud, accounting irregularities and corrupt practices can be especially difficult to detect in such locations. When acquiring assets in distress, the quality of financial information of the target may also make it difficult to identify irregularities.

The FCPA prohibits bribery of non-U.S. officials, candidates for office and political parties, and requires U.S. companies to keep books and records that accurately and fairly reflect those companies’ transactions. Similar laws in non-U.S. jurisdictions, such as the U.K. Bribery Act 2010 and the CFPOA, as well as other applicable anti-bribery and corruption or related laws in the United States and abroad, may also impose stricter or more onerous requirements than the FCPA, and implementing them may disrupt our business or cause us to incur significantly more costs to comply with those laws. The policies and procedures we have implemented to comply with anti-bribery and corruption legislation may be inadequate. If we fail to comply with such laws and regulations, we could be exposed to claims for damages, financial penalties, incarceration of our employees, reputational harm, restrictions on our operations and other liabilities, which could negatively affect our operating results and financial condition. In addition, we may be subject to successor liability for violations under these laws and regulations or other acts of bribery committed by entities in which we or managed entities invest.

We are also subject to laws and regulations governing trade and economic sanctions. The Office of Foreign Assets Control of the U.S. Department of the Treasury (“OFAC”), the U.S. Department of Commerce and the U.S. Department of State administer and enforce various trade control laws and regulations, including economic and trade sanctions based on U.S. foreign policy and national security goals against targeted foreign states, organizations and individuals. These laws and regulations implicate a number of aspects of our business, including servicing existing fund investors, finding new fund investors, and sourcing new investments, as well as activities by the portfolio companies in our investment portfolio or other controlled investments. Some of these regulations provide that penalties can be imposed on us for the conduct of a portfolio company, even if we have not ourselves violated any regulation. Similar laws in non-U.S. jurisdictions, such as the *Special Economic Measures Act* (Canada), the

United Nations Act (Canada) and the *Justice for Victims of Corrupt Foreign Officials Act* (Canada), and E.U. sanctions, may also impose restrictions or requirements on us or our operating businesses. Applicable laws of various jurisdictions may contain conflicting provisions, making our compliance more difficult. For example, Canada has adopted measures, such as the Canadian Foreign Extraterritorial Measures Act, that could restrict certain persons and entities subject to Canadian jurisdiction from complying with extra-territorial sanctions imposed by other jurisdictions, such as the U.S. Beginning in February 2022, the United States and other countries began imposing meaningful sanctions targeting Russia as a result of actions taken by Russia in Ukraine. We and our portfolio companies are required to comply with these and potentially additional sanctions imposed by the United States and by other countries, for which the full costs, burdens, and limitations on our business and prospects are currently unknown and may become significant.

In addition, the U.S. and many non-U.S. countries that have laws designed to protect national security or to restrict foreign direct investment. For example, under the United States Foreign Investment Risk Review Modernization Act (“FIRRMA”), the Committee on Foreign Investment in the United States (“CFIUS”) has the authority to review, block or impose conditions on investments by non-U.S. persons in U.S. companies or real assets deemed critical or sensitive to the United States. Many non-U.S. jurisdictions have similar laws. For example, the E.U. has adopted an E.U.-wide mechanism to screen foreign investment on national security grounds and most E.U. member states now have a foreign investment screening mechanism in place or has initiated a consultative or legislative process expected to result in the adoption of a new mechanism or amendments to an existing mechanism, adopted a regulation aimed at regulation of foreign subsidies that could distort the internal E.U. market.

Under these laws, governments have the authority to impose a variety of actions, including requirements for the advance screening or notification of certain transactions, blocking or imposing conditions on certain transactions, limiting the size of foreign equity investments or control by foreign investors, and restricting the employment of foreigners as key personnel. These actions could limit our ability to find suitable investments, cause delays in consummating transactions, result in the abandonment of transactions, and impose burdensome operational requirements on us or our portfolio companies. These laws could also negatively impact our fundraising and syndication activities by causing us to exclude or limit certain investors in our funds or co-investors for our transactions. Moreover, these laws may make it difficult for us to identify suitable buyers for our investments that we want to exit and could constrain the universe of exit opportunities generally. Complying with these laws imposes potentially significant costs and complex additional burdens, and any failure by us or our portfolio companies to comply with them could expose us significant penalties, sanctions, loss of future investment opportunities, additional regulatory scrutiny, and reputational harm.

f) Financial Obligations and Liquidity

Cash must be available to meet our financial obligations when due and enable us to capitalize on investment opportunities when they arise.

We employ debt and other forms of leverage in the ordinary course of business to enhance returns to our investors and finance our operations. We are therefore subject to the risks associated with debt financing and refinancing, including but not limited to the following: (i) our cash flow may be insufficient to meet required payments of principal and interest; (ii) payments of principal and interest on borrowings may leave us with insufficient cash resources to pay operating expenses and dividends; (iii) if we are unable to obtain committed debt financing for potential acquisitions or can only obtain debt at high interest rates or on other unfavorable terms, we may have difficulty completing acquisitions or may generate profits that are lower than would otherwise be the case; (iv) we may not be able to refinance indebtedness at maturity due to company and market factors such as the estimated cash flow produced by our assets, the value of our assets, liquidity in the debt markets, and/or financial, competitive, business and other factors; and (v) if we are able to refinance our indebtedness, the terms of a refinancing may not be as favorable as the original terms for such indebtedness. If we are unable to refinance our indebtedness on acceptable terms, or at all, we may need to utilize available liquidity, which would reduce our ability to pursue new investment opportunities, or we may need to dispose of one or more of our assets on disadvantageous terms, or raise equity, thereby causing dilution to existing shareholders. Regulatory changes or changes in economic or market conditions may also result in higher borrowing costs and reduced access to credit.

The terms of our various credit agreements and other financing documents require us to comply with a number of customary financial and other covenants, such as maintaining debt service coverage and leverage ratios, adequate insurance coverage and certain credit ratings. These covenants may limit our flexibility in conducting our operations and breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness, even if we have satisfied and continue to satisfy our payment obligations.

A large proportion of our capital is invested in physical assets and securities that can be hard to sell, especially if market conditions are poor. Further, because our investment strategy can entail our having representation on public portfolio company boards, we may be restricted in our ability to effect sales during certain time periods. A lack of liquidity could limit our ability to vary our portfolio or assets promptly in response to changing economic or investment conditions. Additionally, if financial or operating difficulties of other owners result in distress sales, such sales could depress asset values in the markets in which we operate. The restrictions inherent in owning physical assets could reduce our ability to respond to changes in market conditions and could adversely affect the performance of our investments, our financial condition and results of operations.

Because there is significant uncertainty in the valuation of, or in the stability of the value of illiquid or non-public investments, the fair values of such investments do not necessarily reflect the prices that would actually be obtained when such investments are realized. Realizations at values significantly lower than the values at which investments have been recorded would result in losses, a decline in asset management fees and the potential loss of carried interest and incentive fees.

We enter into financing commitments in the normal course of business, which we may be required to fund. Additionally, from time to time, we may guarantee the obligations of entities managed by our asset management business or that we invest in. If we are required to fund these commitments and are unable to do so, this could result in damages being pursued against us or a loss of opportunity through default under contracts that are otherwise to our benefit.

g) Foreign Exchange and Other Financial Exposures

Foreign exchange rate fluctuations could adversely impact our aggregate foreign currency exposure and hedging strategies may not be effective.

We have pursued and intend to continue to pursue growth opportunities in international markets, and often invest in countries where the U.S. dollar is not the local currency. As a result, we are subject to foreign currency risk due to potential fluctuations in exchange rates between foreign currencies and the U.S. dollar. A significant depreciation in the value of the currency utilized in one or more countries where we have a significant presence may have a material adverse effect on the results of our operations and financial position. In addition, we are active in certain markets where economic growth is dependent on the price of commodities and the currencies in these markets can be more volatile as a result.

Our businesses are impacted by changes in currency rates, interest rates, commodity prices and other financial exposures. We selectively utilize financial instruments to manage these exposures, including credit default swaps and other derivatives to hedge certain of our financial positions. However, a significant portion of these risks may remain unhedged. We may also choose to establish unhedged positions in the ordinary course of business.

There is no assurance that hedging strategies, to the extent they are used, will fully mitigate the risks they are intended to offset. Additionally, derivatives that we use are also subject to their own unique set of risks, including counterparty risk with respect to the financial well-being of the party on the other side of these transactions and a potential requirement to fund mark-to-market adjustments. Our financial risk management policies may not ultimately be effective at managing these risks.

The Dodd-Frank Wall Street Reform and Consumer Protection Act and similar laws in other jurisdictions impose rules and regulations governing oversight of the over-the-counter derivatives market and its participants. These regulations may impose additional costs and regulatory scrutiny on us. If our derivative transactions are required to be executed through exchanges or regulated facilities, we will face incremental collateral requirements in the form of initial margin and require variation margin to be cash settled on a daily basis. Such an increase in margin

requirements (relative to bilateral agreements) or a more restricted list of securities that qualify as eligible collateral, would require us to hold larger positions in cash and treasuries, which could reduce income. We cannot predict the effect of changing derivatives legislation on our hedging costs, our hedging strategy or its implementation, or the risks that we hedge. Regulation of derivatives may increase the cost of derivative contracts, reduce the availability of derivatives to protect against operational risk and reduce the liquidity of the derivatives market, all of which may reduce our use of derivatives and result in the increased volatility and decreased predictability of our cash flows.

h) Temporary Investments and Backstop Commitments

We may be unable to syndicate, assign or transfer financial commitments entered into in support of our asset management business.

We periodically enter into agreements that commit us to acquire or stand in place of another entity to acquire assets or securities in order to support our asset management business with the expectation that our commitment is temporary. For example, we may acquire an asset suitable for a particular managed entity that is fundraising and warehouse that asset through the fundraising period before transferring the asset to the managed entity for which it was intended. As another example, we may commit capital for a particular acquisition transaction as part of a consortium alongside certain of managed entities with the expectation that we will syndicate or assign all or a portion of our own commitment to other investors prior to, at the same time as, or subsequent to, the anticipated closing of the transaction. In all of these cases, our support is intended to be of a temporary nature and we engage in this activity in order to further the growth and development of our asset management business. By leveraging the company's financial position to make temporary investments and backstop commitments, we can execute on investment opportunities prior to obtaining all third-party equity financing that we seek, and these opportunities may otherwise not be available without the company's initial equity participation.

While it is often our intention in these arrangements that the company's direct participation be of a temporary nature, we may be unable to syndicate, assign or transfer our interest or commitment as we intended and therefore may be required to take or keep ownership of assets or securities for an extended period. This would increase the amount of our own capital deployed to certain assets and could have an adverse impact on our liquidity, which may alter our asset concentration outside of our desired parameters, may reduce our ability to pursue further acquisitions, or negatively impact our ability to meet other financial commitments.

i) Interest Rates

Rising interest rates could increase our interest costs and adversely affect our financial performance.

A number of our long-life assets are interest rate sensitive. Increases in interest rates will, other things being equal, decrease the value of an asset by reducing the present value of the cash flows expected to be produced by such asset. As the present value of an income-producing asset may decline as a result of interest rate increases, certain financial and other covenants under credit agreements governing such asset could be breached, even if we have satisfied and continue to satisfy our payment obligations thereunder. Such a breach could result in negative consequences on our financial performance and results of operations.

Additionally, any of our debt or preferred shares that are subject to variable interest rates, either as an obligation with a variable interest rate or as an obligation with a fixed interest rate that resets into a variable interest rate in the future, are subject to interest rate risk. Further, the value of any debt or preferred share that is subject to a fixed interest rate will be determined based on the prevailing interest rates and, accordingly, this type of debt or preferred share is also subject to interest rate risk.

In many jurisdictions in which we operate, a period of sharply increasing interest rates may cause certain market dislocations that could negatively impact our financial performance, increase the cost and impact the availability of debt financing and thereby negatively impact the ability of our businesses to obtain attractive financing or refinancing and could increase the cost of such financing if obtained. Interest rate increases also increase the amount of cash required to service our obligations and our earnings could be adversely impacted as a result.

j) *Human Capital*

Ineffective maintenance of our culture or ineffective management of human capital could adversely impact our business and financial performance.

Our ability to compete effectively in our businesses will depend upon our ability to attract new employees and retain and motivate our existing employees, across our and our affiliates' businesses. The senior management team across our businesses has a significant role in our success and oversees the execution of our business and investment strategies. If we are unable to attract and retain qualified employees, this could limit our ability to compete successfully and achieve our business objectives, which could negatively impact our business, financial condition and results of operations.

Our ability to retain and motivate our management team, attract suitable replacements should any members of our management team leave, or attract new investment professionals as our business grows, is dependent on, among other things, the competitive nature of the employment market and the career opportunities and compensation that we can offer. In all of our markets, we face intense competition in connection with the attraction and retention of qualified employees.

We may experience departures of key professionals in the future. We cannot predict the impact that any such departures will have on our ability to achieve our objectives. Our senior management team possesses substantial experience and expertise and has strong business relationships with investors in managed entities and other members of the business communities and industries in which we operate. As a result, the loss of these personnel could jeopardize our relationships with investors in managed entities and other members of the business communities and industries in which we operate and result in the reduction of our AUM or fewer investment opportunities. Accordingly, the loss of services from key professionals or a limitation in their availability could adversely impact our financial condition and cash flow. Furthermore, such a loss could be negatively perceived in the capital markets.

Additionally, the departure of certain individuals could trigger certain "key person" provisions in the documentation governing certain of the private funds managed by our asset manager, which would permit the limited partners of those funds to suspend or terminate the funds' investment periods or withdraw their capital prior to the expiration of the applicable lock-up date. Key person provisions vary by both strategy and fund and, with respect to each strategy and fund, are typically tied to multiple individuals, meaning that it would require the departure of more than one individual to trigger the key person provisions. Our human capital risks may be exacerbated by the fact that we do not maintain any key person insurance.

The conduct of our businesses and the execution of our strategy rely heavily on the synergies across our businesses and teamwork. Our continued ability to respond promptly to opportunities and challenges as they arise depends on co-operation and co-ordination across our organization and our team-oriented management structure, which may not materialize in the way we expect.

A portion of the workforce in some of our businesses is unionized. If we are unable to negotiate acceptable collective bargaining agreements with any of our unions as existing agreements expire we could experience a work stoppage, which could result in a significant disruption to the affected operations, higher ongoing labor costs and restrictions on our ability to maximize the efficiency of our operations, all of which could have an adverse effect on our financial results.

k) *Geopolitical*

Political instability, changes in government policy, or unfamiliar cultural factors could adversely impact the value of our investments.

We are subject to geopolitical uncertainties in all jurisdictions in which we operate. We make investments in businesses that are based outside of North America and we may pursue investments in unfamiliar markets, which may expose us to additional risks not typically associated with investing in North America. We may not properly adjust to the local culture and business practices in such markets, and there is the prospect that we may hire personnel or partner with local persons who might not comply with our culture and ethical business practices;

either scenario could result in the failure of our initiatives in new or existing markets and lead to financial losses for us and managed entities. There are risks of political instability in several of our major markets and in other parts of the world in which we conduct business from factors such as political conflict, tariffs and other protectionist trade policies, including the encouragement of the onshoring of manufacturing in the U.S. and other countries, income inequality, refugee migration, terrorism, armed conflict, the potential break-up of countries or political-economic unions and political corruption; the materialization of one or more of these risks could negatively affect our financial performance.

For example, recent and ongoing conflict in the Middle East and Eastern Europe have contributed to global economic uncertainty, resulted in volatility in fuel prices, amplified existing supply chain challenges caused by increases in shipping costs (including as a result of conflicts and other attacks in or near shipping channels) and heightened cybersecurity disruptions and threats. Further economic and political instability and the escalation or expansion of armed conflict in Eastern Europe, the Middle East, or elsewhere in the world could significantly disrupt the free movement of goods, services and people, have a destabilizing effect on energy markets and result in potential higher costs of conducting business. Similarly, an inability of local and national governments to effectively manage ongoing political disputes could result in local, regional and/or global instability. The materialization of one or more of these risks could negatively affect our financial performance and adversely impact our business.

Any existing or new operations may be subject to significant political, economic and financial risks, which vary by country, and may include: (i) changes in government policies and regulations, including protectionist policies, or personnel; (ii) changes in general economic or social conditions; (iii) restrictions on currency transfer or convertibility; (iv) changes in labor relations; (v) military conflict, political instability and civil unrest; (vi) less developed or efficient financial markets than in North America; (vii) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements; (viii) less government supervision and regulation; (ix) a less developed legal or regulatory environment; (x) heightened exposure to corruption risk; (xi) political hostility to investments by foreign investors; (xii) less publicly available information in respect of companies in non-North American markets; (xiii) adversely higher or lower rates of inflation; (xiv) higher transaction costs; (xv) difficulty in enforcing contractual obligations and expropriation or confiscation of assets; and (xvi) fewer investor protections.

Unforeseen political events in markets where we have significant investors and/or where we own and operate assets or may look to for further growth of our businesses, such as the U.S., Canadian, Brazilian, Australian, European, Middle Eastern and Asian markets, may create economic uncertainty that has a negative impact on our financial performance. Such uncertainty could cause disruptions to our businesses, including affecting the business of and/or our relationships with investors, customers and suppliers, as well as altering the relationship among tariffs and currencies, including the value of foreign currencies relative to the U.S. dollar. Disruptions and uncertainties could adversely affect our financial condition, operating results and cash flows. In addition, political outcomes in the markets in which we operate may also result in legal uncertainty and potentially divergent national laws and regulations, which can contribute to general economic uncertainty. Economic uncertainty impacting us and managed entities could be exacerbated by supply chain disruptions, trade policy and geopolitical tensions.

l) Economic Conditions

Unfavorable economic conditions or changes in the industries in which we operate could adversely impact our financial performance.

We are exposed to local, regional, national and international economic conditions and other events and occurrences beyond our control, including, but not limited to, the following: short-term and long-term interest rates; inflation; credit and capital market volatility; business investment levels; government spending levels; sovereign debt risks; consumer spending levels; changes in laws, rules or regulations; trade barriers; supply chain disruptions; commodity prices; currency exchange rates and controls; national and international political circumstances (including wars, terrorist acts or security operations); catastrophic events (including pandemics/epidemics, earthquakes, tornadoes or floods); the rate and direction of economic growth; and general economic uncertainty. On a global basis, certain industries and sectors have created capacity that anticipated higher growth, which has

caused volatility across all markets, including commodity markets, which may have a negative impact on our financial performance. Unfavorable economic conditions could affect the jurisdictions in which our entities are formed and where we own assets and operate businesses, and may cause a reduction in: (i) securities prices; (ii) the liquidity of investments; (iii) the value or performance of the investments; and (iv) the ability to raise or deploy capital, each of which could adversely impact our financial condition.

In general, a decline in economic conditions, either in the markets or industries in which we participate, or both, will result in downward pressure on our operating margins and asset values as a result of lower demand and increased price competition for the services and products that we provide. In particular, given the importance of the U.S. to our operations, an economic downturn in this market could have a significant adverse effect on our operating margins and asset values.

Many of the private funds of our asset manager have a finite life that may require an investment exit to be made at an inopportune time. Volatility in the exit markets for these investments, increasing levels of capital required to finance companies to exit and rising enterprise value thresholds to go public or complete a strategic sale can all contribute to the risk that a private fund investment cannot be exited successfully. Our asset manager cannot always control the timing of private fund investment exits or realizations upon exit.

If global economic conditions deteriorate, our investment performance could suffer, resulting in, for example, the payment of less or no carried interest to us. The payment of less or no carried interest to us could cause our cash flow from operations to decrease, which could materially adversely affect our liquidity position and the amount of cash we have on hand to conduct our operations. A reduction in our cash flow from operations could, in turn, require us to rely on other sources of cash such as the capital markets, which may not be available to us on acceptable terms, or debt and other forms of leverage.

In addition, in an economic downturn, there is an increased risk of default by counterparties to our investments and other transactions. In these circumstances, it is more likely that such transactions will fail or perform poorly, which may in turn have a material adverse effect on our business, results of operation and financial condition.

Inflationary pressures could adversely impact our businesses.

Our operating businesses are impacted by heightened inflationary pressures. High inflation continued to drive tightening in monetary policies by major central banks in 2023, posing risks to economic growth ahead. Central banks in various countries may continue to raise interest rates in response to concerns about inflation, which, coupled with reduced government spending and volatility in financial markets, may have the effect of further increasing economic uncertainty and heightening these risks. Interest rate increases or other government actions taken to reduce inflation could also result in recessionary pressures in many parts of the world. Interest rate risk poses a significant market risk to us as a result of interest rate-sensitive assets and liabilities held by us and our operating businesses. Higher interest rates or elevated interest rates for a sustained period could also result in an economic slowdown. Economic contraction or further deceleration in the rate of growth in certain industries, sectors or geographies may contribute to poor financial results at our operating businesses. A significant portion of the upward pressure on prices has been attributed to the rising costs of labor, energy, food, motor vehicles and housing and continuing global supply-chain disruptions. Inflation increases may or may not be transitory and future inflation may be impacted by labor market constraints reducing, supply-chain disruptions easing and commodity prices moderating. While regulated and contractual arrangements in our portfolio companies can provide significant protection against inflationary pressures, any sustained upward trajectory in the inflation rate may still have an impact on our operating businesses and our investors, and could impact our ability to source suitable investment opportunities, match or exceed prior investment strategy performance and secure attractive debt financing, all of which could adversely impact our operating businesses and our growth and capital recycling initiatives.

m) Catastrophic Event/Loss, Pandemics, Climate Change, War and Terrorism

Catastrophic events (or combination of events), such as earthquakes, tornadoes, floods, fires, pandemics/epidemics, climate change, military conflict/war or terrorism/sabotage, could adversely impact our financial performance.

Our AUM could be exposed to effects of catastrophic events, such as severe weather conditions, natural disasters, major accidents, pandemics/epidemics, acts of malicious destruction, climate change, war/military conflict or terrorism, which could materially adversely impact our operations.

A local, regional, national or international outbreak of a contagious disease such as COVID-19, which spreads across the globe at a rapid pace impacting global commercial activity and travel, or future public health crises, epidemics or pandemics, could materially and adversely affect our results of operations and financial condition due to disruptions to commerce, reduced economic activity and other unforeseen consequences that are beyond our control.

The emergence and progression of a contagious disease and the actions taken in response by government authorities across various geographies in which the company owns and operates investments could interrupt business activities and supply chains, disrupt travel, contribute to significant volatility in the financial markets, impact social conditions and adversely affected local, regional, national and international economic conditions as well as the labor market. There can be no assurance that strategies that we employ to address potential disruptions in operations would mitigate the adverse impacts of any of these factors.

Natural disasters and ongoing changes to the physical climate in which we operate may have an adverse impact on our business, financial position, results of operations or cash flows. Changes in weather patterns or extreme weather (such as floods, wildfires, droughts, hurricanes and other storms) may negatively affect our businesses' operations or damage assets that we may own or develop. Further, rising sea levels could, in the future, affect the value of any low-lying coastal real assets that we may own or develop. Climate change may increase the frequency and severity of severe weather conditions and may change existing weather patterns in ways that are difficult to anticipate. Responses to these changes could result in higher costs, such as the imposition of new property taxes, increases in insurance rates or additional capital expenditures.

Our commercial office portfolio is concentrated in large metropolitan areas, some of which have been or may be perceived to be threatened by terrorist attacks or acts of war. Furthermore, many of our properties consist of high-rise buildings that may also be subject to this actual or perceived threat. The perceived threat of a terrorist attack or outbreak of war could negatively impact our ability to lease office space in our real estate portfolio. Renewable power and infrastructure assets such as roads, railways, power generation facilities and ports, may also be targeted by terrorist organizations or in acts of war. Any damage or business interruption costs as a result of uninsured or underinsured acts of terrorism or war could result in a material cost to us and could adversely affect our business, financial condition or results of operation. Adequate terrorism insurance may not be available at rates we believe to be reasonable in the future. These risks could be heightened by foreign policy decisions of the U.S. (where we have significant operations) and other influential countries or general geopolitical conditions.

Additionally, our businesses rely on free movement of goods, services, and capital from around the globe. Any slowdown in international investment, business or trade as a result of catastrophic events could also have a material adverse effect on our business, financial position, results of operations or cash flows.

n) Tax

Reassessments by tax authorities or changes in tax laws could create additional tax costs for us.

Our structure is based on prevailing taxation law and practice in the local jurisdictions in which we operate. Any change in tax policy, tax legislation (including in relation to taxation rates), the interpretation of tax policy or legislation or practice in these jurisdictions could adversely affect the return we earn on our investments, the level of capital available to be invested by us or managed entities and the willingness of investors to invest in them. This risk would include any reassessments by tax authorities on our tax returns if we were to incorrectly interpret or apply any tax policy, legislation or practice.

Taxes and other constraints that would apply to our operating entities in such jurisdictions may not apply to local institutions or other parties such as state-owned enterprises, and such parties may therefore have a significantly lower effective cost of capital and a corresponding competitive advantage in pursuing acquisitions. There are a number of factors that could increase our effective tax rates, which would have a negative impact on our net income, including, but not limited to, changes in the valuation of our deferred tax assets and liabilities and any reassessment of taxes by a taxation authority.

Governments around the world increasingly seek to regulate multinational companies and their use of differential tax rates between jurisdictions. This effort includes a greater emphasis by various nations on coordinating and sharing information regarding companies and the taxes they pay. A number of countries across the globe have also agreed to implement a “two pillar” plan for global tax reform, developed by the OECD/G20 Inclusive Framework on BEPS, to address perceived base erosion and profit shifting (“BEPS”) by multinational groups. Governmental taxation reforms, policies and practices could adversely affect us and, depending on the nature of such reforms, policies and practices, including the implementation of the BEPS proposals in the jurisdictions in which we operate could have a greater impact on us than on other companies. As a result of this increased focus on the use of tax planning by multinational companies, our tax planning could be subject to negative media coverage, which may adversely impact our reputation.

To preserve the intended Canadian federal income tax treatment of the arrangement undertaken to implement the special distribution of the asset management business (“Arrangement”), the company agreed to certain restrictions that may significantly reduce its strategic and operating flexibility.

The company engaged in various restructuring transactions in connection with the Arrangement (the “Pre-Arrangement Reorganization”). To preserve the intended Canadian federal income tax treatment of these transactions as generally tax deferred under the *Income Tax Act* (Canada), the company, the asset manager and their subsidiaries are prohibited for a period of two years following the effective date of the Arrangement, except in specific circumstances, from taking any action, omitting to take any action or entering into any transaction that could cause the Pre-Arrangement Reorganization, the Arrangement or certain other transactions occurring in conjunction therewith to be taxed in a manner that is inconsistent with that provided for in an opinion of counsel addressed to the board of directors of the company and the board of directors of Brookfield Asset Management Ltd. confirming the Canadian federal income tax consequences of certain aspects of the Pre-Arrangement Reorganization and the Arrangement to the parties thereto. The foregoing restrictions may limit for a period of time the company's ability to pursue certain strategic transactions or other transactions that it believes to be in the best interests of our shareholders or that might increase the value of our business.

o) Financial Reporting and Disclosures

Deficiencies in our public company financial reporting and disclosures could adversely impact our reputation.

As we expand the size and scope of our business, there is a greater susceptibility that our financial reporting and other public disclosure documents may contain material misstatements and that the controls we maintain to attempt to ensure the complete accuracy of our public disclosures may fail to operate as intended. The occurrence of such events could adversely impact our reputation and financial condition. In addition, we disclose certain metrics that do not have standardized meaning, are based on our own methodologies and assumptions and may not properly convey the information they purport to reflect.

Management is responsible for establishing and maintaining adequate internal controls over financial reporting to give our stakeholders assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. However, the process for establishing and maintaining adequate internal controls over financial reporting has inherent limitations, including the possibility of human error. In addition, we may exclude recently acquired companies from our evaluation of internal controls. Our internal controls over financial reporting may not prevent or detect misstatements in our financial disclosures on a timely basis, or at all. Some of these processes may be new for certain subsidiaries in our structure and in the case of acquisitions may take time to be fully implemented.

Our disclosure controls and procedures are designed to provide assurance that information required to be disclosed by us in reports filed or submitted under Canadian and U.S. securities laws is recorded, processed, summarized and reported within the time periods specified. Our policies and procedures governing disclosures may not ensure that all material information regarding us is disclosed in a proper and timely fashion, or that we will be successful in preventing the disclosure of material information to a single person or a limited group of people before such information is generally disseminated.

p) Sustainability

Ineffective management of environmental and sustainability issues, including climate change, and inadequate or ineffective health and safety programs could damage our reputation, adversely impact our financial performance and lead to regulatory action.

There is increasing stakeholder interest in sustainability considerations and how they are managed. Sustainability considerations include climate change, human capital and labor management, corporate governance, diversity and privacy and data security, among others. Increasingly, investors and lenders are incorporating sustainability considerations into their investment or lending process, respectively, alongside traditional financial considerations. Investors or potential investors in managed entities or in Brookfield may not invest in all products given certain industries in which we operate. If we are unable to successfully integrate sustainability considerations into our practices, we may incur a higher cost of capital, lower interest in our debt securities and/or equity securities or otherwise face a negative impact on our business, operating results and cash flows and result in reputational damage.

Certain of our subsidiaries and affiliates may be subject to compliance with laws, regulations, regulatory rules and/or guidance relating to sustainability, and any failure to comply with these laws, regulations, regulatory rules or guidance could expose us to material adverse consequences, including loss, limitations on our ability to undertake licensable business, legal liabilities, financial and non-financial sanctions and penalties, and/or reputational damage. New sustainability requirements imposed by jurisdictions in which we do business, such as the E.U. Sustainable Finance Disclosure Regulation (2019/2088), could (a) result in additional compliance costs, disclosure obligations or other implications or restrictions; and/or (b) impact our established business practices, cost base and, by extension, our profitability. Sustainability-related requirements and market practices differ by region, industry and issue and are evolving dynamically, and the sustainability requirements applicable to us, our investments, or our assessment of such requirements or practices may change over time. Under emerging sustainability requirements, we may be required to classify our businesses against, or determine the alignment of underlying investments under, sustainability-related legislative and regulatory criteria and taxonomies, some of which can be open to subjective interpretation. Our view on the appropriate classifications may develop over time, including in response to statutory or regulatory guidance or changes in industry approach to classification. A change to the relevant classification may require further actions to be taken, for example it may require further disclosures, or it may require new processes to be set up to capture data, which may lead to additional cost, disclosure obligations or other implications or restrictions.

The transition to a lower-carbon economy has the potential to be disruptive to traditional business models and investment strategies. Efforts to limit global warming may give rise to changes in regulations, reporting and consumer sentiment that could have a negative impact on our existing operations by increasing the costs of operating our business or reducing demand for our products and services. The adverse effects of climate change and related regulation at state, provincial, federal or international levels could have a material adverse effect on our business, financial position, results of operations or cash flows.

The ownership and operation of some of the assets held in our portfolio companies carry varying degrees of inherent risk or liability related to worker health and safety and the environment, including the risk of government-imposed orders to remedy unsafe conditions and contaminated lands and potential civil liability. Compliance with health, safety and environmental standards and the requirements set out in the relevant licenses, permits and other approvals obtained by the portfolio companies is crucial.

Our portfolio companies have incurred and will continue to incur significant capital and operating expenditures to comply with sustainability requirements, including health and safety standards, to obtain and comply with licenses, permits and other approvals, and to assess and manage potential liability exposure. Nevertheless, they may be unsuccessful in obtaining or maintaining an important license, permit or other approval or become subject to government orders, investigations, inquiries or other proceedings (including civil claims) relating to health, safety and environmental matters, any of which could have a material adverse effect on us.

Health, safety and environmental laws and regulations can change rapidly and significantly, and we and/or our portfolio companies may become subject to more stringent laws and regulations in the future. The occurrence of any adverse health, safety or environmental event, or any changes, additions to, or more rigorous enforcement of, health, safety and environmental standards, licenses, permits or other approvals could have a significant impact on operations and/or result in material expenditures.

Owners and operators of real assets may become liable for the costs of removal and remediation of certain hazardous substances released or deposited on or in their properties, or at other locations regardless of whether the owner and operator caused the release or deposit of such hazardous materials. These costs could be significant and could reduce cash available for our businesses. The failure to remove or remediate such substances, if any, could adversely affect our ability to sell our assets or to borrow using these assets as collateral, and could potentially result in claims or other proceedings.

Certain of our businesses are involved in using, handling or transporting substances that are toxic, combustible or otherwise hazardous to the environment and may be in close proximity to environmentally sensitive areas or densely populated communities. If a leak, spill or other environmental incident occurred, it could result in substantial fines or penalties being imposed by regulatory authorities, revocation of licenses or permits required to operate the business, the imposition of more stringent conditions in those licenses or permits or legal claims for compensation (including punitive damages) by affected stakeholders.

Global sustainability challenges, such as carbon emissions, privacy and data security, demographic shifts and regulatory pressures are introducing new risk factors for us that we may not have dealt with previously. We are also engaged with various sustainability frameworks and organizations through which we have stated certain ambitions and commitments regarding sustainability best practices. If we are unable to successfully manage our sustainability compliance or commitments, this could have a negative impact on our reputation and our ability to raise future public and private capital and could be detrimental to our economic value and the value of managed entities.

q) Dependence on Information Technology Systems and Data Security, Privacy, and Cyber-Terrorism

We rely on the use of technology and information systems, many of which are controlled by third-party service providers, which may not be able to accommodate our growth or may increase in cost and may become subject to cyber-terrorism or other compromises and shut-downs, and any failures or interruptions of these systems could adversely affect our businesses and results of operations.

We operate in businesses that are dependent on information systems and other technology, such as computer systems used for information storage, processing, administrative and commercial functions as well as the machinery and other equipment used in certain parts of our operations. In addition, our businesses rely on telecommunication services to interface with their business networks and customers. The information and embedded systems of key business partners and regulatory agencies are also important to our operations. We rely on this technology functioning as intended. Our information systems and technology may not continue to be able to accommodate our growth, and the cost of maintaining such systems may increase from its current level. Such a failure to accommodate growth, or an increase in costs related to such information systems, could have a material adverse effect on us.

We rely heavily on certain financial, accounting, communications and other data processing systems. We collect, store and use large amounts of sensitive information, including personally identifiable information, through our information technology systems. Our information technology systems face ongoing cybersecurity threats and attacks, which could result in the failure of such infrastructure. We may in the future be subject to cyber-terrorism or other cybersecurity risks or other breaches of information technology security, noting the increasing frequency,

sophistication and severity of these kinds of incidents. In particular, our information technology systems may be subject to cyber terrorism intended to obtain unauthorized access to our proprietary information, personally identifiable information or to client or third-party data stored on our systems, destroy or disable our data and/or that of our business partners, disclose confidential data in breach of data privacy legislation, destroy data or disable, degrade or sabotage our systems, through the introduction of computer viruses, cyber-attacks and other means. Such attacks could originate from a wide variety of sources, including internal actors or unknown third parties. Further, unauthorized parties may also gain physical access to our facilities and infiltrate our information systems or attempt to gain access to information and data. The sophistication of the threats continue to evolve and grow, including the risk associated with the use of emerging technologies, such as artificial intelligence and quantum computing, for nefarious purposes. We cannot predict what effects such cyber-attacks or compromises or shut-downs may have on our business and on the privacy of the individuals or entities affected, and the consequences could be material. Cyber incidents may remain undetected for an extended period, which could exacerbate these consequences. A significant actual or potential theft, loss, corruption, exposure, fraudulent, unauthorized or accidental use or misuse of investor, policyholder, employee or other personally identifiable or proprietary business data, whether by third parties or as a result of employee malfeasance or otherwise, non-compliance with our contractual or other legal obligations regarding such data or intellectual property or a violation of our privacy and security policies with respect to such data could result in significant remediation and other costs, fines, litigation and regulatory actions against us by governments, various regulatory organizations or exchanges, or affected individuals, in addition to significant reputational harm and/or financial loss, and it may not be possible to recover losses suffered from such incidents under our insurance policies.

In addition, our operating equipment may not continue to perform as it has in the past, and there is a risk of equipment failure due to wear and tear, latent defect, design or operator errors or early obsolescence, among other things.

A breach of our cyber security measures or the failure or malfunction of any of our computerized business systems, associated backup or data storage systems could cause us to suffer a disruption in one or more parts of our business and experience, among other things, financial loss, reputational damage, a loss of business opportunities, misappropriation or unauthorized release of confidential or personal information, damage to our systems and those with whom we do business, violation of privacy and other laws, litigation, regulatory penalties and remediation and restoration costs as well as increased costs to maintain our systems.

We are reliant on third party service providers for certain aspects of our business, including for the administration of certain funds we manage, as well as for certain information systems and technology platforms, trustee services, legal services, technology, administration, tax, accounting and compliance matters. A disaster, disruption or compromise in technology or infrastructure that supports our businesses, including a disruption involving electronic communications or other services used by us, our vendors or third parties with whom we conduct business, may have an adverse impact on our ability to continue to operate our businesses without interruption which could have a material adverse effect on us. These risks could increase as vendors increasingly offer cloud-based software services rather than software services that can be operated within our own data centers. These risks also increase to the extent we engage with vendors and third-party services providers in jurisdictions with which we are not familiar. In addition to the fact that these third-party service providers could also face ongoing cyber security threats and compromises of their systems, we generally have less control over the delivery of such third-party services, and as a result, we may face disruptions to our ability to operate a business as a result of interruptions of such services. A prolonged global failure of cloud services provided by a variety of cloud services providers that we engage could result in cascading systems failures for us. Although we are continuing to develop measures to ensure the integrity of our systems, we can provide no assurance that our efforts or those of third-party service providers will be successful in protecting our systems and preventing or ameliorating damage from a cyber incident. Data protection and privacy rules have become a focus for regulators globally. For instance, the European General Data Protection Regulation ("GDPR") sets out data protection rules for individuals that are residents of the E.U. GDPR imposes stringent rules and penalties for non-compliance. Other countries where we operate are enacting or amending data

protection, artificial intelligence and other technology laws to empower regulators to impose financial penalties and injunctions on certain data processing activities, which could have an adverse effect on our business.

r) *Litigation*

We and our affiliates may become involved in legal disputes in Canada, the U.S. and internationally that could adversely impact our financial performance and reputation.

In the normal course of our operations, we become involved in various legal actions, including claims relating to personal injury, property damage, property taxes, land rights and contract and other commercial disputes. The investment decisions we make in our asset management business and the activities of our investment professionals on behalf of portfolio companies and managed entities may subject us, managed entities and our portfolio companies to the risk of third-party litigation. Further, we have significant operations in the U.S. which may, as a result of the prevalence of litigation in the U.S., be more susceptible to legal action than certain of our other competitors.

Management of our litigation matters is generally handled by legal counsel in the business unit most directly impacted by the litigation, and not by a centralized legal department. As a result, the management of litigation that we face may not always be appropriate or effective.

The final outcome with respect to outstanding, pending or future litigation cannot be predicted with certainty, and the resolution of such actions may have an adverse effect on our financial position or results of our operations in a particular quarter or fiscal year. Any litigation may consume substantial amounts of our management's time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation. Even if ultimately unsuccessful against us, any litigation has the potential to adversely affect our business, including by damaging our reputation.

s) *Insurance*

Losses not covered by insurance may be large, which could adversely impact our financial performance.

We carry various insurance policies in relation to our assets and business activities. These policies contain policy specifications, limits and deductibles that may mean that such policies do not provide coverage or sufficient coverage against all potential material losses. We may also self-insure a portion of certain of these risks, and therefore the company may not be able to recover from a third-party insurer in the event that the company, if it had asset insurance coverage from a third party, could make a claim for recovery. There are certain types of risk (generally of a catastrophic nature such as war or environmental contamination) that are either uninsurable or not economically insurable. Further, there are certain types of risk for which insurance coverage is not equal to the full replacement cost of the insured assets. Should any uninsured or underinsured loss occur, we could lose our investment in, and anticipated profits and cash flows from, one or more of our assets or operations.

We also carry directors' and officers' liability insurance ("D&O insurance") for losses or advancement of defense costs in the event a legal action is brought against the company's directors, officers or employees for alleged wrongful acts in their capacity as directors, officers or employees. Our D&O insurance contains certain customary exclusions that may make it unavailable for the company in the event it is needed; and in any case our D&O insurance may not be adequate to fully protect the company against liability for the conduct of its directors, officers or employees. We may also self-insure a portion of our D&O insurance, and therefore the company may not be able to recover from a third-party insurer in the event that the company, if it had D&O insurance from a third-party insurer, could make a claim for recovery.

For economic efficiency and other reasons, the company and its affiliates may enter into insurance policies as a group that are intended to provide coverage for the entire group. Where group policies are in place, any payments under such policy could have a negative impact on other entities covered under the policy as they may not be able to access adequate insurance in the event it is needed. While management attempts to design coverage limits under group policies to ensure that all entities covered under a policy have access to sufficient insurance coverage, there are no guarantees that these efforts will be effective in obtaining this result.

t) *Credit and Counterparty Risk*

Inability to collect amounts owing to us could adversely impact financial performance.

Third parties may not fulfill their payment obligations to us, which could include money, securities or other assets, thereby impacting our operations and financial results. These parties include deal and trading counterparties, governmental agencies, portfolio company customers and financial intermediaries. Third parties may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure, general economic conditions or other reasons.

We have business lines that loan money to distressed companies, either privately or via an investment in publicly traded debt securities. As a result, we actively take heightened credit risk in other entities from time to time and whether we realize satisfactory investment returns on these loans is uncertain and may be beyond our control. If some of these debt investments fail, our financial performance could be negatively impacted.

Investors in private funds make capital commitments to these vehicles through the execution of subscription agreements. When a private fund makes an investment, these capital commitments are then satisfied by such investors via capital contributions. These investors may default on their capital commitment obligations, which could have an adverse impact on our asset management business and in turn our earnings or result in other negative implications to our businesses such as the requirement to redeploy our own capital to cover such obligations. This impact would be magnified if the investor that does so is in multiple funds.

u) *Information Barriers*

Information barriers may give rise to certain conflicts and risks and investment teams managing the activities of businesses that operate on opposite sides of an information barrier will not be aware of, and will not have the ability to manage, such conflicts and risks.

Certain businesses within our asset management operations operate largely independently of one another pursuant to an information barrier. The information barrier restricts businesses on opposite sides from coordinating or consulting with one another with respect to investment activities and/or decisions. Accordingly, these businesses manage their investment operations independently of each other. The investment activities and decisions made by a business on one side of an information barrier are not expected to be subject to any internal approvals by any person who would have knowledge and/or decision-making control of the investment activities and decisions made by a business on the other side of the information barrier. This absence of coordination and consultation will give rise to certain conflicts and risks in connection with the activities of the businesses within our asset management operations and their portfolio companies, and make it more difficult to mitigate, ameliorate or avoid such situations. These conflicts (and potential conflicts) of interests may include: (i) competing from time to time for the same investment opportunities, (ii) the pursuit by a business on one side of the information barrier of investment opportunities suitable for a business on the other side of the information barrier, without making such opportunities available to such business, and (iii) the formation or establishment of new strategies or products that could compete or otherwise conduct their affairs without regard as to whether or not they adversely impact the strategies or products of our businesses operating on the other side of the information barrier. Investment teams managing the activities of businesses that operate on opposite sides of an information barrier are not expected to be aware of, and will not have the need or ability to manage, such conflicts which may impact the investment strategy, performance and investment returns of certain businesses within our asset management operations and their portfolio companies.

The asset management businesses that operate on opposite sides of an information barrier are likely to be deemed affiliates for purposes of certain laws and regulations notwithstanding that such businesses may be operationally independent from one another. The information barrier does not eliminate the requirement that such businesses aggregate certain investment holdings for certain securities laws and other regulatory purposes. This may result in, among other things, earlier public disclosure of investments; restrictions on transactions (including the ability to make or dispose of certain investments at certain times); potential short-swing profit disgorgement; penalties and/or regulatory remedies; or adverse effects on the prices of investments for our asset management businesses that operate on the other side of such information barrier.

Although these information barriers were implemented to address the potential conflicts of interests and regulatory, legal and contractual requirements applicable to our asset management business, we may decide, at any time and without notice to our company or our shareholders, to remove or modify the information barriers within our asset management business. In addition, there may be breaches (including inadvertent breaches) of the information barriers and related internal controls. In the event that the information barrier is removed or modified, it would be expected that we will adopt certain protocols designed to address potential conflicts and other considerations relating to the management of the investment activities of those businesses that previously operated on opposite sides of an information barrier.

The breach or failure of such information barriers could result in the sharing of material non-public information between businesses that operate on opposite sides of an information barrier, which may restrict the acquisition or disposition activities of one of our businesses and ultimately impact the returns generated for our investors. In addition, any such breach or failure could also result in potential regulatory investigations and claims for securities laws violations in connection with our direct and/or indirect investment activities. Any inadvertent trading on material non-public information, or perception of trading on material non-public information by one of our businesses or our personnel, could have a significant adverse effect on our reputation, result in the imposition of regulatory or financial sanctions and negatively impact our ability to raise third-party capital and provide investment management services to clients, all of which could result in negative financial impact to our investment activities.

v) Reinsurance

We face risks specific to BNRE and its reinsurance activities.

BNRE operates a leading capital solutions business providing insurance and reinsurance services to individuals and institutions. Through its operating subsidiaries, BNRE offers a broad range of insurance products and services, including life insurance and annuities, and personal and commercial property and casualty insurance and we continue to hold a significant economic interest in BNRE.

BNRE exchangeable shares have been structured with the intention of providing an economic return equivalent to our Class A shares. Each BNRE exchangeable share is exchangeable on a one-for-one basis at the option of the holder for our Class A shares (or its cash equivalent) and distributions on BNRE exchangeable shares are expected to be paid at the same time and in the same amount as cash dividends are paid on our Class A shares. In addition, we have entered into a number of important agreements with BNRE to support the economic equivalence between our Class A shares and BNRE exchangeable shares, including: (i) a support agreement pursuant to which we have agreed to, among other things, take all actions reasonably necessary to enable BNRE to pay quarterly distributions and the liquidation amount or amount payable on a redemption of BNRE exchangeable shares; and (ii) the provision of certain equity capital and debt financing to BNRE on an as-needed basis to fund the growth of and maximize flexibility for BNRE. While BNRE and its operating businesses will generally be required to satisfy their own working capital requirements and service any debt obligations, in the event BNRE is unable to meet its financial obligations, it will be required to rely on us for support pursuant to the support agreement and our equity capital and debt financing. Further, we or BNRE may issue additional shares in the future in the public markets, including to fund future growth of BNRE or in lieu of incurring indebtedness, which could depress the market price or dilute the percentage interest of existing holders of our Class A shares and BNRE exchangeable shares in aggregate. Additionally, any BNRE exchangeable shares issued by BNRE in the future will be exchangeable on the same terms as the BNRE exchangeable shares and any future exchanges satisfied by the delivery of our Class A shares would dilute the percentage interest of existing holders of our Class A shares.

BNRE's business is presently conducted under three operating segments, which it refers to as its Direct Insurance, Reinsurance, Pension Risk Transfer businesses. Going forward, BNRE plans to grow these businesses; however, there is no guarantee that it will be successful in doing so. A key part of BNRE's growth strategy will involve writing new insurance policies, executing new pension risk transfer (PRT) arrangements and reinsurance contracts and may also include the acquisition of, or material investments in, existing reinsurance and insurance platforms. Such initiatives, if successful, would significantly increase the scale, scope and diversity of BNRE. While BNRE has reviewed and has successfully executed transactions in the past to facilitate its growth, competition exists in the market for

direct insurance products and for profitable reinsurance and PRT arrangements and businesses and BNRE may not be successful in executing on future opportunities.

The success of BNRE's business is dependent on writing and servicing life, annuity, property and casualty insurance policies for individuals, families and businesses. Any problems or discrepancies that arise in its pricing, underwriting, billing, processing, claims handling or other practices, whether as a result of incorrect assumptions, employee error, vendor error, or technological problems, could have a negative effect on operations and reputation, particularly if such problems or discrepancies are replicated through multiple policies.

BNRE makes and relies on certain assumptions and estimates in order to make decisions regarding pricing, target returns, reserve levels and other factors affecting its business operations. Its underwriting results depend upon the extent to which actual claims experience and benefit payments under its reinsurance contracts are consistent with the assumptions used in setting prices and establishing liabilities for such contracts. Such amounts are established based on actuarial estimates of how much BNRE will need to pay for future benefits and claims based on data and models that include many assumptions and projections, which are inherently uncertain and involve significant judgment, including assumptions as to the levels and/or timing of receipt or payment of premiums, benefits, claims, expenses, interest credits and investment results (including equity and other market returns). If the assumptions and estimates of BNRE differ significantly from the actual outcomes and results, its business, financial condition, results of operations, liquidity and cash flows may be materially and adversely affected, which in turn may negatively impact the value of our interest in the business.

w) Renewable Power and Transition

We face risks specific to our renewable power and transition activities.

Our renewable power and transition operations are subject to changes in the weather, hydrology and price, but also include risks related to equipment or dam failure, counterparty performance, water rental costs, land rental costs, changes in regulatory requirements and other material disruptions.

The revenues generated by our power facilities are correlated to the amount of electricity generated, which in turn is dependent upon available water flows, wind, irradiance and other elements beyond our control. Hydrology, wind and irradiance levels vary naturally from year to year and may also change permanently because of climate change or other factors. It is therefore possible that low water, wind and irradiance levels at certain of our power generating operations could occur at any time and potentially continue for indefinite periods.

A portion of our renewable power and transition revenue is tied, either directly or indirectly, to the wholesale market price for electricity, which is impacted by a number of external factors beyond our control. Additionally, a portion of the power we generate is sold under long-term power purchase agreements, shorter-term financial instruments and physical electricity contracts which are intended to mitigate the impact of fluctuations in wholesale electricity prices; however, they may not be effective in achieving this outcome. Certain of our power purchase agreements will be subject to re-contracting in the future. If the price of electricity in power markets is declining at the time of such re-contracting, it may impact our ability to re-negotiate or replace these contracts on terms that are acceptable to us. Conversely, what appears to be an attractive price at the time of recontracting could, if power prices rise over the power purchase agreement's term, result in us having committed to sell power in the future at below market rate. If we are unable to re-negotiate or replace these contracts, or unable to secure prices at least equal to the current prices we receive, our business, financial condition, results of operation and prospects could be adversely affected.

In our renewable power and transition operations, there is a risk of equipment failure due to severe weather conditions (including as a result of climate change), wear and tear, latent defect, design error or operator error, among other things. The occurrence of such failures could result in a loss of generating capacity and repairing such failures could require the expenditure of significant capital and other resources. Failures could also result in exposure to significant liability for damages due to harm to the environment, to the public generally or to specific third parties. Equipment that our renewable power and transition operations need, including spare parts and components required for project development, may become unavailable or difficult to procure, inhibiting our ability

to maintain full availability of existing plants and also our ability to complete development projects on scope, schedule and budget.

In certain cases, some catastrophic events may not excuse us from performing our obligations pursuant to agreements with third parties and we may be liable for damages or suffer further losses as a result.

We are exposed to performance and operational risks in respect of certain nuclear technologies. The nuclear fuel and power industries are heavily regulated and could be significantly impacted by changes in government policies and priorities such as increased regulation and/or more onerous operating requirements that negatively impact our nuclear technology services. A future accident at a nuclear reactor could result in the shutdown of existing plants or impact the continued acceptance by the public and regulatory authorities of nuclear energy and the future prospects for nuclear generators. Accidents, terrorism, natural disasters or other incidents occurring at nuclear facilities or involving shipments of nuclear materials could reduce the demand for nuclear technology services.

Our ability to develop greenfield renewable power projects in our development pipeline may be affected by a number of factors, including the state of capital markets, the ability to secure project financing (including from tax equity investors and through tax and other government incentives) the ability to secure approvals, licenses and permits and the ability to secure a long-term power purchase agreement or other sales contracts on reasonable terms. The development of our pipeline of greenfield renewable power projects is also subject to environmental, engineering and construction risks that could result in cost-overruns, delays and reduced performance.

New regulatory initiatives related to sustainability could adversely impact our business. While we believe that regulatory initiatives and market trends towards an increased focus on sustainability are generally beneficial to our renewable power and transition group, any such regulatory initiatives also have the potential to adversely impact us. For example, regulatory initiatives seeking to reorient investment toward sustainability by regulating green financial products could have the effect of increasing burdensome disclosure requirements around sustainability and prescribing approaches to sustainability policies that are inconsistent with our current practices. If regulators disagree with the sustainability disclosures that we make, or with the categorization of our financial products, we may face regulatory enforcement action, and our business or reputation could be adversely affected.

x) Infrastructure

We face risks specific to our infrastructure activities.

Our infrastructure operations include utilities, transport, midstream, and data operations. Our infrastructure assets include toll roads, telecommunication towers, electricity transmission systems, terminal operations, electricity and gas distribution companies, residential infrastructure, rail networks, ports and data centers. The principal risks facing the regulated and unregulated businesses comprising our infrastructure operations relate to government regulation, general economic conditions and other material disruptions, counterparty performance and capital expenditure requirements.

Many of our infrastructure operations are subject to government regulation, including with respect to revenues and environmental sustainability. If any of the respective regulators in the jurisdictions in which we operate decides to change the tolls or rates we are allowed to charge, or the amounts of the provisions we are allowed to collect, we may not be able to earn the rate of return on our investments that we had planned, or we may not be able to recover our initial cost.

With environmental regulation becoming more stringent, our investments may become subject to increasing environmental responsibility and liability. These regulations may result in increased costs to our operations that may not be able to be passed onto our customers and may have an adverse impact on prospects for growth of some businesses.

General economic conditions (including those resulting from climate change and severe weather conditions) affect international demand for the commodities handled and services provided by our infrastructure operations. A downturn in the economy generally or specific to any of our infrastructure businesses, may lead to a reduction in volumes, disruption to our business, bankruptcies or liquidations of one or more large customers, which could

reduce our revenues, increase our bad debt expense, reduce our ability to make capital expenditures or have other adverse effects on us.

Some of our infrastructure operations have customer contracts as well as concession agreements in place with public and private sector clients. Our operations with customer contracts could be adversely affected by any material change in the assets, financial condition or results of operations of such customers. Protecting the quality of our revenue streams through the inclusion of take-or-pay or guaranteed minimum volume provisions into our contracts is not always possible or fully effective.

Our infrastructure operations may require substantial capital expenditures to maintain our asset base. Any failure to make necessary expenditures to maintain our operations could impair our ability to serve existing customers or accommodate increased volumes. In addition, we may not be able to recover investments in capital expenditures based upon the rates our operations are able to charge.

y) *Private Equity*

We face risks specific to our private equity activities.

The principal risks for our private equity businesses are potential loss of invested capital as well as insufficient investment or fee income to cover operating expenses and cost of capital. Our private equity platform is invested in industrial operations, business services operations and infrastructure services operations, many of which can be cyclical and/or illiquid and therefore may be difficult to monetize at our discretion, limiting our flexibility to react to changing economic or investment conditions. In addition, increasingly we have certain private equity businesses that provide goods and services directly to consumers across a variety of industries. These businesses are prone to greater liabilities, as well as reputational, litigation and other risks by virtue of being more public-facing and reliant on their ability to develop and preserve consumer relationships and achieve consumer satisfaction.

Unfavorable economic conditions could negatively impact the ability of investee companies to repay debt. Even with our support, such adverse economic conditions facing our investee companies may adversely impact the value of our investments or deplete our financial or management resources. These investments are also subject to the risks inherent in the underlying businesses, some of which are facing difficult business conditions and may continue to do so for the foreseeable future. These risks are compounded by recent growth, as new acquisitions have increased the scale and scope of our operations, including in new geographic areas and industry sectors, and we may have difficulty managing these additional operations.

We may invest in companies that are experiencing significant financial or business difficulties, including companies involved in work-outs, liquidations, spin-outs, reorganizations, bankruptcies and similar transactions. Such an investment entails the risk that the transaction will be unsuccessful, will take considerable time or will result in a distribution of cash or new securities, the value of which may be less than the purchase price of the securities in respect of which such distribution is received. In addition, if an anticipated transaction does not occur, we may be required to sell our investment at a loss. Investments in businesses we target may become subject to legal and/or regulatory proceedings and our investment may be adversely affected by external events beyond our control, leading to legal, indemnification or other expenses.

We have several companies that operate in the highly competitive service industry. A wide variety of micro and macroeconomic factors affecting our clients and over which we have no control can impact how these companies operate. For example, our Canadian residential mortgage insurer is subject to significant regulation and may be adversely affected by changes in government policy. The majority of the revenue from our healthcare services operation is derived from private health insurance funds, which may be affected by a deterioration in the economic climate, a change in economic incentives, increases in private health insurance premiums and other factors. In addition, alternative technologies in the health care industry could impact the demand for, or use of, our services and could impair or eliminate the competitive advantage of our businesses in this industry.

Our infrastructure services operations include companies in lottery services, marine transportation and scaffolding services. Our lottery services operation is heavily dependent on long-term contracts and failure to win, maintain and renew these contracts could substantially impact revenue. Our lottery services operation also often requires entering into strategic relationships with third parties, including competitors, which we do not control, and which may have inconsistent business interests or goals from us. Marine transportation and oil production is inherently risky, particularly in the extreme conditions in which many of our vessels operate. An incident involving significant loss of product or environmental contamination by any of our vessels could harm our reputation and business. Our scaffolding services business is subject to the risks inherent to construction operations, including risks relating to seasonal fluctuations in the demand for our services, a dependence on labor and performance being materially impacted by a lack of availability of labor force or increases in the cost of labor available, and operational hazards that could result in personal injury or death, work stoppage or serious property and equipment damage.

z) Real Estate

We face risks specific to our real estate activities.

We invest in commercial properties and are therefore exposed to certain risks inherent in the commercial real estate business. Commercial real estate investments are subject to varying degrees of risk depending on the nature of the property. These risks include changes in general economic conditions (such as the availability and cost of mortgage capital), local conditions (such as an oversupply of space or a reduction in demand for real estate in the markets in which we operate), the attractiveness of the properties to tenants, competition from other landlords and our ability to provide adequate maintenance at an economical cost.

Certain expenditures, including property taxes, maintenance costs, mortgage payments, insurance costs and related charges, must be made whether or not a property is producing sufficient income to service these expenses. Our commercial properties are typically subject to mortgages that require debt service payments. If we become unable or unwilling to meet mortgage payments on any property, losses could be sustained as a result of the mortgagee's exercise of its rights of foreclosure or of sale.

Continuation of rental income is dependent on favorable leasing markets to ensure expiring leases are renewed and new tenants are found promptly to fill vacancies. It is possible that we may face a disproportionate amount of space expiring in any one year. Additionally, rental rates could decline, tenant bankruptcies could increase and tenant renewals may not be achieved, particularly in the event of an economic slowdown.

Our real estate business operates in industries or geographies that may be impacted by the local, regional, national or international outbreak of a contagious disease. Adverse impacts on our business may also include:

- a complete or partial closure of, or other operational issues at, one or more of our properties resulting from government or tenant action and climate change events including hurricanes, earthquakes, tsunamis and other natural and man-made disasters;
- a slowdown in business activity may severely impact our tenants' businesses, financial condition and liquidity and may cause one or more of our tenants to be unable to fund their business operations, meet their obligations to us in full, or at all, or to otherwise seek modifications of such obligations;
- an increase in re-leasing timelines, potential delays in lease-up of vacant space and the market rates at which such lease will be executed;
- reduced economic activity could result in a prolonged recession, which could negatively impact consumer discretionary spending; and
- expected completion dates for our development and redevelopment projects may be subject to delay as a result of the disruption of local economic conditions.

Our retail real estate operations are susceptible to any economic factors that have a negative impact on consumer spending. Lower consumer spending would have an unfavorable effect on the sales of our retail tenants, which could result in their inability or unwillingness to make all payments owing to us, and on our ability to keep existing tenants and attract new tenants. Significant expenditures associated with each equity investment in real estate

assets, such as mortgage payments, property taxes and maintenance costs, are generally not reduced when there is a reduction in income from the investment, so our income and cash flow would be adversely affected by a decline in income from our retail properties. In addition, low occupancy or sales at our retail properties, as a result of competition or otherwise, could result in termination of or reduced rent payable under certain of our retail leases, which could adversely affect our retail property revenues.

Our hospitality and multifamily businesses are subject to a range of operating risks common to these industries, many of which are outside our control, and the profitability of our investments in these industries may be adversely affected by these factors. For example, our hospitality business faces risks relating to climate change hurricanes, earthquakes, tsunamis and other natural and man-made disasters; the potential spread of contagious diseases; and insect infestations more common to rental accommodations. Such factors could limit or reduce the demand for or the prices our hospitality properties are able to obtain for their accommodations or could increase our costs and therefore reduce the profitability of our hospitality businesses. There are numerous housing alternatives that compete with our multifamily properties, including other multifamily properties as well as condominiums and single-family homes. This competitive environment could have a material adverse effect on our ability to lease apartment homes at our present properties or any newly developed or acquired real estate, as well as on the rents realized.

We face risks specific to our residential development and mixed-use activities.

Our residential homebuilding and land development operations are cyclical and significantly affected by changes in general and local economic, political and industry conditions, such as consumer confidence, employment levels, inflation levels, availability of financing for homebuyers, household debt, levels of new and existing homes for sale, demographic trends and housing demand. Competition from rental properties and resale homes, including homes held for sale by investors and foreclosed homes, may reduce our ability to sell new homes, depress prices and reduce margins for the sale of new homes.

Certain catastrophic events and supply chain disruptions may also result in a lack of availability or increased costs of required materials, utilities and resources which could delay or increase the cost of home construction and which could adversely affect our business and results of operations. Such events could result in construction delays and increased costs which may not be fully passed on to our buyers.

Virtually all of our homebuilding customers finance their home acquisitions through mortgages. Even if potential customers do not need financing, changes in interest rates or the unavailability of mortgage capital could make it harder for them to sell their homes to potential buyers who need financing, resulting in a reduced demand for new homes. Increases in mortgage rates or reduced mortgage availability could adversely affect our ability to sell new homes and the prices at which we can sell them. Our Canadian markets continue to be impacted by changes to mortgage qualification rules that introduced stress tests for homebuyers and government policies relating to the Ontario real estate market and the Alberta energy sector surrounding pipeline approval. In the U.S., significant expenses incurred for purposes of owning a home, including mortgage interest expense and real estate taxes, generally are deductible expenses for an individual's U.S. federal and, in some cases, state income taxes.

The current economic environment also continues to impact the industry for retail and office properties in our mixed-use projects. As we depend on office, retail, and apartment tenants to generate income from these mixed-use projects, our results of operations and cash flows may be adversely affected by vacancies and tenant defaults or bankruptcy in our mixed-use properties, and we may be unable to renew leases or re-lease space in our mixed-use properties as leases expire.

We hold land for future development and may in the future acquire additional land holdings. The risks inherent in purchasing, owning and developing land increase as the demand for new homes decreases. Real estate markets are highly uncertain, and the value of undeveloped land has fluctuated significantly and may continue to fluctuate. In addition, land carrying costs can be significant and can result in losses or reduced profitability. As a result, we hold certain land, and may acquire additional land, in our development pipeline at a cost we may not be able to fully recover or at a cost which precludes profitable development.

Our residential development and mixed-use business is susceptible to adverse weather conditions, other environmental conditions, and natural disasters, as well as pandemics/epidemics, each of which could adversely affect our business and results of operations. For example, while none of our U.S. properties were materially adversely affected by the recent significant wildfires throughout Southern California, we could experience labor shortages, construction delays, or utility company delays, which in turn could impact our results.

GLOSSARY OF TERMS

The below summarizes certain terms relating to our business that are made throughout the MD&A and it defines IFRS performance measures, non-IFRS performance measures and key operating measures that we use to analyze and discuss our results.

REFERENCES

"Brookfield," the "company," "we," "us" or "our" refers to Brookfield Corporation and its consolidated subsidiaries. The "Corporation" refers to our business which is comprised of our Asset Management, Insurance Solutions and Operating Businesses.

We refer to investors in the Corporation as **shareholders** and we refer to investors in the private funds of our Asset Management business and perpetual affiliates as **investors**.

We use **asset manager** to refer to Brookfield Asset Management ULC which offers a variety of investment products to our investors:

- We have over 40 active funds across major asset classes: renewable power and transition, infrastructure, private equity, real estate and credit. These funds include core, credit, value-add and opportunistic closed-end funds and core long-life funds. We refer to these funds as the private funds of our Asset Management business.
- We refer to BEP, BEPC, BIP, BIPC, BBU, BBUC and BPG, as our perpetual affiliates.
- We refer to our public securities group as liquid strategies. This group manages fee-bearing capital through numerous funds and separately managed accounts, focused on fixed income and equity securities.

Throughout the MD&A and consolidated financial statements, the following operating companies, joint ventures and associates, and their respective subsidiaries, will be referenced as follows:

- | | |
|---|--|
| • American National – American National Group, LLC | • BIP – Brookfield Infrastructure Partners L.P. |
| • Argo – Argo Group International Holdings, Inc. | • BIPC – Brookfield Infrastructure Corporation |
| • BAM – Brookfield Asset Management ULC | • BPG – Brookfield Property Group |
| • BBU – Brookfield Business Partners L.P. | • BPY – Brookfield Property Partners L.P. |
| • BBUC – Brookfield Business Corporation | • BNRE – Brookfield Reinsurance Ltd. |
| • BEP – Brookfield Renewable Partners L.P. | • BSREP IV – Brookfield Strategic Real Estate Partners IV |
| • BEPC – Brookfield Renewable Corporation | • Oaktree – Oaktree Capital Management |

PERFORMANCE MEASURES

Definitions of performance measures, including IFRS, non-IFRS and operating measures, are presented below in alphabetical order. We have specifically identified those measures which are IFRS or non-IFRS measures; the remainder are operating measures.

Assets under management ("AUM") refers to the total fair value of assets that our Asset Management business manages, on a gross asset value basis, including assets for which this business earns management fees and those for which they do not. AUM is calculated as follows: (i) for investments that Brookfield consolidates for accounting purposes or actively manages, including investments in which Brookfield or a controlled investment vehicle is the largest shareholder or the primary operator or manager, at 100% of the investment's total assets on a fair value basis; and (ii) for all other investments, at Brookfield's or its controlled investment vehicle's, as applicable, proportionate share of the investment's total assets on a fair value basis. Our Asset Management business's methodology for determining AUM may differ from the methodology employed by other alternative asset managers and Brookfield's AUM presented herein may differ from our AUM reflected in other public filings and/or our Form ADV and Form PF.

Base management fees, which are determined by contractual arrangements, are typically equal to a percentage of fee-bearing capital and are accrued quarterly. Base management fees, including private fund base fees and perpetual affiliate base fees, are IFRS measures.

Private fund base fees are typically earned on fee-bearing capital from third-party investors only and are earned on invested and/or uninvested fund capital, depending on the stage of the fund life.

Perpetual affiliate base fees are earned on the total capitalization or net asset value of our perpetual affiliates, which includes our investment. Base fees for BEP include a quarterly fixed fee amount of \$5 million, with additional fees of 1.25% on the increase in capitalization above their initial capitalization of \$8 billion. Base fees for BIP and BBU are 1.25% of total capitalization. Base fees for BPG are 1.05% of net asset value, excluding its interests in private funds and investments which were held directly by Brookfield prior to the BPY privatization. Perpetual affiliate capitalization as at December 31, 2023, was as follows: BEP/BEPC – \$22.1 billion; BIP/BIPC – \$31.2 billion; BBU/BBUC – \$5.6 billion; and BPG – \$17.9 billion.

Carry eligible capital represents the capital committed, pledged or invested in the private funds that we manage and which entitle us to earn carried interest. Carry eligible capital includes both invested and uninvested (i.e., uncalled) private fund amounts as well as those amounts invested directly by investors (co-investments) if those entitle us to earn carried interest. We believe this measure is useful to investors as it provides additional insight into the capital base upon which we have potential to earn carried interest once minimum investment returns are sufficiently assured.

Carried interest is a contractual arrangement whereby we receive a fixed percentage of investment gains generated within a private fund provided that the investors receive a predetermined minimum return. Carried interest is typically paid towards the end of the life of a fund after the capital has been returned to investors and may be subject to “clawback” until all investments have been monetized and minimum investment returns are sufficiently assured.

Realized carried interest is an IFRS measure and represents our share of investment returns based on realized gains within a private fund. Realized carried interest earned is recognized when an underlying investment is profitably disposed of and the fund’s cumulative returns are in excess of preferred returns, in accordance with the respective terms set out in the fund’s governing agreements, and when the probability of clawback is remote. We include realized carried interest when determining our Asset Management segment results within our consolidated financial statements.

Realized carried interest, net is a non-IFRS measure and represents realized carried interest after direct costs, which include employee expenses and cash taxes. A reconciliation of realized carried interest to realized carried interest, net, is shown below:

FOR THE YEARS ENDED DEC. 31 (MILLIONS)	2023	2022
Realized carried interest ¹	\$ 1,006	\$ 894
Less: direct costs associated with realized carried interest	(372)	(284)
	634	610
Less: realized carried interest not attributable to Corporation	(64)	(55)
Realized carried interest, net	\$ 570	\$ 555

1. Includes \$395 million of realized carried interest related to Oaktree (2022 – \$316 million). For segment reporting, Oaktree’s revenue is shown on a 100% basis.

Consolidated capitalization is a non-IFRS measure that reflects the full capitalization of wholly owned and partially owned entities that we consolidate in our financial statements. Our consolidated capitalization includes 100% of the debt of the consolidated entities even though in many cases we only own a portion of the entity and therefore our pro-rata exposure to this debt is much lower. In other cases, this basis of presentation excludes the debt of partially owned entities that are accounted for following the equity method.

Core liquidity is a non-IFRS measure that represents the amount of cash, financial assets and undrawn credit lines at the Corporation, perpetual affiliates and directly held investments. We use core liquidity as a key measure of our ability to fund future transactions and capitalize on opportunities as they arise. Our core liquidity also allows us to backstop the transactions of our various businesses as necessary and fund the development of new activities that are not yet suitable for our investors.

Total deployable capital is a non-IFRS measure that represents the sum of core liquidity and uncalled private fund commitments.

Corporate capitalization is a non-IFRS measure that represents the amount of debt issued by the Corporation, accounts payable and deferred tax liability in our Corporate Activities segment as well as our issued and outstanding common and preferred shares.

Debt to capitalization is a non-IFRS measure that is determined as the aggregate of corporate borrowings and non-recourse borrowings divided by total capitalization. Draws on revolving facilities and commercial paper issuances are excluded from the debt to capitalization ratios as they are not permanent sources of capital.

Distributions (current rate) represents the distributions that we would receive during the next twelve months based on the current distribution rates of the investments that we currently hold. The dividends from our listed investments are calculated by multiplying the number of shares held by the most recently announced distribution policy. The yield on cash and financial assets portfolio is equal to an estimated 8% on the ending balance as of the end of the current year. Distributions on our unlisted investments are calculated based on the distributions received in the most recent fiscal year.

Distributable earnings ("DE") is a non-IFRS measure that provides insight into earnings received by the Corporation that are available for distribution to common shareholders or to be reinvested into the business. It is calculated as the sum of distributable earnings before realizations from our Asset Management business and our Insurance Solutions business, distributions received from our ownership of our Operating Businesses, realized carried interest and disposition gains from principal investments, net of Corporate Activities FFO, preferred share dividends and equity-based compensation costs.

Distributable earnings before realizations from our Asset Management business is comprised of fee-related earnings and other income (expenses), net of cash taxes and equity-based compensation costs from BAM, as well as FFO on direct investments.

Distributable earnings from our Insurance Solutions business is equivalent to its distributable operating earnings ("DOE"), which is calculated as our share of equity accounted net income from our Insurance Solutions business, excluding the impact of depreciation and amortization, deferred income taxes, net income from our equity accounted investments, gains and losses on investments and derivatives, breakage and transaction costs, and is inclusive of our proportionate share of DOE from investments in associates.

Distributable earnings before realizations ("DE before realizations") is DE excluding realized carried interest and disposition gains from principal investments. We use DE before realizations to provide additional insight regarding recurring DE of the business.

The following table reconciles net income to DE, DE before realizations, FFO, and Operating FFO:

FOR THE YEARS ENDED DEC. 31 (MILLIONS)	2023	2022
Net Income	\$ 5,105	\$ 5,195
Financial statement components not included in FFO:		
Equity accounted fair value changes and other non-FFO items ¹	2,902	1,840
Fair value changes and other	1,952	977
Depreciation and amortization	9,075	7,683
Deferred income taxes	(897)	191
Realized disposition gains in fair value changes or equity	634	903
Non-controlling interests in FFO ²	(12,550)	(10,495)
Funds from operations	6,221	6,294
Less: total disposition gains	(2,105)	(1,121)
Less: realized carried interest, net	(570)	(555)
Operating funds from operations	3,546	4,618
Less: Operating FFO from BAM	(1,649)	(1,962)
Less: Operating FFO from Asset Management direct investments	109	(351)
Less: Operating FFO from Operating Businesses	(1,731)	(2,371)
Distributions from BAM	1,678	2,061
Distributions from Asset Management direct investments	876	883
Distributions from Operating Businesses	1,462	1,534
Add back: equity-based compensation costs	108	62
Preferred share dividends	(176)	(160)
Distributable earnings before realizations	4,223	4,314
Realized carried interest, net	570	555
Disposition gains from principal investments	13	360
Distributable earnings	\$ 4,806	\$ 5,229

1. Other non-FFO items correspond to amounts that are not directly related to revenue earning activities and are not normal or recurring items necessary for business operations. In addition, this adjustment is to back out non-FFO expenses (income) that are included in consolidated equity accounted income including depreciation and amortization, deferred taxes and fair value changes from equity accounted investments.

2. Amounts attributable to non-controlling interests are calculated based on the economic ownership interests held by non-controlling interests in consolidated subsidiaries. By adjusting FFO attributable to non-controlling interests, we are able to remove the portion of FFO earned at non-wholly owned subsidiaries that is not attributable to Brookfield.

We assess our segment performance using DE from our Asset Management segment, DOE from our Insurance Solutions business, NOI from our Real Estate segment, and FFO for all other segments as our key measures of financial performance and our segment measures of profit and loss. Refer to Note 3 Segmented Information in our consolidated financial statements for a reconciliation of net income to segment measures of profit or loss.

Economic ownership interest represents the company's proportionate equity interest in our listed partnerships which can include redemption-exchange units ("REUs"), Class A limited partnership units, special limited partnership units and general partnership units in each subsidiary, where applicable, as well as any units or shares issued in subsidiaries that are exchangeable for units in our listed partnerships ("exchange units"). REUs and exchange units share the same economic attributes as the Class A limited partnership units in all respects except for our redemption right, which the listed partnership can satisfy through the issuance of Class A limited partnership units. The REUs, general partnership units and exchange units participate in earnings and distributions on a per unit basis equivalent to the per unit participation of the Class A limited partnership units of the subsidiary.

Fee-bearing capital represents the capital committed, pledged or invested in the perpetual affiliates, private funds and liquid strategies that are managed by our Asset Management business which entitles that business to earn fee revenues. Fee-bearing capital includes both called (“invested”) and uncalled (“pledged” or “committed”) amounts. When reconciling period amounts, we utilize the following definitions:

- **Inflows** include capital commitments and contributions to our private and liquid strategies funds and equity issuances in our perpetual affiliates.
- **Outflows** represent distributions and redemptions of capital from within the liquid strategies capital.
- **Distributions** represent quarterly distributions from perpetual affiliates as well as returns of committed capital (excluding market valuation adjustments), redemptions and expiry of uncalled commitments within the private funds of our Asset Management business.
- **Market valuation** includes gains (losses) on portfolio investments, perpetual affiliates and liquid strategies based on market prices.
- **Other** includes changes in net non-recourse leverage included in the determination of perpetual affiliate capitalization and the impact of foreign exchange fluctuations on non-U.S. dollar commitments.

Long-term private funds are long duration and closed-end in nature and include value-add and opportunistic strategies. Capital is typically committed for 10 years from the inception of the fund with two one-year extension options.

Perpetual strategies include capital in our perpetual affiliates and perpetual private funds, which includes core and core plus strategies that can continually raise new capital.

Liquid strategies represent publicly listed funds and separately managed accounts, focused on fixed income and equity securities across a number of difference sectors.

Fee-related earnings is a non-IFRS measure and is comprised of fee revenues less direct costs associated with earning those fees, which include employee expenses and professional fees as well as business related technology costs, other shared services and taxes. We use this measure to provide additional insight into the operating profitability of our asset management activities. See the below for a table which reconciles fee revenues and fee-related earnings to revenue, the most comparable IFRS measure.

Fee revenues is a non-IFRS measure and includes base management fees, incentive distributions, performance fees and transaction fees presented within our Asset Management segment. Many of these items do not appear in consolidated revenues because they are earned from consolidated entities and are eliminated on consolidation. The following table reconciles fee revenues and fee-related earnings to revenue, the most comparable IFRS measure:

FOR THE YEARS ENDED DEC. 31 (MILLIONS)		2023	2022
Revenue		\$ 95,924	\$ 92,769
Add: fee revenues from Oaktree		1,203	1,165
Add: inter-segment and other fee revenues		2,618	2,230
Less: external revenues from consolidated subsidiaries other than BAM		(95,364)	(92,116)
Fee revenues		4,381	4,048
Direct costs ¹		(2,014)	(1,792)
		2,367	2,256
Less: amounts attributable to other shareholders		(126)	(148)
Fee-related earnings		\$ 2,241	\$ 2,108

1. Direct costs, for the year ended December 31, 2022, include \$34 million attributable to BAM, which was reallocated from the Corporate Activities segment to the asset manager following the special distribution of a 25% interest in our asset manager.

Funds from operations (“FFO”) is a non-IFRS measure that includes the fees that we earn from our Asset Management business managing capital as well as our share of revenues earned and costs incurred within our operations, which include interest expense and other costs. Specifically, FFO includes the impact of contracts that we enter into to generate revenue, including asset management agreements, power sales agreements, contracts that our Operating Businesses enter into such as leases and take or pay contracts and sales of inventory. FFO also includes the impact of changes in borrowings or the cost of borrowings as well as other costs incurred to operate our business. FFO also includes realized disposition gains and losses, which are defined in this glossary of terms.

We use realized disposition gains and losses within FFO in order to provide additional insight regarding the performance of investments on a cumulative realized basis, including any unrealized fair value adjustments that were recorded in equity and not otherwise reflected in current period FFO, and believe it is useful to investors to better understand variances between reporting periods. We exclude depreciation and amortization from FFO as we believe that the value of most of our assets typically increases over time, provided we make the necessary maintenance expenditures, the timing and magnitude of which may differ from the amount of depreciation recorded in any given period. In addition, the depreciated cost base of our assets is reflected in the ultimate realized disposition gain or loss on disposal. As noted above, unrealized fair value changes are excluded from FFO until the period in which the asset is sold. We also exclude deferred income taxes from FFO because the vast majority of the company's deferred income tax assets and liabilities are a result of the revaluation of our assets under IFRS.

Our definition of FFO differs from the definition used by other organizations, as well as the definition of FFO used by the Real Property Association of Canada (“REALPAC”) and the National Association of Real Estate Investment Trusts, Inc. (“NAREIT”), in part because the NAREIT definition is based on U.S. GAAP, as opposed to IFRS. The key difference between our definition of FFO and the determination of FFO by REALPAC and/or NAREIT is that we include the following: realized disposition gains or losses and cash taxes payable or receivable on those gains or losses, if any; foreign exchange gains or losses on monetary items not forming part of our net investment in foreign operations; and foreign exchange gains or losses on the sale of an investment in a foreign operation. We do not use FFO as a measure of cash generated from our operations.

Operating FFO is FFO excluding realized disposition gains. We use Operating FFO to provide additional insight regarding recurring performance of the business.

Incentive distributions is an IFRS measure and is determined by contractual arrangements; incentive distributions are paid to our asset management business by BEP and BIP and represent a portion of distributions paid by perpetual affiliates above a predetermined hurdle. Incentive distributions are accrued on the record date of the associated distributions of the entity.

A summary of our distribution hurdles and current distribution rates is as follows:

AS AT DEC. 31, 2023	Current Distribution Rate	Distribution Hurdles (per unit) ²	Incentive Distributions
Brookfield Infrastructure (BIP) ³	\$ 1.62	\$ 0.49 / \$ 0.53	15% / 25%
Brookfield Renewable (BEP) ⁴	1.42	0.80 / 0.90	15% / 25%

1. Current rate based on most recently announced distribution rates.

2. Incentive distributions equate to 18% and 33% of limited partner distribution increases over the first and second hurdles, respectively.

3. Incentive distributions from Brookfield Infrastructure are earned on distributions made by BIP and BIPC.

4. Incentive distributions from Brookfield Renewable are earned on distributions made by BEP and BEPC.

Invested capital consists of our perpetual investments, which include our interests in BAM and perpetual affiliates, other investments and corporate activities. Our invested capital provides us with FFO and cash distributions.

Invested capital, net consists of invested capital and leverage.

Leverage represents the amount of corporate borrowings and perpetual preferred shares held by the company.

Long-term average (“LTA”) generation is used in our Renewable Power and Transition segment and is determined based on expected electrical generation from its assets in commercial operation during the year. For assets acquired or reaching commercial operation during the year, LTA generation is calculated from the acquisition or commercial operation date. In Brazil, assured generation levels are used as a proxy for LTA. We compare LTA generation to actual generation levels to assess the impact on revenues and FFO of hydrology, wind generation levels and irradiance, which vary from one period to the next.

Net operating income (“NOI”) is a key measure of our Real Estate segment’s financial performance and is defined as property-specific revenues less direct operating expenses before the impact of depreciation and amortization. Refer to Note 3 Segmented Information in our consolidated financial statements for a reconciliation of net income to segment measures of profit or loss.

Performance fees is an IFRS measure. Performance fees are paid to our asset management business when it exceeds predetermined investment returns within BBU and BBUC and on certain liquid strategies portfolios. BBU and BBUC performance fees are accrued quarterly based on the volume-weighted average increase in BBU unit price over the previous threshold, whereas performance fees within liquid strategies funds are typically determined on an annual basis. Performance fees are not subject to clawback.

Proportionate basis generation is used in our Renewable Power and Transition segment to describe the total amount of power generated by facilities held by BEP, at BEP’s respective economic ownership interest percentage.

Realized disposition gains/losses is a component of FFO and includes gains or losses arising from transactions during the reporting period together with any fair value changes and revaluation surplus recorded in prior periods, presented net of cash taxes payable or receivable. Realized disposition gains include amounts that are recorded in net income, other comprehensive income and as ownership changes in our consolidated statements of equity, and exclude amounts attributable to non-controlling interests unless otherwise noted. We use realized disposition gains/losses to provide additional insight regarding the performance of investments on a cumulative realized basis, including any unrealized fair value adjustments that were recorded in prior periods and not otherwise reflected in current period FFO, and believe it is useful to investors to better understand variances between reporting periods.

Same-store or same-property represents the earnings contribution from assets or investments held throughout both the current and prior reporting period on a constant ownership basis. We utilize same-store analysis to illustrate the growth in earnings excluding the impact of acquisitions or dispositions.

Unrealized carried interest is the change in accumulated unrealized carried interest from prior period and represents the amount of carried interest generated during the period. We use this measure to provide insight into the value our investments have created in the period.

Accumulated unrealized carried interest is based on carried interest that would be receivable under the contractual formula at the period end date as if a fund was liquidated and all investments had been monetized at the values recorded on that date. We use this measure to provide insight into our potential to realize carried interest in the future. Details of components of our accumulated unrealized carried interest are included in the definition of unrealized carried interest below.

Accumulated unrealized carried interest, net is accumulated unrealized carried interest after direct costs, which include employee expenses and taxes at our share.