# Consolidated Financial Statements of

# **CGI GROUP INC.**

For the years ended September 30, 2016 and 2015

#### MANAGEMENT'S STATEMENT OF RESPONSIBILITY FOR FINANCIAL REPORTING

The management of CGI Group Inc. ("the Company") is responsible for the preparation and integrity of the consolidated financial statements and the Management's Discussion and Analysis ("MD&A"). The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and necessarily include some amounts that are based on management's best estimates and judgement. Financial and operating data elsewhere in the MD&A are consistent with that contained in the accompanying consolidated financial statements.

To fulfill its responsibility, management has developed, and continues to maintain, systems of internal controls reinforced by the Company's standards of conduct and ethics, as set out in written policies to ensure the reliability of the financial information and to safeguard its assets. The Company's internal control over financial reporting and consolidated financial statements are subject to audit by the independent auditors, Ernst & Young LLP, whose report follows. They were appointed as independent auditors, by a vote of the Company's shareholders, to conduct an integrated audit of the Company's consolidated financial statements and of the Company's internal control over financial reporting. In addition, the Audit and Risk Management Committee of the Board of Directors reviews the disclosure of financial information and oversees the functioning of the Company's financial disclosure controls and procedures.

Members of the Audit and Risk Management Committee of the Board of Directors, all of whom are independent of the Company, meet regularly with the independent auditors and with management to discuss internal controls in the financial reporting process, auditing matters and financial reporting issues and formulates the appropriate recommendations to the Board of Directors. The independent auditors have unrestricted access to the Audit and Risk Management Committee. The consolidated financial statements and MD&A have been reviewed and approved by the Board of Directors.

George D.Schindler President and Chief Executive Officer

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November 8, 2016

François Boulanger Executive Vice-President and Chief Financial Officer

#### MANAGEMENT REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external reporting purposes in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Company's internal control over financial reporting includes policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and,
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's consolidated financial statements.

All internal control systems have inherent limitations; therefore, even where internal control over financial reporting is determined to be effective, it can provide only reasonable assurance. Projections of any evaluation of effectiveness to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of the end of the Company's 2016 fiscal year, management conducted an assessment of the effectiveness of the Company's internal control over financial reporting based on the framework established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 COSO Framework). Based on this assessment, management has determined the Company's internal control over financial reporting as at September 30, 2016, was effective.

The effectiveness of the Company's internal control over financial reporting as at September 30, 2016, has been audited by the Company's independent auditors, as stated in their report appearing on page 3.

**George D.Schindler**President and Chief Executive Officer

November 8, 2016

François Boulanger Executive Vice-President and Chief Financial Officer

# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

To the Board of Directors and Shareholders of CGI Group Inc.

We have audited CGI Group Inc.'s (the "Company") internal control over financial reporting as of September 30, 2016, based on criteria established *in Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 COSO Framework) ("the COSO criteria"). The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records, that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2016 based on the COSO criteria.

We also have audited, in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as at and for the year ended September 30, 2016, and our report dated November 8, 2016 expressed an unqualified opinion thereon.

Ernst & Young LLP

Ernst & young LLP'

Montréal, Canada November 8, 2016

<sup>1.</sup> CPA auditor, CA, public accountancy permit No. A1222227

# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON FINANCIAL STATEMENTS

To the Board of Directors and Shareholders of CGI Group Inc.

We have audited the accompanying consolidated financial statements of CGI Group Inc. (the "Company"), which comprise the consolidated balance sheets as of September 30, 2016 and 2015 and the consolidated statements of earnings, comprehensive income, changes in equity and cash flows for the years ended September 30, 2016 and 2015, and a summary of significant accounting policies and other explanatory information.

#### Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

#### **Opinion**

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of CGI Group Inc. as at September 30, 2016 and 2015, and its financial performance and its cash flows for the years ended September 30, 2016 and 2015, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

#### Other matter

We have also audited, in accordance with the standards of the Public company Accounting Oversight Board (United States), CGI Group Inc.'s internal control over financial reporting as of September 30, 2016, based on the criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 COSO Framework) and our report dated November 8, 2016 expressed an unqualified opinion on the Company's internal control over financial reporting.

**Ernst & Young LLP** 

Ernst & young LLP

Montréal, Canada November 8, 2016

<sup>1.</sup> CPA auditor, CA, public accountancy permit No. A122227

# **Consolidated Statements of Earnings**

For the years ended September 30 (in thousands of Canadian dollars, except per share data)

	2016	2015
	\$	\$
Revenue	10,683,264	10,287,096
Operating expenses		
Costs of services, selling and administrative (Note 22)	9,120,929	8,819,055
Restructuring costs (Note 12)	29,100	35,903
Net finance costs (Note 24)	78,426	92,857
Foreign exchange loss	2,024	10,733
	9,230,479	8,958,548
Earnings before income taxes	1,452,785	1,328,548
Income tax expense (Note 15)	384,069	350,992
Net earnings	1,068,716	977,556
Earnings per share (Note 20)		
Basic earnings per share	3.51	3.14
Diluted earnings per share	3.42	3.04

See Notes to the Consolidated Financial Statements.

# Consolidated Statements of Comprehensive Income

For the years ended September 30 (in thousands of Canadian dollars)

	2016	2015
	\$	\$
Net earnings	1,068,716	977,556
Items that will be reclassified subsequently to net earnings (net of income taxes):		
Net unrealized (losses) gains on translating financial statements of foreign operations	(274,283)	599,650
Net gains (losses) on derivative financial instruments and on translating long-term debt designated as hedges of net investments in foreign operations	18,446	(246,662)
Net unrealized (losses) gains on cash flow hedges	(18,297)	17,708
Net unrealized gains on available-for-sale investments	229	142
Items that will not be reclassified subsequently to net earnings (net of income taxes):		
Net remeasurement losses on defined benefit plans	(20,193)	(1,236)
Other comprehensive (losses) income	(294,098)	369,602
Comprehensive income	774,618	1,347,158

See Notes to the Consolidated Financial Statements.

# **Consolidated Balance Sheets**

As at September 30

(in thousands of Canadian dollars)

	2016	2015
	\$	\$
Assets		
Current assets		225 226
Cash and cash equivalents (Note 26)	596,529	305,262
Accounts receivable (Note 4)	1,101,606	1,097,863
Work in progress	935,496	873,099
Current derivative financial instruments (Note 30)	22,226	26,567
Prepaid expenses and other current assets	170,393	160,638
Income taxes	7,876	5,702
Total current assets before funds held for clients	2,834,126	2,469,131
Funds held for clients (Note 5)	369,530	496,397
Total current assets	3,203,656	2,965,528
Property, plant and equipment (Note 6)	439,293	473,109
Contract costs (Note 7)	211,018	189,235
Intangible assets (Note 8)	509,781	568,811
Other long-term assets (Note 9)	86,970	69,353
Long-term financial assets (Note 10)	129,383	122,820
Deferred tax assets (Note 15)	179,898	261,431
Goodwill (Note 11)	6,933,333	7,136,983
	11,693,332	11,787,270
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	1,107,863	1,113,636
Accrued compensation	523,553	571,883
Current derivative financial instruments (Note 30)	4,517	28,106
Deferred revenue	390,367	416,329
Income taxes	159,410	159,562
Provisions (Note 12)	34,924	94,398
Current portion of long-term debt (Note 13)	192,036	230,906
Total current liabilities before clients' funds obligations	2,412,670	2,614,820
	365,994	492,965
Clients' funds obligations  Total current liabilities	2,778,664	3,107,785
		62,637
Long-term provisions (Note 12) Long-term debt (Note 13)	40,454 1,718,939	1,896,181
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Other long-term liabilities (Note 14)	244,307	277,223
Long-term derivative financial instruments (Note 30)	46,473	225
Deferred tax liabilities (Note 15)	183,579	170,987
Retirement benefits obligations (Note 16)	216,308 5,228,724	190,063 5,705,101
Equity	0,220,.21	3,7 33, 10
Retained earnings	3,778,848	3,057,578
Accumulated other comprehensive income (Note 17)	304,128	598,226
Capital stock (Note 18)	2,194,731	2,254,245
Contributed surplus	186,901	172,120
•	6,464,608	6,082,169
	11,693,332	11,787,270

See Notes to the Consolidated Financial Statements.

Approved by the Board

George D. Schindler

Guz D. Solm

Director

Serge Godin

Serge Rodn'

Director

# Consolidated Statements of Changes in Equity For the years ended September 30

(in thousands of Canadian dollars)

	Retained earnings	Accumulated other comprehensive income	Capital stock	Contributed surplus	Total equity
	\$	\$	\$	\$	\$
Balance as at September 30, 2015	3,057,578	598,226	2,254,245	172,120	6,082,169
Net earnings	1,068,716	_	_	_	1,068,716
Other comprehensive loss	_	(294,098)	_	_	(294,098)
Comprehensive income (loss)	1,068,716	(294,098)	_	_	774,618
Share-based payment costs	_	_	_	38,299	38,299
Income tax impact associated with stock options	_	_	_	19,704	19,704
Exercise of stock options (Note 18)	_	_	111,405	(21,972)	89,433
Exercise of performance share units ("PSUs") (Note 18)	_	_	21,250	(21,250)	_
Repurchase of Class A subordinate shares (Note 18)	(347,446)	_	(170,374)	_	(517,820)
Purchase of Class A subordinate shares held in trust (Note 18)	_	_	(21,795)	_	(21,795)
Balance as at September 30, 2016	3,778,848	304,128	2,194,731	186,901	6,464,608

	Retained earnings	Accumulated other comprehensive income	Capital stock	Contributed surplus	Total equity
	\$	\$	\$	\$	\$
Balance as at September 30, 2014	2,356,008	228,624	2,246,197	157,896	4,988,725
Net earnings	977,556	_	_	_	977,556
Other comprehensive income	_	369,602	_	_	369,602
Comprehensive income	977,556	369,602	_	_	1,347,158
Share-based payment costs	_	_	_	30,414	30,414
Income tax impact associated with stock options	_	_	_	5,952	5,952
Exercise of stock options (Note 18)	_	_	67,028	(13,474)	53,554
Exercise of PSUs (Note 18)	_	_	8,668	(8,668)	_
Repurchase of Class A subordinate shares (Note 18)	(275,986)	_	(56,549)	_	(332,535)
Purchase of Class A subordinate shares held in trust (Note 18)	_	_	(11,099)	_	(11,099)
Balance as at September 30, 2015	3,057,578	598,226	2,254,245	172,120	6,082,169

See Notes to the Consolidated Financial Statements.

# **Consolidated Statements of Cash Flows**

For the years ended September 30 (in thousands of Canadian dollars)

	2016	2015
	\$	\$
Operating activities		
Net earnings	1,068,716	977,556
Adjustments for:		
Amortization and depreciation (Note 23)	400,060	424,044
Deferred income taxes (Note 15)	96,490	61,718
Foreign exchange gain	(2,618)	(2,681)
Share-based payment costs	38,299	30,414
Net change in non-cash working capital items (Note 26)	(267,873)	(201,741)
Cash provided by operating activities	1,333,074	1,289,310
Investing activities		
Business acquisitions	(38,442)	_
Purchase of property, plant and equipment	(165,516)	(122,492)
Proceeds from sale of property, plant and equipment	10,254	12,910
Additions to contract costs	(103,156)	(78,815)
Additions to intangible assets	(100,963)	(71,357)
Proceeds from sale of intangible assets	_	2,345
Purchase of long-term investments	(14,701)	(14,995)
Proceeds from sale of long-term investments	29,629	10,259
Payments received from long-term receivables	164	5,018
Cash used in investing activities	(382,731)	(257,127)
Financing activities		
Increase of long-term debt	40,508	62,506
Repayment of long-term debt	(223,159)	(964,072)
Settlement of derivative financial instruments (Note 30)	(24,057)	(121,615)
Purchase of Class A subordinate shares held in trust (Note 18)	(21,795)	(11,099)
Repurchase of Class A subordinate shares (Note 18)	(527,286)	(323,069)
Issuance of Class A subordinate shares	89,485	53,686
Cash used in financing activities	(666,304)	(1,303,663)
Effect of foreign exchange rate changes on cash and cash equivalents	7,228	41,027
Net increase (decrease) in cash and cash equivalents	291,267	(230,453)
Cash and cash equivalents, beginning of year	305,262	535,715
Cash and cash equivalents, end of year	596,529	305,262

Supplementary cash flow information (Note 26).

See Notes to the Consolidated Financial Statements.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

#### 1. Description of business

CGI Group Inc. (the "Company"), directly or through its subsidiaries, manages information technology ("IT") services as well as business process services ("BPS") to help clients effectively realize their strategies and create added value. The Company's services include the management of IT and business functions ("outsourcing"), systems integration and consulting, as well as the sale of software solutions. The Company was incorporated under Part IA of the Companies Act (Québec) predecessor to the Business Corporations Act (Québec) which came into force on February 14, 2011 and its shares are publicly traded. The executive and registered office of the Company is situated at 1350 René-Lévesque Blvd. West, Montréal, Québec, Canada, H3G 1T4.

### 2. Basis of preparation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The accounting policies were consistently applied to all periods presented.

The Company's consolidated financial statements for the years ended September 30, 2016 and 2015 were authorized for issue by the Board of Directors on November 8, 2016.

### 3. Summary of significant accounting policies

#### **BASIS OF CONSOLIDATION**

The consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated on consolidation.

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed or has right, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the relevant activities of the entity. Subsidiaries are fully consolidated from the date of acquisition and continue to be consolidated until the date control over the subsidiaries ceases.

#### **BASIS OF MEASUREMENT**

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities, which have been measured at fair value as described below.

#### **USE OF JUDGEMENTS AND ESTIMATES**

The preparation of the consolidated financial statements requires management to make judgements and estimates that affect the reported amounts of assets, liabilities, equity and the accompanying disclosures at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Because the use of judgements and estimates is inherent in the financial reporting process, actual results could differ.

Significant judgements and estimates about the future and other major sources of estimation uncertainty at the end of the reporting period could have a significant risk of causing a material adjustment to the carrying amounts of the following within the next financial year: deferred tax assets, revenue recognition, estimated losses on revenue-generating contracts, goodwill impairment, provisions for income tax uncertainties and litigation and claims.

The judgements, apart from those involving estimations, that have the most significant effect on the amounts recognized in the financial statements are:

#### Multiple component arrangements

Assessing whether the deliverables within an arrangement are separately identifiable components requires judgement by management. A component is considered as separately identifiable if it has value to the client on a stand-alone basis. The Company first reviews the contract clauses to evaluate if the deliverable is accepted separately by the client. Then, the Company assesses if the deliverable could have been provided by another vendor and if it would have been possible for the client to decide to not purchase the deliverable.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

#### 3. Summary of significant accounting policies (continued)

#### **USE OF JUDGEMENTS AND ESTIMATES (CONTINUED)**

#### **Deferred tax assets**

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Management judgement is required concerning uncertainties that exist with respect to the timing of future taxable income required to recognize a deferred tax asset. The Company recognizes an income tax benefit only when it is probable that the tax benefit will be realized in the future. In making this judgement, the Company assesses forecasts and the availability of future tax planning strategies.

A description of estimations is included in the respective sections within the Notes to the Consolidated Financial Statements and in Note 3, "Summary of significant accounting policies".

#### REVENUE RECOGNITION, WORK IN PROGRESS AND DEFERRED REVENUE

The Company generates revenue principally through the provision of IT services and BPS as described in Note 1.

The Company provides services and products under arrangements that contain various pricing mechanisms. The Company recognizes revenue when the following criteria are met: there is clear evidence that an arrangement exists, the amount of revenue and related costs can be measured reliably, it is probable that future economic benefits will flow to the Company, the stage of completion can be measured reliably where services are delivered and the significant risks and rewards of ownership, including effective control, are transferred to clients where products are sold. Revenue is measured at the fair value of the consideration received or receivable net of discounts, volume rebates and sales related taxes.

Some of the Company's arrangements may include client acceptance clauses. Each clause is analyzed to determine whether the earnings process is complete when the service is performed. Formal client sign-off is not always necessary to recognize revenue provided that the Company objectively demonstrates that the criteria specified in the acceptance provisions are satisfied. Some of the criteria reviewed include historical experience with similar types of arrangements, whether the acceptance provisions are specific to the client or are included in all arrangements, the length of the acceptance term and historical experience with the specific client.

Revenue from sales of third party vendor products, such as software licenses, hardware or services is recorded gross when the Company is a principal to the transaction and is recorded net of costs when the Company is acting as an agent between the client and vendor. Factors generally considered to determine whether the Company is a principal or an agent are if the Company, has the primary responsibility for providing the product or service, adds meaningful value to the vendor's product or service, has discretion in supplier selection and assumes credit risks.

#### Relative selling price

The Company's arrangements often include a mix of the services and products listed below. If an arrangement involves the provision of multiple components, the total arrangement value is allocated to each separately identifiable component based on its relative selling price. When estimating selling price of each component, the Company maximizes the use of observable prices which are established using the Company's prices for same or similar components. When observable prices are not available, the Company estimates selling prices based on its best estimate. The best estimate of selling price is the price at which the Company would normally expect to offer the services or products and is established by considering a number of internal and external factors including, but not limited to, geographies, the Company's pricing policies, internal costs and margins. The appropriate revenue recognition method is applied for each separately identifiable component as described below.

#### Outsourcing

Revenue from outsourcing and BPS arrangements is generally recognized as the services are provided at the contractually stated price, unless there is a better measure of performance or delivery.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

### 3. Summary of significant accounting policies (continued)

#### REVENUE RECOGNITION, WORK IN PROGRESS AND DEFERRED REVENUE (CONTINUED)

#### Systems integration and consulting services

Revenue from systems integration and consulting services under time and material arrangements is recognized as the services are rendered, and revenue under cost-based arrangements is recognized as reimbursable costs are incurred.

Revenue from systems integration and consulting services under fixed-fee arrangements where the outcome of the arrangements can be estimated reliably is recognized using the percentage-of-completion method over the service periods. The Company primarily uses labour costs or labour hours to measure the progress towards completion. This method relies on estimates of total expected labour costs or total expected labour hours to complete the service, which are compared to labour costs or labour hours incurred to date, to arrive at an estimate of the percentage of revenue earned to date. Management regularly reviews underlying estimates of total expected labour costs or hours. If the outcome of an arrangement cannot be estimated reliably, revenue is recognized to the extent of arrangement costs incurred that are likely to be recoverable.

Revenue from benefits-funded arrangements is recognized only to the extent that it is probable that the benefit stream associated with the transaction will generate amounts sufficient to fund the value on which revenue recognition is based.

#### **Software licenses**

Most of the Company's software license arrangements include other services such as implementation, customization and maintenance. For these types of arrangements, revenue from a software license is recognized upon delivery if it has been identified as a separately identifiable component. Otherwise, it is combined with the implementation and customization services and is accounted for as described in "Systems integration and consulting services" above. Revenue from maintenance services for software licenses sold and implemented is recognized ratably over the term of the maintenance period.

#### Work in progress and deferred revenue

Amounts recognized as revenue in excess of billings are classified as work in progress. Amounts received in advance of the performance of services or delivery of products are classified as deferred revenue.

#### Estimated losses on revenue-generating contracts

Estimated losses on revenue-generating contracts may occur due to additional contract costs which were not foreseen at inception of the contract. Contract losses are measured at the amount by which the estimated total costs exceed the estimated total revenue from the contract. The estimated losses on revenue-generating contracts are recognized in the period when it is determined that a loss is probable. The expected loss is first applied to impair the related capitalized contract costs with the excess recorded in accounts payable and accrued liabilities and in other long-term liabilities. Management regularly reviews arrangement profitability and the underlying estimates.

#### **CASH AND CASH EQUIVALENTS**

Cash and cash equivalents consist of unrestricted cash and short-term investments having an initial maturity of three months or less.

#### **FUNDS HELD FOR CLIENTS AND CLIENTS' FUNDS OBLIGATIONS**

In connection with the Company's payroll, tax filing and claims services, the Company collects funds for payment of payroll, taxes and claims, temporarily holds such funds until payment is due, remits the funds to the clients' employees, appropriate tax authorities or claim holders, and files federal and local tax returns and handles related regulatory correspondence and amendments. The funds held for clients include cash and long-term bonds. The Company presents the funds held for clients and related obligations separately. Funds held for clients are classified as current assets since, based upon management's intentions, these funds are held solely for the purpose of satisfying the clients' funds obligations, which will be repaid within one year of the consolidated balance sheets date.

Interest income earned and realized gains and losses on the disposal of bonds are recorded in revenue in the period that the income is earned, since the collecting, holding and remitting of these funds are critical components of providing these services.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

### 3. Summary of significant accounting policies (continued)

#### PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment ("PP&E"), including those under finance leases, are recorded at cost and are depreciated over their estimated useful lives using the straight-line method.

Buildings	10 to 40 years
Leasehold improvements	Lesser of the useful life or lease term
Furniture, fixtures and equipment	3 to 20 years
Computer equipment	3 to 5 years

#### **LEASES**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are initially recognized in PP&E at an amount equal to the fair value of the leased assets or, if lower, the present value of minimum lease payments at the inception of the lease, and then depreciated over the economic useful life of the asset or term of the lease, whichever is shorter. The capital element of future lease payments is included in the consolidated balance sheets within long-term debt. Interest is charged to the consolidated statements of earnings so as to achieve a constant rate of interest on the remaining balance of the liability.

Lease payments under operating leases are charged to the consolidated statements of earnings on a straight-line basis over the lease term. Operating lease incentives, typically for premises, are recognized as a reduction in the rental expense over the lease term.

#### **CONTRACT COSTS**

Contract costs are mainly incurred when acquiring or implementing long-term outsourcing contracts. Contract costs are comprised primarily of transition costs and incentives.

#### **Transition costs**

Transition costs consist mostly of costs associated with the installation of systems and processes, as well as conversion of the client's applications to the Company's platforms incurred after the award of outsourcing and BPS contracts. Transition costs are comprised essentially of labour costs, including compensation and related fringe benefits, as well as subcontractor costs.

#### **Incentives**

Occasionally, incentives are granted to clients upon the signing of outsourcing contracts. These incentives are granted in the form of cash payments.

#### **Pre-contract costs**

Pre-contract costs associated with acquiring or implementing long-term outsourcing contracts are expensed as incurred except where it is virtually certain that the contracts will be awarded and the costs are directly related to the acquisition of the contract. For outsourcing contracts, the Company is virtually certain that a contract will be awarded when the Company is selected by the client but the contract has not yet been signed.

#### **Amortization of contract costs**

Contract costs are amortized using the straight-line method over the period services are provided. Amortization of transition costs and pre-contract costs, if any, is included in costs of services, selling and administrative and amortization of incentives is recorded as a reduction of revenue.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

### 3. Summary of significant accounting policies (continued)

#### **CONTRACT COSTS (CONTINUED)**

#### Impairment of contract costs

When a contract is not expected to be profitable, the expected loss is first applied to impair the related capitalized contract costs. The excess of the expected loss over the capitalized contract costs is recorded as estimated losses on revenue-generating contracts in accounts payable and accrued liabilities and in other long-term liabilities. If at a future date the contract returns to profitability, the previously recognized impairment loss must be reversed. First the estimated losses on revenue-generating contracts must be reversed, and if there is still additional projected profitability then any capitalized contract costs that were impaired must be reversed. The reversal of the impairment loss is limited so that the carrying amount does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of amortization, had no impairment loss been recognized for the contract costs in prior years.

#### **INTANGIBLE ASSETS**

Intangible assets consist mainly of internal-use software, business solutions, software licenses and client relationships. Internal-use software, business solutions and software licenses are recorded at cost. Business solutions developed internally and marketed are capitalized when they meet specific capitalization criteria related to technical, market and financial feasibility. Internal-use software developed internally is capitalized when it meets specific capitalization criteria related to technical and financial feasibility and when the Company demonstrates its ability and intention to use it. Internal-use software, business solutions, software licenses and client relationships acquired through business combinations are initially recorded at their fair value based on the present value of expected future cash flows, which involve making estimates about the future cash flows and discount rates.

#### Amortization of intangible assets

The Company amortizes its intangible assets using the straight-line method over their estimated useful lives:

Internal-use software	2 to 7 years
Business solutions	2 to 10 years
Software licenses	3 to 8 years
Client relationships and other	2 to 10 years

#### IMPAIRMENT OF PP&E, INTANGIBLE ASSETS AND GOODWILL

#### Timing of impairment testing

The carrying values of PP&E, intangible assets and goodwill are reviewed for impairment when events or changes in circumstances indicate that the carrying value may be impaired. The Company assesses at each reporting date whether any such events or changes in circumstances exist. The carrying value of PP&E and intangible assets not available for use and goodwill is tested for impairment annually as at September 30.

#### Impairment testing

If any indication of impairment exists or when annual impairment testing for an asset is required, the Company estimates the recoverable amount of the asset or cash-generating unit ("CGU") to which the asset relates to determine the extent of any impairment loss. The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use ("VIU") to the Company. The Company mainly uses the VIU. In assessing VIU, estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If the recoverable amount of an asset or a CGU is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognized immediately in the consolidated statements of earnings.

Goodwill acquired through business combinations is allocated to the CGU or group of CGUs that are expected to benefit from synergies of the related business combination. The group of CGUs that benefit from the synergies correspond to the Company's operating segments. For goodwill impairment testing purposes, the group of CGUs that represent the lowest level within the Company at which management monitors goodwill is the operating segment level.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

#### 3. Summary of significant accounting policies (continued)

#### IMPAIRMENT OF PP&E, INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

#### Impairment testing (continued)

The recoverable amount of each operating segment has been determined based on the VIU calculation which includes estimates about their future financial performance based on cash flows approved by management covering a period of five years as the Company generates revenue mainly through long-term contracts. Key assumptions used in the VIU calculations are the discount rate applied and the long-term growth rate of net operating cash flows. In determining these assumptions, management has taken into consideration the current economic environment and its resulting impact on expected growth and discount rates. The cash flow projections reflect management's expectations of the segment's operating performance and growth prospects in the operating segment's market. The discount rate applied to an operating segment is the weighted average cost of capital ("WACC"). Management considers factors such as country risk premium, risk-free rate, size premium and cost of debt to derive the WACC. Impairment losses relating to goodwill cannot be reversed in future periods.

For impaired assets, other than goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statements of earnings.

#### **LONG-TERM FINANCIAL ASSETS**

Long-term investments presented in long-term financial assets are comprised of bonds which are classified as long-term based on management's intentions.

#### **BUSINESS COMBINATIONS**

The Company accounts for its business combinations using the acquisition method. Under this method the consideration transferred is measured at fair value. Acquisition-related and integration costs associated with the business combination are expensed as incurred. The Company recognizes goodwill as the excess of the cost of the acquisition over the net identifiable tangible and intangible assets acquired and liabilities assumed at their acquisition-date fair values. The fair value allocated to tangible and intangible assets acquired and liabilities assumed are based on assumptions of management. These assumptions include the future expected cash flows arising from the intangible assets identified as client relationships, business solutions, and trademarks. The preliminary goodwill recognized is composed of the future economic value associated to acquired work force and synergies with the Company's operations which are primarily due to reduction of costs and new business opportunities. The determination of fair value involves making estimates relating to acquired intangible assets, PP&E, litigation, provision for estimated losses on revenue-generating contracts, other onerous contracts, tax and other contingency reserves. Estimates include the forecasting of future cash flows and discount rates. Subsequent changes in fair values are adjusted against the cost of acquisition and the date where all significant information necessary to determine the fair values is available, not to exceed 12 months. All other subsequent changes are recognized in the consolidated statements of earnings.

#### **EARNINGS PER SHARE**

Basic earnings per share is based on the weighted average number of shares outstanding during the period. Diluted earnings per share is determined using the treasury stock method to evaluate the dilutive effect of stock options and PSUs.

#### RESEARCH AND SOFTWARE DEVELOPMENT COSTS

Research costs are charged to earnings in the period in which they are incurred, net of related tax credits. Software development costs are charged to earnings in the year they are incurred, net of related tax credits, unless they meet specific capitalization criteria related to technical, market and financial feasibility.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

### 3. Summary of significant accounting policies (continued)

#### **TAX CREDITS**

The Company follows the income approach to account for tax credits, whereby investment tax credits are recorded when there is a reasonable assurance that the assistance will be received and that the Company will comply with all relevant conditions. Under this method, tax credits related to operating expenditures are recorded as a reduction of the related expense and recognized in the period in which the related expenditures are charged to operations. Tax credits related to capital expenditures are recorded as a reduction of the cost of the related asset. The tax credits recorded are based on management's best estimates of amounts expected to be received and are subject to audit by the taxation authorities.

#### **INCOME TAXES**

Income taxes are accounted for using the liability method of accounting.

Current income taxes are recognized with respect to the amounts expected to be paid or recovered under the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred income tax assets and liabilities are determined based on deductible or taxable temporary differences between the amounts reported for financial statement purposes and tax values of the assets and liabilities using enacted or substantively enacted tax rates that will be in effect for the year in which the differences are expected to be recovered or settled. Deferred income tax assets and liabilities are recognized in earnings, other comprehensive income or in equity based on the classification of the item to which they relate.

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Once this assessment is made, the Company considers the analysis of forecast and future tax planning strategies. Such estimates are made based on the forecast by jurisdiction on an undiscounted basis. Management considers factors such as expected taxable income or profit, the history of the taxable profits and availability of tax planning strategies.

The Company is subject to taxation in numerous jurisdictions and there are transactions and calculations for which the ultimate tax determination is uncertain. When a tax position is uncertain, the Company recognizes an income tax benefit or reduces an income tax liability only when it is probable that the tax benefit will be realized in the future or that the income tax liability is no longer probable. The provision for uncertain tax positions is made using the best estimate of the amount expected to be paid based on qualitative assessment of all relevant factors such as experience of previous tax audits or interpretations of tax regulations.

#### **PROVISIONS**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The Company's provisions consist of liabilities for leases of premises that the Company has vacated, litigation and claim provisions arising in the ordinary course of business and decommissioning liabilities for operating leases of office buildings. The Company also records restructuring provisions related to business combinations and termination of employment costs incurred as part of the Company's productivity improvement initiatives.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are discounted using a current pre-tax rate when the impact of the time value of money is material. The increase in the provision due to the passage of time is recognized as finance cost.

The Company accrues provisions for onerous leases which consist of estimated costs associated with vacated premises. The provisions reflect the present value of lease payments in excess of the expected sublease proceeds on the remaining term of the lease.

The accrued litigation and legal claim provisions are based on historical experience, current trends and other assumptions that are believed to be reasonable under the circumstances. Estimates include the period in which the underlying cause of the claim occurred and the degree of probability of an unfavourable outcome.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

#### 3. Summary of significant accounting policies (continued)

#### **PROVISIONS (CONTINUED)**

Decommissioning liabilities pertain to operating leases of buildings where certain arrangements require premises to be returned to their original state at the end of the lease term. The provision is determined using the present value of the estimated future cash outflows.

Restructuring provisions, consisting of severances, are recognized when a detailed formal plan identifies the business or part of the business concerned, the location and number of employees affected, a detailed estimate of the associated costs, appropriate timelines and has been communicated to those affected by it.

#### TRANSLATION OF FOREIGN CURRENCIES

The Company's consolidated financial statements are presented in Canadian dollars, which is also the parent company's functional currency. Each entity in the Company determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Functional currency is the currency of the primary economic environment in which the entity operates.

#### Foreign currency transactions and balances

Revenue, expenses and non-monetary assets and liabilities denominated in foreign currencies are recorded at the rate of exchange prevailing at the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing at the balance sheet date. Unrealized and realized translation gains and losses are reflected in the consolidated statements of earnings.

#### Foreign operations

For foreign operations that have functional currencies different from the Company, assets and liabilities denominated in a foreign currency are translated at exchange rates in effect at the balance sheet date. Revenue and expenses are translated at average exchange rates prevailing during the period. Resulting unrealized gains or losses on translating financial statements of foreign operations are reported in other comprehensive income.

For foreign operations with the same functional currency as the Company, monetary assets and liabilities are translated at the exchange rates in effect at the balance sheet date and non-monetary assets and liabilities are translated at historical exchange rates. Revenue and expenses are translated at average exchange rates for the period. Translation exchange gains or losses of such operations are reflected in the consolidated statements of earnings.

#### **SHARE-BASED PAYMENTS**

#### **Equity-settled plans**

The Company operates equity-settled stock option and PSU plans under which the Company receives services from employees, officers and directors as consideration for equity instruments.

The fair value of those share-based payments is established on the grant date using the Black-Scholes option pricing model for the stock options and the closing price of Class A subordinate shares of the Company on the Toronto Stock Exchange ("TSX") for the PSUs. The number of stock options and PSUs expected to vest are estimated on the grant date and subsequently revised on each reporting date. For stock options, the estimation of fair value requires making assumptions for the most appropriate inputs to the valuation model including the expected life of the option and expected stock price volatility. The fair values, adjusted for expectations related to performance conditions and for expected forfeitures, are recognized as share-based payment costs in earnings with a corresponding credit to contributed surplus on a graded-vesting basis over the vesting period.

When stock options are exercised, any consideration paid is credited to capital stock and the recorded fair value of the stock option is removed from contributed surplus and credited to capital stock. When PSUs are exercised, the recorded fair value of PSUs is removed from contributed surplus and credited to capital stock.

#### Share purchase plan

The Company operates a share purchase plan for eligible employees. Under this plan, the Company matches the contributions made by employees up to a maximum percentage of the employee's salary. The Company contributions to the plan are recognized in salaries and other member costs within costs of services, selling and administrative.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

### 3. Summary of significant accounting policies (continued)

#### SHARE-BASED PAYMENTS (CONTINUED)

#### Cash-settled deferred share units

The Company operates a deferred share unit ("DSU") plan to compensate the members of the Board of Directors. The expense is recognized, within costs of services, selling and administrative, for each DSU granted equal to the closing price of Class A subordinate shares of the Company on the TSX at the date on which DSUs are awarded and a corresponding liability is recorded in accrued compensation. After the grant date, the DSU liability is remeasured for subsequent changes in the fair value of the Company's shares.

#### FINANCIAL INSTRUMENTS

All financial instruments are initially measured at their fair values. Subsequently, financial assets classified as loans and receivables and financial liabilities classified as other liabilities are measured at their amortized cost using the effective interest rate method. Financial assets and liabilities classified as fair value through earnings ("FVTE") and classified as available-for-sale are measured subsequently at their fair values.

Financial instruments may be designated on initial recognition as FVTE if any of the following criteria are met: i) the financial instrument contains one or more embedded derivatives that otherwise would have to be accounted for separately; ii) the designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring the financial asset or liability or recognizing the gains and losses on them on a different basis; or iii) the financial asset and financial liability are part of a group of financial assets or liabilities that is managed and its performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy. Gains and losses related to periodic revaluations of financial assets and liabilities designated as FVTE are recorded in the consolidated statements of earnings.

The unrealized gains and losses, net of applicable income taxes, on available-for-sale assets are reported in other comprehensive income. Interest income earned and realized gains and losses on the sale of available-for-sale assets are recorded in the consolidated statements of earnings.

Transaction costs are comprised primarily of legal, accounting and other costs directly attributable to the issuance of the respective financial assets and liabilities. Transaction costs are capitalized to the cost of financial assets and liabilities classified as other than FVTE.

Financial assets are derecognized if the contractual rights to the cash flows from the financial asset expire or the asset is transferred and the transfer qualifies for derecognition. The transfer qualifies for derecognition if substantially all the risks and rewards of ownership of the financial asset are transferred.

The Company has made the following classifications:

#### **FVTE**

Cash and cash equivalents and derivative financial instruments (unless they qualify for hedge accounting). In addition, deferred compensation plan assets within long-term financial assets were designated by management as FVTE upon initial recognition as this reflected management's investment strategy.

#### Loans and receivables

Trade accounts receivable, cash included in funds held for clients and long-term receivables within long-term financial assets.

#### Available-for-sale

Long-term bonds included in funds held for clients and in long-term investments within long-term financial assets.

#### Other liabilities

Accounts payable and accrued liabilities, accrued compensation, long-term debt and clients' funds obligations.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

### 3. Summary of significant accounting policies (continued)

#### FINANCIAL INSTRUMENTS (CONTINUED)

#### Fair value hierarchy

Fair value measurements recognized in the balance sheet are categorized in accordance with the following levels:

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

#### DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING TRANSACTIONS

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign currency exchange risks. No derivative financial instruments are held or used for trading purposes.

Derivative financial instruments are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting date. The resulting gain or loss is recognized in the consolidated statements of earnings unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the consolidated statements of earnings depends on the nature of the hedge relationship.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the Company will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

The cash flows of the hedging transactions are classified in the same manner as the cash flows of the position being hedged.

Derivative financial instruments used as hedging items are recorded at fair value in the consolidated balance sheets under current derivative financial instruments, long-term financial assets or long-term derivative financial instruments. Valuation models, such as discounted cash flow analysis using observable market inputs, are utilized to determine the fair values of the derivative financial instruments.

#### **NET INVESTMENT HEDGES**

#### Hedges on net investments in foreign operations

The Company uses cross-currency swaps and foreign currency denominated long-term debt to hedge portions of the Company's net investments in its U.S. and European operations. Foreign exchange translation gains or losses on the net investments and the effective portions of gains or losses on instruments hedging the net investments are recorded in other comprehensive income. To the extent that the hedge is ineffective, such differences are recognized in consolidated statements of earnings. When the hedged net investment is disposed of, the relevant amount in other comprehensive income is transferred to earnings as part of the gain or loss on disposal.

#### **CASH FLOW HEDGES**

#### Cash flow hedges on future revenue and long-term debt

The majority of the Company's costs are denominated in currency other than the Canadian dollar. The risk of foreign exchange fluctuation impacting the results is substantially mitigated by matching the Company's costs with revenue denominated in the same currency. In certain cases where there is a substantial imbalance for a specific currency, the Company enters into foreign currency forward contracts to hedge the variability in the foreign currency exchange rates.

The Company also uses interest rate and cross currency swaps to hedge either the cash flow exposure or the foreign exchange exposure of the long-term debt.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

### 3. Summary of significant accounting policies (continued)

#### DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING TRANSACTIONS (CONTINUED)

#### **CASH FLOW HEDGES (CONTINUED)**

Those derivatives are documented as cash flow hedges and no component of the derivative contracts' fair value are excluded from the assessment and measurement of hedge effectiveness. The effective portion of the change in fair value of the derivative financial instruments is recognized in other comprehensive income and the ineffective portion, if any, in the consolidated statements of earnings. The effective portion of the change in fair value of the derivatives is reclassified out of other comprehensive income into the consolidated statements of earnings when the hedged element is recognized in the consolidated statements of earnings.

#### **FAIR VALUE HEDGES**

#### Fair value hedges on Senior U.S. unsecured notes

The Company entered into interest rate swaps to hedge the fair value exposure of the issued fixed rate Senior U.S. unsecured notes. Under the interest rate swaps, the Company receives a fixed rate of interest and pays interest at a variable rate on the notional amount.

The changes in the fair value of the interest rate swaps are recognized in the consolidated statements of earnings as finance costs. The changes in the fair value of the hedged items attributable to the risk hedged is recorded as part of the carrying value of the Senior U.S. unsecured notes and are also recognized in the consolidated statements of earnings as finance costs. If the hedged items are derecognized, the unamortized fair value is recognized immediately in the consolidated statements of earnings.

#### **EMPLOYEE BENEFITS**

The Company operates post-employment benefit plans of both a defined contribution and defined benefit nature.

The cost of defined contribution plans is charged to the consolidated statements of earnings on the basis of contributions payable by the Company during the year.

For defined benefits plans, the defined benefit obligations are calculated by independent actuaries using the projected unit credit method. The retirement benefits obligations in the consolidated balance sheets represent the present value of the defined benefit obligation as reduced by the fair value of plan assets. The retirement benefits assets are recognized to the extent that the Company can benefit from refunds or a reduction in future contributions. Retirement benefit plans that are funded by the payment of insurance premiums are treated as defined contribution plans unless the Company has an obligation either to pay the benefits directly when they fall due or to pay further amounts if assets accumulated with the insurer do not cover all future employee benefits. In such circumstances, the plan is treated as a defined benefit plan.

Insurance policies are treated as plan assets of a defined benefit plan if the proceeds of the policy:

- Can only be used to fund employee benefits;
- Are not available to the Company's creditors; and
- Either cannot be paid to the Company unless the proceeds represent surplus assets not needed to meet all the benefit obligations or are a reimbursement for benefits already paid by the Company.

Insurance policies that do not meet the above criteria are treated as non-current investments and are held at fair value as long-term financial assets in the consolidated balance sheets.

The actuarial valuations used to determine the cost of defined benefit pension plans and their present value involve making assumptions about discount rates, future salary and pension increases, inflation rates and mortality. Any changes in these assumptions will impact the carrying amount of pension obligations. In determining the appropriate discount rate management considers the interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

### 3. Summary of significant accounting policies (continued)

#### **EMPLOYEE BENEFITS (CONTINUED)**

The current service cost is recognized in the consolidated statements of earnings under costs of services, selling and administrative. The net interest cost calculated by applying the discount rate to the net defined benefit liability or asset is recognized as net finance cost or income. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in the consolidated statements of earnings. The gains or losses on the settlement of a defined benefit plan are recognized when the settlement occurs.

Remeasurements on defined benefit plans include actuarial gains and losses, changes in the effect of the asset ceiling and the return on plan assets, excluding the amount included in net interest on the net defined liability or assets. Remeasurements are charged or credited to other comprehensive income in the period in which they arise.

#### **FUTURE ACCOUNTING STANDARD CHANGES**

The following standards have been issued but are not yet effective:

#### IFRS 15 - Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15, "Revenue from Contracts with Customers", to specify how and when to recognize revenue as well as requiring the provision of more informative and relevant disclosures. The standard supersedes IAS 18, "Revenue", IAS 11, "Construction Contracts", and other revenue related interpretations. The standard will be effective on October 1, 2018 for the Company, with earlier adoption permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

#### IFRS 9 - Financial Instruments

In July 2014, the IASB amended IFRS 9, "Financial Instruments", to bring together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39, "Financial Instruments: Recognition and Measurement". The standard supersedes all previous versions of IFRS 9 and will be effective on October 1, 2018 for the Company with earlier adoption permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

#### IFRS 16 - Leases

In January 2016, the IASB issued IFRS 16, "Leases", to set out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a lease contract. The standard supersedes IAS 17, "Leases", and other lease related Interpretations. The standard will be effective on October 1, 2019 for the Company with earlier adoption permitted only if IFRS 15 "Revenue from Contracts with Customers" is also applied. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

#### 4. Accounts receivable

	As at September 30, 2016	As at September 30, 2015
	\$	\$
Trade (Note 30)	816,885	889,192
Other <sup>1</sup>	284,721	208,671
	1,101,606	1,097,863

Other accounts receivable include tax credits for the Development of E-Business, other tax credits for Research and Development and job and economic growth initiatives. The tax credits represent approximately \$187,047,000 and \$139,972,000 of other accounts receivable in 2016 and 2015, respectively.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

### 5. Funds held for clients

	As at September 30, 2016	As at September 30, 2015
	\$	\$
Cash	173,554	299,433
Long-term bonds (Note 30)	195,976	196,964
	369,530	496,397

# 6. Property, plant and equipment

As at September 30, 2015

Net carrying amount as at September 30, 2015

	Land and buildings	Leasehold improvements	Furniture, fixtures and equipment	Computer equipment	Total
	\$	\$	\$	\$	\$
Cost					
As at September 30, 2015	84,432	209,594	159,947	665,633	1,119,606
Additions	650	18,987	19,085	134,322	173,044
Disposals/retirements	(12,947)	(16,123)	(9,278)	(114,575)	(152,923)
Foreign currency translation adjustment	(3,559)	(6,265)	(3,947)	(33,638)	(47,409)
As at September 30, 2016	68,576	206,193	165,807	651,742	1,092,318
Accumulated depreciation					
As at September 30, 2015	14,589	147,219	89,121	395,568	646,497
Depreciation expense (Note 23)	5,590	19,860	17,187	120,468	163,105
Disposals/retirements	(3,673)	(16,123)	(6,522)	(102,245)	(128,563)
Foreign currency translation adjustment	(1,505)	(4,120)	(2,212)	(20,177)	(28,014)
As at September 30, 2016	15,001	146,836	97,574	393,614	653,025
Net carrying amount as at September 30, 2016	53,575	59,357	68,233	258,128	439,293
	Land and buildings	Leasehold improvements	Furniture, fixtures and equipment	Computer equipment	Total
	\$	\$	\$	\$	\$
Cost					
As at September 30, 2014	72,357	205,242	150,419	603,646	1,031,664
Additions	6,542	4,556	8,944	120,434	140,476
Disposals/retirements	_	(13,491)	(10,693)	(108,695)	(132,879)
Foreign currency translation adjustment	5,533	13,287	11,277	50,248	80,345
As at September 30, 2015	84,432	209,594	159,947	665,633	1,119,606
Accumulated depreciation					
As at September 30, 2014	10,142	125,381	72,790	336,471	544,784
Depreciation expense (Note 23)	3,183	26,982	20,723	122,778	173,666
Disposals/retirements	_	(13,444)	(10,497)	(92,367)	(116,308)
Foreign currency translation adjustment	1,264	8,300	6,105	28,686	44,355

14,589

69,843

147,219

62,375

89,121

70,826

395,568

270,065

646,497 473,109

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 6. Property, plant and equipment (continued)

Property, plant and equipment include the following assets acquired under finance leases:

		As at September 30, 2016			As at September 30, 201	
	Cost	Accumulated depreciation	Net carrying amount	Cost	Accumulated depreciation	Net carrying amount
	\$	\$	\$	\$	\$	\$
Furniture, fixtures and equipment	18,030	9,082	8,948	14,033	7,953	6,080
Computer equipment	64,484	40,668	23,816	85,318	53,533	31,785
	82,514	49,750	32,764	99,351	61,486	37,865

### 7. Contract costs

		As at September 30, 2016			As at September 30, 2015		
	Cost	Accumulated amortization	Net carrying amount	Cost	Accumulated amortization	Net carrying amount	
	\$	\$	\$	\$	\$	\$	
Transition costs	392,908	189,381	203,527	414,604	235,640	178,964	
Incentives	97,140	89,649	7,491	100,811	90,540	10,271	
	490,048	279,030	211,018	515,415	326,180	189,235	

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 8. Intangible assets

	Internal-use software acquired	Internal-use software internally developed	Business solutions acquired	Business solutions internally developed	Software licenses	Client relationships and other	Total
	\$	\$	\$	\$	\$	\$	\$
Cost							
As at September 30, 2015	92,959	55,340	128,370	388,040	174,095	954,667	1,793,471
Additions	5,669	17,112	1,943	37,501	68,683	8,984	139,892
Disposals/retirements	(629)	_	(34,190)	(36,062)	(22,795)	_	(93,676)
Foreign currency translation adjustment	(5,175)	(120)	(1,914)	(7,099)	(6,206)	(28,551)	(49,065)
As at September 30, 2016	92,824	72,332	94,209	382,380	213,777	935,100	1,790,622
Accumulated amortization							
As at September 30, 2015	66,481	42,464	110,818	247,518	100,616	656,763	1,224,660
Amortization expense (Note 23)	9,880	4,066	6,467	30,341	35,583	90,558	176,895
Disposals/retirements	(629)	_	(34,190)	(36,062)	(22,196)	_	(93,077)
Foreign currency translation adjustment	(3,364)	(17)	(1,484)	(3,844)	(2,410)	(16,518)	(27,637)
As at September 30, 2016	72,368	46,513	81,611	237,953	111,593	730,803	1,280,841
Net carrying amount as at September 30, 2016	20,456	25,819	12,598	144,427	102,184	204,297	509,781

	Internal-use software acquired	Internal-use software internally developed	Business solutions acquired	Business solutions internally developed	Software licenses	Client relationships and other	Total
	\$	\$	\$	\$	\$	\$	\$
Cost							
As at September 30, 2014	102,686	50,736	126,715	310,486	164,461	896,359	1,651,443
Additions	2,241	7,269	369	38,100	38,409	_	86,388
Disposals/retirements	(17,206)	(2,902)	(7,691)	(5,050)	(40,373)	(26,213)	(99,435)
Foreign currency translation adjustment	5,238	237	8,977	44,504	11,598	84,521	155,075
As at September 30, 2015	92,959	55,340	128,370	388,040	174,095	954,667	1,793,471
Accumulated amortization		-					
As at September 30, 2014	69,447	42,143	99,778	195,085	100,920	513,996	1,021,369
Amortization expense (Note 23)	10,666	3,125	10,391	25,460	30,664	106,000	186,306
Impairment (Note 23)	_	_	_	5,289	_	_	5,289
Disposals/retirements	(17,206)	(2,902)	(7,691)	(5,050)	(38,028)	(26,213)	(97,090)
Foreign currency translation adjustment	3,574	98	8,340	26,734	7,060	62,980	108,786
As at September 30, 2015	66,481	42,464	110,818	247,518	100,616	656,763	1,224,660
Net carrying amount as at September 30, 2015	26,478	12,876	17,552	140,522	73,479	297,904	568,811

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 9. Other long-term assets

	As at September 30, 2016	As at September 30, 2015
	\$	\$
Insurance contracts held to fund defined benefit pension and life assurance arrangements - reimbursement rights (Note 16)	24,435	24,225
Retirement benefits assets (Note 16)	8,797	9,096
Deferred financing fees	2,882	3,286
Long-term maintenance agreements	20,942	14,971
Deposits	9,893	9,747
Other	20,021	8,028
	86,970	69,353

# 10. Long-term financial assets

	As at September 30, 2016	As at September 30, 2015
	\$	\$
Deferred compensation plan assets (Note 16 et Note 30)	42,139	38,238
Long-term investments (Note 30)	27,246	42,202
Long-term receivables	10,239	11,609
Derivative financial instruments (Note 30)	49,759	30,771
	129,383	122,820

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

#### 11. Goodwill

The Company's operations are managed through the following seven operating segments referred to as our Strategic Business Units, namely: United States of America ("U.S."); Nordics; Canada; France (including Luxembourg and Morocco) ("France"); United Kingdom ("U.K."); Eastern, Central and Southern Europe (primarily Netherlands and Germany) ("ECS"); and Asia Pacific (including Australia, India and the Philippines) ("Asia Pacific"). The operating segments reflect the current management structure and the way that the chief operating decision-maker, who is the President and Chief Executive Officer of the Company, evaluates the business.

The Company completed the annual impairment test as at September 30, 2016 and did not identify any impairment.

The variations in goodwill were as follows:

	U.S.	Nordics	Canada	France	U.K.	ECS	Asia Pacific	Total
	\$	\$	\$	\$	\$	\$	\$	\$
As at September 30, 2015	1,779,793	1,214,993	1,111,702	866,688	992,662	865,113	306,032	7,136,983
Business acquisitions	_	_	444	26,964	_	_	_	27,408
Foreign currency translation adjustment	(36,773)	(24,378)	_	(12,025)	(153,646)	(11,802)	7,566	(231,058)
As at September 30, 2016	1,743,020	1,190,615	1,112,146	881,627	839,016	853,311	313,598	6,933,333

#### Key assumptions in goodwill impairment testing

The key assumptions for the CGUs are disclosed in the following table:

As at September 30, 2016	U.S.	Nordics	Canada	France	U.K.	ECS	Asia Pacific
	%	%	%	%	%	%	%
Pre-tax WACC	11.8	10.0	9.0	9.2	8.1	9.1	19.2
Long-term growth rate of net operating cash flows <sup>1</sup>	2.0	1.9	2.0	2.0	1.9	1.9	2.0
As at September 30, 2015	U.S.	Nordics	Canada	France	U.K.	ECS	Asia Pacific
	%	%	%	%	%	%	%
Pre-tax WACC	11.3	11.4	9.0	10.6	9.9	10.8	19.5
Long-term growth rate of net operating cash flows <sup>1</sup>	2.0	1.8	2.0	1.9	1.8	1.7	2.0

<sup>&</sup>lt;sup>1</sup> The long-term growth rate is based on published industry research.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

#### 12. Provisions

	Onerous leases <sup>1, 4</sup>	Litigation and claims <sup>2</sup>	Decommissioning liabilities <sup>3</sup>	Restructuring <sup>4</sup>	Total
	\$	\$	\$	\$	\$
As at September 30, 2015	39,483	24,159	38,753	54,640	157,035
Additional provisions	2,639	2,168	4,891	29,100	38,798
Utilized amounts	(13,492)	(10,553)	(2,278)	(69,724)	(96,047)
Reversals of unused amounts	(10,480)	(6,160)	(1,593)	_	(18,233)
Discount rate adjustment and imputed interest	184	_	433	_	617
Foreign currency translation adjustment	(2,088)	(614)	(3,500)	(590)	(6,792)
As at September 30, 2016	16,246	9,000	36,706	13,426	75,378
Current portion	6,362	9,000	8,582	10,980	34,924
Non-current portion	9,884	_	28,124	2,446	40,454

	Onerous leases <sup>1, 4</sup>	Litigation and claims <sup>2</sup>	Decommissioning liabilities <sup>3</sup>	Restructuring <sup>4</sup>	Total
	\$	\$	\$	\$	\$
As at September 30, 2014	45,649	31,593	44,781	91,872	213,895
Additional provisions	8,468	4,902	362	32,836	46,568
Utilized amounts	(15,262)	(2,919)	(489)	(70,416)	(89,086)
Reversals of unused amounts	(2,957)	(9,803)	(8,875)	_	(21,635)
Discount rate adjustment and imputed interest	319	_	431	_	750
Foreign currency translation adjustment	3,266	386	2,543	348	6,543
As at September 30, 2015	39,483	24,159	38,753	54,640	157,035
Current portion	15,408	24,159	7,460	47,371	94,398
Non-current portion	24,075	_	31,293	7,269	62,637

As at September 30, 2016, the timing of cash outflows relating to these provisions ranges between one and seven years (one and eight years as at September 30, 2015) and they were discounted at a weighted average rate of 0.77% (0.85% as at September 30, 2015). The reversals of unused amounts are mostly due to favourable settlements

During the year ended September 30, 2016, the Company paid in total \$57,353,000 related to the restructuring program (\$1,567,000 during the year ended September 30, 2015) of which \$55,568,000 (\$1,567,000 for the year ended September 30, 2015) was for restructuring and \$1,785,000 (nil for the year ended September 30, 2015) was for onerous leases. In addition, during the year ended September 30, 2016, the Company paid in total \$19,431,000 related to the integration of Logica plc (\$74,363,000 during the year ended September 30, 2015) of which \$14,156,000 (\$68,849,000 for the year ended September 30, 2015) was for restructuring and \$5,275,000 (\$5,514,000 for the year ended September 30, 2015) was for onerous leases.

<sup>&</sup>lt;sup>2</sup> As at September 30, 2016, litigation and claims include provisions related to tax exposure (other than those related to income tax), contractual disputes, employee claims and other of nil, \$5,289,000 and \$3,711,000, respectively (as at September 30, 2015, \$9,854,000, \$6,405,000 and \$7,900,000, respectively). The reversals of unused amounts are mostly due to favourable settlements of tax exposures and employee claims.

<sup>&</sup>lt;sup>3</sup> As at September 30, 2016, the decommissioning liability was based on the expected cash flows of \$37,472,000 (\$39,574,000 as at September 30, 2015) and was discounted at a weighted average rate of 0.98% (1.13% as at September 30, 2015). The timing of the settlement of these obligations ranges between one and eleven years as at September 30, 2016 (one and eight years as at September 30, 2015). The reversals of unused amounts are mostly due to favourable settlements.

During the year ended September 30, 2015, the Company announced a restructuring program of approximately \$60,000,000 to advance the realization of benefits associated with productivity enablers and other cost initiatives expected to yield savings throughout fiscal 2016. For the year ended September 30, 2016, the Company incurred \$29,100,000 of the announced program (\$35,903,000 during the year ended September 30, 2015) of which \$29,100,000 (\$32,836,000 for the year ended September 30, 2015) was accounted for in the provision for restructuring and nil (\$3,067,000 for the year ended September 30, 2015) was accounted for in the provision for onerous leases.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

#### 13. Long-term debt

	As at September 30, 2016	As at September 30, 2015
	\$	\$
Senior U.S. unsecured notes repayable in December by tranches of \$111,529 (U.S. \$85,000) in 2016, \$183,694 (U.S.\$140,000) in 2018 and \$328,025 (U.S.\$250,000) in 2021	630,881	640,693
Senior unsecured notes repayable in September by tranches of \$52,484 (U.S.\$40,000) in 2019, \$72,166 (U.S.\$55,000) in 2021, \$393,630 (U.S.\$300,000) in 2024, \$459,235 (U.S.\$350,000) in 7 yearly payments of U.S.\$50,000 from 2018 to 2024 and \$125,350 (€85,000) in 2021 <sup>2</sup>	1,102,155	1,124,487
•	1,102,155	
Unsecured committed term loan credit facility <sup>3</sup>	_	129,222
Obligations repayable in blended monthly installments maturing at various dates until 2021, bearing a weighted average interest rate of 2.57% (2.70% in 2015)	111,205	152,078
Obligations under finance leases repayable in blended monthly installments maturing at various dates until 2022, bearing a weighted average interest rate of 3.40% (3.48% in 2015)	42,172	57,170
,	•	,
Other long-term debt	24,562	23,437
	1,910,975	2,127,087
Current portion	192,036	230,906
	1,718,939	1,896,181

The Company has an unsecured committed revolving credit facility available for an amount of \$1,500,000,000 that expires in December 2019. This facility bears interest at Bankers' acceptance, LIBOR or Canadian prime, plus a variable margin that is determined based on the Company's leverage ratio. As at September 30, 2016, no amount was drawn upon this facility. Also, an amount of \$33,914,000 has been committed against this facility to cover various letters of credit issued for clients and other parties. On November 8, 2016, the facility was extended by two years to December 2021 and can be further extended. There were no material changes in the terms and conditions including interest rates and banking covenants. The unsecured committed revolving credit facility contains covenants that require the Company to maintain certain financial ratios (Note 31). As at September 30, 2016, the Company was in compliance with these covenants.

As at September 30, 2016, an amount of \$623,248,000 was drawn, plus fair value adjustments relating to interest rate swaps designated as fair value hedges of \$7,992,000 less financing fees of \$359,000. The private placement financing with U.S. institutional investors is comprised of three tranches of Senior U.S. unsecured notes, with a weighted average maturity of 3.4 years and a weighted average interest rate of 4.57% (4.57% in 2015). The Senior U.S. unsecured notes contain covenants that require the Company to maintain certain financial ratios (Note 31). As at September 30, 2016, the Company was in compliance with these covenants.

As at September 30, 2016, an amount of \$1,102,865,000 was drawn, less financing fees of \$710,000. The private placement is comprised of four tranches of Senior U.S. unsecured notes and one tranche of Senior euro unsecured note, with a weighted average maturity of 5.9 years and a weighted average interest rate of 3.62% (3.62% in 2015). The Senior unsecured notes contain covenants that require the Company to maintain certain financial ratios (Note 31). As at September 30, 2016, the Company was in compliance with these covenants.

In January 2016, the Company repaid in advance, without penalty, the remaining portion of the May 2016 maturing tranche of unsecured committed term loan credit facility for a total amount of \$129,736,000. Following the debt repayment, the Company settled the related floating-to-fixed interest rate swap with a notional amount of \$109,730,000 with no material impact, and settled the related cross-currency swap with a notional amount of \$109,730,000 (Note 30).

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 13. Long-term debt (continued)

Principal repayments on long-term debt, excluding fair value hedges, obligations under finance leases and financing fees, over the forthcoming years are as follows:

	\$
Less than one year	173,362
Between one and two years	101,253
Between two and five years	664,496
Beyond five years	922,769
Total principal payments on long-term debt	1,861,880

Minimum finance lease payments are as follows:	Principal	Interest	Payment
	\$	\$	\$
Less than one year	18,738	978	19,716
Between one and two years	11,193	596	11,789
Between two and five years	11,479	453	11,932
Beyond five years	762	6	768
Total minimum finance lease payments	42,172	2,033	44,205

# 14. Other long-term liabilities

	As at September 30, 2016	As at September 30, 2015
	\$	\$
Deferred revenue	151,292	167,576
Deferred compensation plan liabilities (Note 16)	43,844	40,940
Deferred rent	43,118	56,165
Other	6,053	12,542
	244,307	277,223

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

### 15. Income taxes

	Year ended	September 30
	2016	2015
	\$	\$
Current income tax expense		
Current income tax expense in respect of the current year	294,992	302,813
Adjustments recognized in the current year in relation to the income tax expense of prior years	(7,413)	(13,539)
Total current income tax expense	287,579	289,274
Deferred income tax expense		
Deferred income tax expense relating to the origination and reversal of temporary differences	106,939	76,953
Deferred income tax expense relating to changes in tax rates	7,776	1,456
Adjustments recognized in the current year in relation to the deferred income tax expense of prior years	928	(901)
Recognition of previously unrecognized temporary differences	(19,153)	(15,790)
Total deferred income tax expense	96,490	61,718
Total income tax expense	384,069	350,992

The Company's effective income tax rate differs from the combined Federal and Provincial Canadian statutory tax rate as follows:

Year ended September	
2016	2015
%	%
26.9	26.9
0.9	0.3
(0.4)	(1.1)
(1.0)	0.5
(1.3)	(1.2)
0.8	0.9
0.5	0.1
26.4	26.4
	2016 % 26.9 0.9 (0.4) (1.0) (1.3) 0.8 0.5

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 15. Income taxes (continued)

The continuity of deferred income tax balances is as follows:

	As at September 30, 2015	Additions from business acquisition	Recognized in earnings	Recognized in other comprehensive income	Recognized in equity	Foreign currency translation adjustment and other	As at September 30, 2016
			\$	\$	\$	\$	\$
Accounts payable, accrued liabilities and other long-term liabilities	73,483	_	10,259	_	_	(2,650)	81,092
Tax benefits on losses carried forward	224,397	_	(76,391)	_	_	(13,281)	134,725
Accrued compensation	57,439	93	(23,819)	_	8,468	(401)	41,780
Retirement benefits obligations	32,491	_	3,041	6,565	_	(832)	41,265
Allowance for doubtful accounts	4,400	_	(3,698)	_	_	(104)	598
PP&E, contract costs, intangible assets and other long-term assets	(145,720)	(2,576)	13,632	_	_	(1,999)	(136,663)
Work in progress	(68,167)	_	(12,921)	_	_	1,538	(79,550)
Goodwill	(54,807)	_	(2,309)	_	_	1,066	(56,050)
Refundable tax credits on salaries	(21,131)	_	(1,085)	_	_	_	(22,216)
Cash flow hedges	(14,061)	_	265	3,959	_	802	(9,035)
Other liabilities	2,120	154	(3,464)	1,196	_	367	373
Deferred income taxes, net	90,444	(2,329)	(96,490)	11,720	8,468	(15,494)	(3,681)

	As at September 30, 2014	Recognized in earnings	Recognized in other comprehensive income	Recognized in equity	Foreign currency translation adjustment and other	As at September 30, 2015
	\$	\$	\$	\$	\$	\$
Accounts payable, accrued liabilities and other long-term liabilities	79,971	(14,397)	_	_	7,909	73,483
Tax benefits on losses carried forward	269,134	(58,650)	_	_	13,913	224,397
Accrued compensation	57,406	(7,846)	_	(386)	8,265	57,439
Retirement benefits obligations	35,315	(3,267)	(519)	_	962	32,491
Allowance for doubtful accounts	3,827	210	_	_	363	4,400
PP&E, contract costs, intangible assets and other long-term assets	(160,592)	27,278	_	_	(12,406)	(145,720)
Work in progress	(56,068)	(1,992)	_	_	(10,107)	(68,167)
Goodwill	(46,757)	211	_	_	(8,261)	(54,807)
Refundable tax credits on salaries	(17,966)	(3,165)	_	_	_	(21,131)
Cash flow hedges	(2,417)	(33)	(11,176)	_	(435)	(14,061)
Other liabilities	5,591	(67)	(2,578)	_	(826)	2,120
Deferred income taxes, net	167,444	(61,718)	(14,273)	(386)	(623)	90,444

The deferred income taxes are presented as follows in the consolidated balance sheets:

	As at September 30, 2016	As at September 30, 2015
	\$	\$
Deferred tax assets	179,898	261,431
Deferred tax liabilities	(183,579)	(170,987)
	(3,681)	90,444

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

#### 15. Income taxes (continued)

As at September 30, 2016, the Company had \$744,092,000 (\$1,104,894,000 as at September 30, 2015) in operating tax losses carried forward, of which \$105,505,000 (\$131,980,000 as at September 30, 2015) expire at various dates up to 2036 and \$638,587,000 (\$972,914,000 as at September 30, 2015) have no expiry dates. The Company recognized a deferred tax asset of \$170,075,000 (\$267,350,000 as at September 30, 2015) on the losses carried forward and recognized a valuation allowance of \$39,430,000 (\$48,653,000 as at September 30, 2015). The resulting net deferred tax asset of \$130,645,000 (\$218,697,000 as at September 30, 2015) is the amount that is more likely than not to be realized, based on deferred tax liabilities reversal and future taxable profits. The unrecognized losses amounted to \$143,700,000 (\$167,100,000 as at September 30, 2015).

As at September 30, 2016, the Company had \$662,334,000 (\$663,275,000 as at September 30, 2015) in non-operating tax losses carried forward that have no expiry dates. The Company recognized a deferred tax asset of \$113,125,000 (\$130,903,000 as at September 30, 2015) on the losses carried forward and recognized a valuation allowance of \$109,045,000 (\$125,203,000 as at September 30, 2015). The resulting net deferred tax asset of \$4,080,000 (\$5,700,000 as at September 30, 2015) is the amount that is more likely than not to be realized, based on deferred tax liabilities reversal and future taxable profits. The unrecognized losses amounted to \$638,300,000 (\$634,800,000 as at September 30, 2015).

As at September 30, 2016, the Company has not recorded deferred tax liabilities on undistributed earnings of its foreign subsidiaries when they are considered indefinitely reinvested, unless it is probable that these temporary differences will reverse. Upon distribution of these earnings in the form of dividends or otherwise, the Company may be subject to taxes. The temporary differences associated with investments in foreign subsidiaries for which a deferred tax liability has not been recognized amounted to \$2,339,815,000 (\$2,031,729,000 as at September 30, 2015).

The cash and cash equivalents held by foreign subsidiaries were \$557,800,000 as at September 30, 2016 (\$263,607,000 as at September 30, 2015). The tax implications and impact related to its repatriation have been accounted for and will not materially affect the Company's liquidity.

### 16. Employee benefits

The Company operates various post-employment plans, including defined benefit and defined contribution pension plans as well as other benefit plans for its employees.

#### **DEFINED BENEFIT PLANS**

The Company operates defined benefit pension plans primarily for the benefit of employees in U.K., Germany, France, with smaller plans in other countries. The benefits are based on pensionable salary and years of service. U.K. and Germany plans are funded with the assets held in separate funds. The plan in France is unfunded.

The defined benefit plans expose the Company to interest risk, inflation risk, longevity risk, currency risk and market investment risk.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

#### 16. Employee benefits (continued)

#### **DEFINED BENEFIT PLANS (CONTINUED)**

The following description focuses mainly on plans registered in U.K., Germany and France:

#### U.K.

In U.K., the Company has three defined benefit pension plans, CMG U.K. Pension Scheme, Logica U.K. Pension & Life Assurance Scheme and Logica Defined Benefit Pension Plan.

The CMG U.K. Pension Scheme is closed to new members and is closed to further accrual of rights for existing members. The Logica U.K. Pension & Life Assurance Scheme is still open but only for employees who come from the civil service with protected pensions. Logica Defined Benefit Pension Plan was created to mirror the Electricity Industry pension scheme and was created for employees that worked for National Grid and Welsh Water with protected benefits.

Both the Logica U.K. Pension & Life Assurance Scheme and Logica Defined Benefit Pension Plan are employer and employee based contribution plans.

The trustees are the custodians of the defined benefit pension plans and are responsible for the plan administration, including investment strategies. The trustees review periodically the investment and the asset allocation policies. As such, CMG U.K. Pension Scheme policy is to target an allocation of 35% to return-seeking assets such as equities and 65% towards a mixture of assets such as bonds and liability-driven investments such as investment funds; Logica Defined Benefit Pension plan policy is to invest 30% of the plan's assets in equities and 70% in bonds; Logica U.K. Pension & Life Assurance Scheme target is to invest 20% of the Scheme's assets in equities and 80% in bonds.

U.K. Pensions Act 2004 requires that full formal actuarial valuations are carried out at least every three years to determine the contributions that the Company should pay in order for the plan to meet its statutory objective, taking into account the assets already held. In the interim years, the trustees need to obtain estimated funding updates unless the scheme has less than 100 members in total.

The latest funding actuarial valuations of the CMG U.K. Pension Scheme as well as the Logica U.K. Pension & Life Assurance Scheme was performed in September 2015 and the results are expected to be available by the end of the 2016 calendar year. In the meantime, the Company continues to contribute to the CMG U.K. Pension Scheme in line with the last funding actuarial valuation, the quarterly payments of \$3,074,000 to cover the deficit and approximately \$342,000 to cover administration expenses.

The latest funding actuarial valuation for the Logica Defined Benefit Pension Plan was performed in June 2014 and reported a deficit of \$3,074,000. During the year ended September 30, 2016, the Company contributed monthly payments of \$102,000 to eliminate the funding shortfall and \$10,000 to cover administration expenses.

#### Germany

In Germany, the Company has numerous defined benefit pension plans which are all closed to new members. In the majority of the plans, upon retirement of employees, the benefits are in the form of a monthly pension and in a few plans, the employees will receive an indemnity in the form of a lump-sum payment. About one third of the plans are bound by the former works council agreements. There are no mandatory funding requirements. The plans are funded by the contributions made by the Company. In some plans, insurance policies are taken out to fund retirement benefit plans. These do not qualify as plan assets and are presented as reimbursement rights.

#### **France**

In France, the retirement indemnities are provided in accordance with the Labour Code. Upon retirement, employees will receive an indemnity (depending on the salary and seniority in the Company) in the form of a lump-sum payment.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 16. Employee benefits (continued)

### **DEFINED BENEFIT PLANS (CONTINUED)**

The following table presents amounts for post-employment benefits plans included in the consolidated balance sheets:

As at September 30, 2016	U.K.	Germany	France	Other	Total
	\$	\$	\$	\$	\$
Defined benefit obligations	(814,156)	(97,392)	(58,565)	(60,041)	(1,030,154)
Fair value of plan assets	792,665	12,403	_	17,575	822,643
	(21,491)	(84,989)	(58,565)	(42,466)	(207,511)
Fair value of reimbursement rights	_	23,269	_	1,166	24,435
Net liability recognized in the balance sheet	(21,491)	(61,720)	(58,565)	(41,300)	(183,076)
Presented as:					
Other long-term assets (Note 9)					
Insurance contracts held to fund defined benefit pension and life assurance arrangements - reimbursement rights	_	23,269	_	1,166	24,435
Retirement benefits assets	8,797	_	_	_	8,797
Retirement benefits obligations	(30,288)	(84,989)	(58,565)	(42,466)	(216,308)
	(24.404)	(64.720)	(58,565)	(41,300)	(183,076)
	(21,491)	(61,720)	(38,363)	(41,300)	(103,070)
As at September 30, 2015	U.K.	Germany	France	Other	Total
	U.K.	Germany \$	France	Other \$	Total
Defined benefit obligations	U.K. \$ (753,583)	Germany \$ (82,380)	France	Other \$ (48,727)	Total \$ (934,293)
	U.K. \$ (753,583) 726,224	Germany \$ (82,380) 12,046	France \$ (49,603) —	Other \$ (48,727) 15,056	Total \$ (934,293) 753,326
Defined benefit obligations Fair value of plan assets	U.K. \$ (753,583)	Germany \$ (82,380) 12,046 (70,334)	France	Other \$ (48,727) 15,056 (33,671)	Total \$ (934,293) 753,326 (180,967)
Defined benefit obligations	U.K. \$ (753,583) 726,224	Germany \$ (82,380) 12,046	France \$ (49,603) —	Other \$ (48,727) 15,056	Total \$ (934,293) 753,326 (180,967) 24,225
Defined benefit obligations Fair value of plan assets  Fair value of reimbursement rights  Net liability recognized in the balance sheet	U.K. \$ (753,583) 726,224 (27,359)	Germany \$ (82,380) 12,046 (70,334) 23,074	France \$ (49,603) — (49,603)	Other \$ (48,727) 15,056 (33,671) 1,151	Total \$ (934,293) 753,326 (180,967) 24,225
Defined benefit obligations Fair value of plan assets  Fair value of reimbursement rights Net liability recognized in the balance sheet  Presented as:	U.K. \$ (753,583) 726,224 (27,359)	Germany \$ (82,380) 12,046 (70,334) 23,074	France \$ (49,603) — (49,603)	Other \$ (48,727) 15,056 (33,671) 1,151	Total \$ (934,293) 753,326 (180,967) 24,225
Defined benefit obligations Fair value of plan assets  Fair value of reimbursement rights  Net liability recognized in the balance sheet	U.K. \$ (753,583) 726,224 (27,359)	Germany \$ (82,380) 12,046 (70,334) 23,074	France \$ (49,603) — (49,603)	Other \$ (48,727) 15,056 (33,671) 1,151	Total \$ (934,293) 753,326 (180,967) 24,225
Defined benefit obligations Fair value of plan assets  Fair value of reimbursement rights  Net liability recognized in the balance sheet  Presented as: Other long-term assets (Note 9) Insurance contracts held to fund defined benefit pension and life assurance	U.K. \$ (753,583) 726,224 (27,359)	Germany \$ (82,380) 12,046 (70,334) 23,074 (47,260)	France \$ (49,603) — (49,603)	Other \$ (48,727) 15,056 (33,671) 1,151 (32,520)	Total \$ (934,293) 753,326 (180,967) 24,225 (156,742)
Defined benefit obligations Fair value of plan assets  Fair value of reimbursement rights Net liability recognized in the balance sheet  Presented as: Other long-term assets (Note 9) Insurance contracts held to fund defined benefit pension and life assurance arrangements - reimbursement rights	U.K. \$ (753,583) 726,224 (27,359) — (27,359)	Germany \$ (82,380) 12,046 (70,334) 23,074 (47,260)	France \$ (49,603) — (49,603)	Other \$ (48,727) 15,056 (33,671) 1,151 (32,520)	Total \$ (934,293) 753,326 (180,967) 24,225 (156,742)

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 16. Employee benefits (continued)

### **DEFINED BENEFIT PLANS (CONTINUED)**

Defined benefit obligations	U.K.	Germany	France	Other	Total
	\$	\$	\$	\$	\$
As at September 30, 2015	753,583	82,380	49,603	48,727	934,293
Liabilities assumed in a business acquisition	_	_	381	_	381
Current service cost	1,133	808	4,314	5,720	11,975
Interest cost	26,177	1,911	1,172	2,529	31,789
Actuarial losses due to change in financial assumptions <sup>1</sup>	199,229	15,576	8,178	4,849	227,832
Actuarial (gains) losses due to change in demographic assumptions <sup>1</sup>	(8,853)	_	(3,870)	121	(12,602)
Actuarial losses due to experience <sup>1</sup>	64	257	43	209	573
Past service cost	_	_	_	3,552	3,552
Plan participant contributions	181	_	_	22	203
Benefits paid from the plan	(21,781)	(225)	_	(2,085)	(24,091)
Benefits paid directly by employer	_	(1,926)	(577)	(1,882)	(4,385)
Foreign currency translation adjustment <sup>1</sup>	(135,577)	(1,389)	(679)	(1,721)	(139,366)
As at September 30, 2016	814,156	97,392	58,565	60,041	1,030,154
Defined benefit obligation of unfunded plans	_	_	58,565	34,436	93,001
Defined benefit obligation of funded plans	814,156	97,392	_	25,605	937,153
As at September 30, 2016	814,156	97,392	58,565	60,041	1,030,154

Defined benefit obligations	U.K.	Germany	France	Other	Total
	\$	\$	\$	\$	\$
As at September 30, 2014	643,857	78,035	42,540	49,370	813,802
Obligations extinguished on settlement	_	_	_	(15,201)	(15,201)
Settlement gain	_	_	_	(1,819)	(1,819)
Current service cost	1,102	938	3,253	3,303	8,596
Interest cost	25,883	1,936	1,005	1,875	30,699
Actuarial losses (gains) due to change in financial assumptions 1	14,421	1,206	(2,884)	4,134	16,877
Actuarial losses due to change in demographic assumptions <sup>1</sup>	5,496	_	4,556	1,568	11,620
Actuarial losses (gains) due to experience <sup>1</sup>	2,120	(2,328)	(928)	1,171	35
Past service cost	_	_	(343)	(103)	(446)
Plan participant contributions	196	_	_	143	339
Benefits paid from the plan	(15,380)	(448)	_	(925)	(16,753)
Benefits paid directly by employer	_	(1,732)	(152)	(1,647)	(3,531)
Foreign currency translation adjustment <sup>1</sup>	75,888	4,773	2,556	6,858	90,075
As at September 30, 2015	753,583	82,380	49,603	48,727	934,293
Defined benefit obligation of unfunded plans	_	_	49,603	26,891	76,494
Defined benefit obligation of funded plans	753,583	82,380	_	21,836	857,799
As at September 30, 2015	753,583	82,380	49,603	48,727	934,293

<sup>&</sup>lt;sup>1</sup> Amounts recognized in other comprehensive income.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 16. Employee benefits (continued)

## **DEFINED BENEFIT PLANS (CONTINUED)**

Plan assets and reimbursement rights	U.K.	Germany	France	Other	Total
	\$	\$	\$	\$	\$
As at September 30, 2015	726,224	35,120	_	16,207	777,551
Interest income on plan assets	25,494	813	_	1,087	27,394
Employer contributions	17,896	2,024	577	5,302	25,799
Return on assets excluding interest income <sup>1</sup>	178,033	437	_	597	179,067
Plan participants contributions	181	_	_	22	203
Benefits paid from the plan	(21,781)	(225)	_	(2,085)	(24,091)
Benefits paid directly by employer	_	(1,926)	(577)	(1,882)	(4,385)
Administration expenses paid from the plan	(1,839)	_	_	(3)	(1,842)
Foreign currency translation adjustment <sup>1</sup>	(131,543)	(571)	_	(504)	(132,618)
As at September 30, 2016	792,665	35,672	_	18,741	847,078
Plan assets	792,665	12,403	_	17,575	822,643
Reimbursement rights	_	23,269	_	1,166	24,435
As at September 30, 2016	792,665	35,672	_	18,741	847,078

Plan assets and reimbursement rights	U.K.	Germany	France	Other	Total
	\$	\$	\$	\$	\$
As at September 30, 2014	601,313	33,000	_	26,888	661,201
Assets distributed on settlement	_	_	_	(15,201)	(15,201)
Interest income on plan assets	24,287	818	_	1,204	26,309
Employer contributions	17,975	2,191	152	1,863	22,181
Return on assets excluding interest income <sup>1</sup>	27,586	84	_	376	28,046
Plan participants contributions	196	_	_	143	339
Benefits paid from the plan	(15,380)	(1,154)	_	(925)	(17,459)
Benefits paid directly by employer	_	(1,732)	(152)	(1,214)	(3,098)
Administration expenses paid from the plan	(2,161)	_	_	(6)	(2,167)
Foreign currency translation adjustment <sup>1</sup>	72,408	1,913	_	3,079	77,400
As at September 30, 2015	726,224	35,120	_	16,207	777,551
Plan assets	726,224	12,046	_	15,056	753,326
Reimbursement rights	_	23,074	_	1,151	24,225
As at September 30, 2015	726,224	35,120	_	16,207	777,551

<sup>&</sup>lt;sup>1</sup> Amounts recognized in other comprehensive income.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 16. Employee benefits (continued)

### **DEFINED BENEFIT PLANS (CONTINUED)**

The plan assets at the end of the year consist of:

As at September 30, 2016	U.K.	Germany	France	Other	Total
	\$	\$	\$	\$	\$
Quoted equities	200,163	_	_	_	200,163
Quoted bonds	188,674	_	_	162	188,836
Property	30,004	_	_	_	30,004
Cash	62,708	_	_	55	62,763
Other <sup>1</sup>	311,116	12,403	_	17,358	340,877
	792,665	12,403	_	17,575	822,643

As at September 30, 2015	U.K.	Germany	France	Other	Total
	\$	\$	\$	\$	\$
Quoted equities	180,891	_	_	_	180,891
Quoted bonds	331,677	_	_	141	331,818
Property	37,740	_	_	_	37,740
Cash	43,490	_	_	10	43,500
Other <sup>1</sup>	132,426	12,046	_	14,905	159,377
	726,224	12,046	_	15,056	753,326

<sup>1</sup> Other is mainly composed of various insurance policies and quoted investment funds to cover some of the defined benefit obligations.

Plan assets do not include any shares of the Company, property occupied by the Company or any other assets used by the Company.

The following table summarizes the expense 1 recognized in the consolidated statements of earnings:

	Year ended	Year ended September 30	
	2016	2015	
	\$	\$	
Current service cost	11,975	8,596	
Settlement gain	_	(1,819)	
Past service cost	3,552	(446)	
Net interest on net defined benefit liability or asset	4,395	4,390	
Administration expenses	1,842	2,167	
	21,764	12,888	

The expense was presented as costs of services, selling and administrative for an amount of \$15,527,000 and as net finance costs for an amount of \$6,237,000 (\$6,331,000 and \$6,557,000, respectively, for the year ended September 30, 2015) (Note 24).

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 16. Employee benefits (continued)

## **DEFINED BENEFIT PLANS (CONTINUED)**

### **Actuarial assumptions**

The following are the principal actuarial assumptions (expressed as weighted averages). The assumed discount rates, future salary and pension increases, inflation rates and mortality all have a significant effect on the accounting valuation.

As at September 30, 2016	U.K.	Germany	France	Other
	%	%	%	%
Discount rate	2.31	1.04	1.04	3.86
Future salary increases	3.15	2.50	2.17	4.49
Future pension increases	3.11	1.50	_	_
Inflation rate	3.15	2.00	2.00	3.10
As at September 30, 2015	U.K.	Germany	France	Other
	%	%	%	%
Discount rate	3.78	2.40	2.40	4.93
Future salary increases	3.27	2.50	3.14	4.66
Future pension increases	3.21	2.00	_	_
Inflation rate	3.27	2.00	2.00	3.29

The average longevity over 65 of a member presently at age 45 and 65 are as follows:

As at September 30, 2016	U.K.	Germany
		(in years)
Longevity at age 65 for current members		
Males	22.2	20.0
Females	24.2	24.0
Longevity at age 45 for current members		
Males	23.9	22.0
Females	26.1	26.0
As at September 30, 2015	U.K.	Germany
		(in years)
Longevity at age 65 for current members		
Males	22.4	19.0
Females	24.4	23.0
Longevity at age 45 for current members		
Males	24.1	22.0
Females	26.3	26.0

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 16. Employee benefits (continued)

### **DEFINED BENEFIT PLANS (CONTINUED)**

### **Actuarial assumptions (continued)**

Decrease of one year in life expectancy

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience in each country. Mortality assumptions for the most significant countries are based on the following post-retirement mortality tables for the year ended September 30, 2016: (1) U.K.: 100% S2PxA (year of birth) plus CMI\_2015 projections with 1.25% p.a. minimum long term improvement rate, (2) Germany: Heubeck RT2005G (3) and France: INSEE TVTD 2009-2011.

The following table shows the sensitivity of the defined benefit obligations to changes in the principal actuarial assumptions:

As at September 30, 2016	U.K.	Germany	France
	\$	\$	\$
Increase of 0.25% in the discount rate	(36,935)	(3,556)	(2,476)
Decrease of 0.25% in the discount rate	39,406	3,762	2,612
Salary increase of 0.25%	724	80	2,588
Salary decrease of 0.25%	(714)	(78)	(2,466)
Pension increase of 0.25%	17,860	1,802	_
Pension decrease of 0.25%	(16,963)	(1,721)	_
Increase of 0.25% in inflation rate	28,843	1,802	2,588
Decrease of 0.25% in inflation rate	(27,303)	(1,721)	(2,466)
Increase of one year in life expectancy	24,093	2,918	444
Decrease of one year in life expectancy	(23,900)	(2,601)	(485)
As at September 30, 2015	U.K.	Germany	France
	\$	\$	\$
Increase of 0.25% in the discount rate	(32,458)	(2,832)	(2,154)
Decrease of 0.25% in the discount rate	34,580	2,990	2,275
Salary increase of 0.25%	759	58	2,274
Salary decrease of 0.25%	(747)	(57)	(2,163)
Pension increase of 0.25%	14,804	1,452	_
Pension decrease of 0.25%	(14,089)	(1,390)	_
Increase of 0.25% in inflation rate	25,155	1,452	2,274
Decrease of 0.25% in inflation rate	(23,829)	(1,390)	(2,163)
Increase of one year in life expectancy	17,627	2,145	395

The sensitivity analysis above have been based on a method that extrapolates the impact on the defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the year.

(17,656)

(1,927)

The weighted average durations of the defined benefit obligations are as follows:

	Year ended Se	Year ended September 30	
	2016	2015	
	(in year	rs)	
U.K.	20	19	
Germany	15	15	
France	18	18	
Other	13	14	

(426)

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

## 16. Employee benefits (continued)

### **DEFINED BENEFIT PLANS (CONTINUED)**

The Company expects to contribute \$19,161,000 to defined benefit plans during the next year, of which \$16,046,000 relates to the U.K. plans, and \$3,115,000 relating to the other plans. The contributions will include new benefit accruals and deficit recovery payments.

### **DEFINED CONTRIBUTION PLANS**

The Company also operates defined contribution retirement plans. In some countries, contributions are made into state pension plans. The pension cost for defined contribution plans amounted to \$236,678,000 in 2016 (\$228,746,000 in 2015).

In addition, in Sweden the Company contributes to a multi-employer plan, Alecta SE ("Alecta") pension plan, which is a defined benefit pension plan. This pension plan is classified as a defined contribution plan as sufficient information is not available to use defined benefit accounting. Alecta lacks the possibility of establishing an exact distribution of assets and provisions to the respective employers. The Company's proportion of the total contributions to the plan is 0.77% and the Company's proportion of the total number of active members in the plan is 0.56%.

Alecta uses a collective funding ratio to determine the surplus or deficit in the pension plan. Any surplus or deficit in the plan will affect the amount of future contributions payable. The collective funding is the difference between Alecta's assets and the commitments to the policy holders and insured individuals. The collective solvency is normally allowed to vary between 125% and 155%, with the target being 140%. At September 30, 2016, Alecta's collective funding ratio was 142% (148% in 2015). The plan expense was \$34,528,000 in 2016 (\$38,052,000 in 2015). The Company expects to contribute \$30,028,000 to the plan during the next year.

### **OTHER BENEFIT PLANS**

The Company maintains deferred compensation plans covering some of its U.S. and Germany management. Some of the plans include assets that will be used to fund the liabilities. As at September 30, 2016, the deferred compensation liability totaled \$43,844,000 (\$40,940,000 as at September 30, 2015) (Note 14) and the deferred compensation assets totaled \$42,139,000 (\$38,238,000 as at September 30, 2015) (Note 10).

For the deferred compensation plan in U.S., a trust was established so that the plan assets could be segregated; however, the assets are subject to the Company's general creditors in the case of bankruptcy. The assets composed of investments vary with employees' contributions and changes in the value of the investments. The change in liabilities associated with the plan is equal to the change of the assets. The assets in the trust and the associated liabilities totaled \$41,423,000 as at September 30, 2016 (\$37,439,000 as at September 30, 2015).

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 17. Accumulated other comprehensive income

	As at September 30, 2016	As at September 30, 2015
	\$	\$
Items that will be reclassified subsequently to net earnings:		
Net unrealized gains on translating financial statements of foreign operations, net of accumulated income tax expense of \$69,777 as at September 30, 2016 (\$72,873 as at September 30, 2015)	837,056	1,111,339
Net losses on derivative financial instruments and on translating long-term debt designated as hedges of net investments in foreign operations, net of accumulated income tax recovery of \$72,490 as at September 30, 2016 (\$75,316 as at September 30, 2015)	(466,799)	(485,245)
Net unrealized gains on cash flow hedges, net of accumulated income tax expense of \$8,876 as at September 30, 2016 (\$13,732 as at September 30, 2015)	13,931	32,228
Net unrealized gains on available-for-sale investments, net of accumulated income tax expense of \$965 as at September 30, 2016 (\$925 as at September 30, 2015)	2,947	2,718
Items that will not be reclassified subsequently to net earnings:		
Net remeasurement losses on defined benefit plans, net of accumulated income tax recovery of \$25,160 as at September 30, 2016 (\$19,820 as at September 30, 2015)	(83,007)	(62,814)
	304,128	598,226

For the year ended September 30, 2016, \$11,834,000 of the net unrealized gains previously recognized in other comprehensive income, net of income tax expense of \$6,725,000, were reclassified to net earnings for derivative financial instruments designated as cash flow hedges (\$9,092,000 of the net unrealized gains net of income tax expense of \$4,101,000 for the year ended September 30, 2015).

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

## 18. Capital stock

Authorized, an unlimited number without par value:

First preferred shares, carrying one vote per share, ranking prior to second preferred shares, Class A subordinate shares and Class B shares with respect to the payment of dividends;

Second preferred shares, non-voting, ranking prior to Class A subordinate shares and Class B shares with respect to the payment of dividends:

Class A subordinate shares, carrying one vote per share, participating equally with Class B shares with respect to the payment of dividends and convertible into Class B shares under certain conditions in the event of certain takeover bids on Class B shares;

Class B shares, carrying ten votes per share, participating equally with Class A subordinate shares with respect to the payment of dividends and convertible at any time at the option of the holder into Class A subordinate shares.

For 2016 and 2015, the Class A subordinate and the Class B shares varied as follows:

	Class A sul	Class A subordinate shares Class B shares		Class B shares		Total
	Number	Carrying value	Number	Carrying value	Number	Carrying value
		\$		\$		\$
As at September 30, 2014	279,311,564	2,199,778	33,272,767	46,419	312,584,331	2,246,197
Issued upon exercise of stock options <sup>1</sup>	3,187,455	67,028	_	_	3,187,455	67,028
PSUs exercised <sup>2</sup>	_	8,668	_	_	_	8,668
Repurchased and cancelled <sup>3</sup>	(6,725,735)	(54,918)	_	_	(6,725,735)	(54,918)
Repurchased and not cancelled <sup>3</sup>	_	(1,631)	_	_	_	(1,631)
Purchased and held in trust <sup>4</sup>	_	(11,099)	_	_	_	(11,099)
As at September 30, 2015	275,773,284	2,207,826	33,272,767	46,419	309,046,051	2,254,245
Issued upon exercise of stock options <sup>1</sup>	5,283,485	111,405	_	_	5,283,485	111,405
PSUs exercised <sup>2</sup>	_	21,250	_	_	_	21,250
Repurchased and cancelled <sup>3</sup>	(9,519,875)	(170,374)	_	_	(9,519,875)	(170,374)
Purchased and held in trust <sup>4</sup>	_	(21,795)	_	_	_	(21,795)
Conversion of shares <sup>5</sup>	420,019	586	(420,019)	(586)	_	_
As at September 30, 2016	271,956,913	2,148,898	32,852,748	45,833	304,809,661	2,194,731

The carrying value of Class A subordinate shares includes \$21,972,000 (\$13,474,000 in 2015), which corresponds to a reduction in contributed surplus representing the value of accumulated compensation costs associated with the stock options exercised during the year.

During the year ended September 30, 2016, the Company repurchased 7,112,375 Class A subordinate shares from the Caisse de dépôt et placement du Québec for a cash consideration of \$400,000,000. The excess of the purchase price over the carrying value in the amount of \$247,893,000 was charged to retained earnings. In accordance with the requirements of TSX, the repurchase is considered in the annual aggregate limit that the Company is entitled to repurchase under its current NCIB. In addition, during the year ended September 30, 2016, the Company repurchased 2,207,500 Class A subordinate shares under the previous NCIB for cash consideration of \$117,820,000 and the excess of the purchase price over the carrying value in the amount of \$99,553,000 was charged to retained earnings.

During the year ended September 30, 2015 the Company repurchased 6,925,735 Class A subordinate shares under the previous NCIB for cash consideration of \$332,535,000 and the excess of the purchase price over the carrying value in the amount of \$275,986,000 was charged to retained earnings. As of September 30, 2015, 200,000 of repurchased Class A subordinate shares with a carrying value of \$1,631,000 and a purchase value of \$9,466,000 were held by the Company and were paid and cancelled during the year ended September 30, 2016 under the previous NCIB.

During the year ended September 30, 2016, 969,241 PSUs were exercised (316,857 during the year ended September 30, 2015) with a recorded value of \$21,250,000 (\$8,668,000 as at September 30, 2015) that was removed from contributed surplus. As at September 30, 2016, 1,192,308 Class A subordinate shares were held in trust under the PSU plan (1,719,827 as at September 30, 2015) (Note 19b).

On January 27, 2016, the Company's Board of Directors authorized the renewal of a Normal Course Issuer Bid ("NCIB") for the purchase of up to 21,425,992 Class A subordinate shares for cancellation on the open market through the TSX. The Class A subordinate shares are available for purchase commencing February 11, 2016, until no later than February 3, 2017, or on such earlier date when the Company completes its purchases or elects to terminate the bid.

The trustee, in accordance with the terms of the PSU plan and a Trust Agreement, purchased 441,722 Class A subordinate shares of the Company on the open market for cash consideration of \$21,795,000 during the year ended September 30, 2016 (288,535 Class A subordinate shares for \$11,099,000 during the year ended September 30, 2015).

<sup>&</sup>lt;sup>5</sup> During the year ended September 30, 2016, a shareholder converted 420,019 Class B shares into 420,019 Class A subordinate shares.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

## 19. Share-based payments

### a) Stock options

Under the Company's stock option plan, the Board of Directors may grant, at its discretion, stock options to purchase Class A subordinate shares to certain employees, officers and directors of the Company and its subsidiaries. The exercise price is established by the Board of Directors and is equal to the closing price of the Class A subordinate shares on the TSX on the day preceding the date of the grant. Stock options generally vest over four years from the date of grant conditionally upon achievement of objectives and must be exercised within a ten-year period, except in the event of retirement, termination of employment or death. As at September 30, 2016, 35,145,143 Class A subordinate shares have been reserved for issuance under the stock option plan.

The following table presents information concerning all outstanding stock options granted by the Company:

		2016		2015
	Number of options	Weighted average exercise price per share	Number of options	Weighted average exercise price per share
		\$		\$
Outstanding, beginning of year	20,629,392	29.23	19,728,106	22.88
Granted	3,882,977	62.53	7,061,519	44.20
Exercised	(5,283,485)	16.93	(3,187,455)	16.80
Forfeited	(2,558,272)	39.39	(2,972,778)	35.85
Expired	(46,993)	14.22	_	_
Outstanding, end of year	16,623,619	39.40	20,629,392	29.23
Exercisable, end of year	7,798,604	24.10	10,612,717	18.55

The weighted average share price at the date of exercise for share options exercised in 2016 was \$58.65 (\$46.48 in 2015).

The following table summarizes information about outstanding stock options granted by the Company as at September 30, 2016:

		Opti	ons outstanding	Optio	ons exercisable
Range of exercise price	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price	Number of options	Weighted average exercise price
\$			\$		\$
7.72 to 9.41	395,531	1.78	9.12	395,531	9.12
11.39 to 13.26	822,710	2.49	12.28	822,710	12.28
14.48 to 15.96	1,328,787	4.00	15.48	1,328,787	15.48
19.28 to 21.31	376,291	5.00	19.74	376,291	19.74
23.65 to 30.79	2,772,192	6.21	23.88	2,772,192	23.88
34.68 to 38.79	2,246,237	7.31	37.19	1,496,521	37.13
39.47 to 47.36	1,205,116	8.13	39.66	576,167	39.71
47.81 to 56.69	3,844,955	8.99	48.45	30,405	51.37
57.21 to 63.23	3,631,800	9.99	63.20	_	_
	16,623,619	7.47	39.40	7,798,604	24.10

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 19. Share-based payments (continued)

### a) Stock options (continued)

The fair value of stock options granted in the year and the weighted average assumptions used in the calculation of their fair value on the date of grant using the Black-Scholes option pricing model were as follows:

	Year ended Se	Year ended September 30	
	2016	2015	
Grant date fair value (\$)	13.11	9.38	
Dividend yield (%)	0.00	0.00	
Expected volatility (%) <sup>1</sup>	25.41	24.90	
Risk-free interest rate (%)	0.56	0.98	
Expected life (years)	4.00	4.00	
Exercise price (\$)	62.53	44.20	
Share price (\$)	62.53	44.20	

<sup>1</sup> Expected volatility was determined using statistical formulas and based on the weekly historical average of closing daily share prices over the period of the expected life of stock option.

### b) Performance share units

Under the PSU plan, the Board of Directors may grant PSUs to senior executives and other key employees ("participants") which entitle them to receive one Class A subordinate share for each PSU. The vesting performance conditions are determined by the Board of Directors at the time of each grant. PSUs expire on the business day preceding December 31 of the third calendar year following the end of the fiscal year during which the PSU award was made, except in the event of retirement, termination of employment or death. Granted PSUs vest annually over a period of four years from the date of grant conditionally upon achievement of objectives.

Class A subordinate shares purchased in connection with the PSU plan are held in trust for the benefit of the participants. The trust, considered as a structured entity, is consolidated in the Company's consolidated financial statements with the cost of the purchased shares recorded as a reduction of capital stock (Note 18).

The following table presents information concerning the number of outstanding PSUs granted by the Company:

Exercised Forfeited	(969,241) (128,278)
Granted <sup>1</sup>	570,000
Outstanding as at September 30, 2015	1,719,827
Forfeited	(241,465)
Exercised	(316,857)
Granted <sup>1</sup>	530,000
Outstanding as at September 30, 2014	1,748,149

<sup>1</sup> The PSUs granted in 2016 had a grant date fair value of \$48.35 per unit (\$37.84 in 2015).

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 19. Share-based payments (continued)

#### c) Share purchase plan

Under the share purchase plan, the Company contributes an amount equal to a percentage of the employee's basic contribution, up to a maximum of 3.5%. An employee may make additional contributions in excess of the basic contribution however the Company does not match contributions in the case of such additional contributions. The employee and Company contributions are remitted to an independent plan administrator who purchases Class A subordinate shares on the open market on behalf of the employee through either the TSX or New York Stock Exchange.

### d) Deferred share unit plan

External members of the Board of Directors ("participants") are entitled to receive part or their entire retainer fee in DSUs. DSUs are granted with immediate vesting and must be exercised no later than December 15 of the calendar year immediately following the calendar year during which the participant ceases to act as a Director. Each DSU entitles the holder to receive a cash payment equal to the closing price of Class A subordinate shares on the TSX on the payment date. As at September 30, 2016, the number of outstanding DSUs was 107,856 (124,354 DSUs as at September 30, 2015).

### e) Share-based payment costs

The share-based payment expense recorded in costs of services, selling and administrative expenses is as follows:

	Year ended	Year ended September 30	
	2016	2015	
	\$	\$	
Stock options	17,720	17,027	
PSUs	20,579	13,387	
Share purchase plan	87,683	78,342	
DSUs	2,916	2,307	
	128,898	111,063	

## 20. Earnings per share

The following table sets forth the computation of basic and diluted earnings per share for the years ended September 30:

		<b>2016</b> 2015			2015	
	Net earnings	Weighted average number of shares outstanding <sup>1</sup>	Earnings per share	Net earnings	Weighted average number of shares outstanding <sup>1</sup>	Earnings per share
	\$		\$	\$		\$
Basic	1,068,716	304,808,130	3.51	977,556	311,477,555	3.14
Net effect of dilutive stock options and PSUs <sup>2</sup>		7,965,026			9,944,889	
	1,068,716	312,773,156	3.42	977,556	321,422,444	3.04

During the year ended September 30, 2016, 9,519,875 Class A subordinate shares repurchased and 1,192,308 Class A subordinate shares held in trust were excluded from the calculation of weighted average number of shares outstanding as of the date of transaction (6,925,735 and 1,719,827, respectively, during year ended September 30, 2015).

The calculation of the diluted earnings per share excluded 3,842,800 stock options for the year ended September 30, 2016 (3,801,637 for the year ended September 30, 2015), as they were anti-dilutive.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 21. Construction contracts in progress

Revenue from systems integration and consulting services under fixed-fee arrangements where the outcome of the arrangements can be estimated reliably is recognized using the percentage-of-completion method over the service periods. The Company primarily uses labour costs or labour hours to measure the progress towards completion. If the outcome of an arrangement cannot be estimated reliably, revenue is recognized to the extent of arrangement costs incurred that are likely to be recoverable.

Amounts recognized as revenue in excess of billings are classified as work in progress. Amounts received in advance of the delivery of products or performances of services are classified as deferred revenue.

The status of the Company's construction contracts still in progress at the end of the reporting period was as follows:

	As at September 30, 2016	As at September 30, 2015
	\$	\$
Recognized as:		
Revenue in the respective year	1,443,169	1,416,488
Recognized as:		
Amounts due from customers under construction contracts <sup>1</sup>	414,427	351,246
Amounts due to customers under construction contracts	(105,187)	(90,973)

As at September 30, 2016, retentions held by customers for contract work in progress amounted to \$72,277,000 (\$65,989,000 as at September 30, 2015).

## 22. Costs of services, selling and administrative

	Year ended September 30	
	2016	2015
	\$	\$
Salaries and other member costs <sup>1</sup>	6,254,917	6,050,985
Professional fees and other contracted labour	1,243,143	1,220,994
Hardware, software and data center related costs	795,347	708,206
Property costs	399,682	390,728
Amortization and depreciation (Note 23)	394,054	418,011
Other operating expenses	33,786	30,131
	9,120,929	8,819,055

<sup>&</sup>lt;sup>1</sup> Net of tax credits of \$174,199,000 in 2016 (\$113,416,000 in 2015).

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 23. Amortization and depreciation

	Year ended September 30	
	2016	2015
	\$	\$
Depreciation of PP&E <sup>1</sup> (Note 6)	163,105	173,666
Amortization of intangible assets (Note 8)	176,895	186,306
Impairment of intangible assets <sup>2</sup> (Note 8)	_	5,289
Amortization of contract costs related to transition costs	54,054	52,750
Included in costs of services, selling and administrative (Note 22)	394,054	418,011
Amortization of contract costs related to incentives (presented as a reduction of revenue)	3,221	3,327
Amortization of deferred financing fees (presented in finance costs)	1,154	1,188
Amortization of premiums and discounts on investments related to funds held for clients (presented net as a reduction of revenue)	1,631	1,518
	400,060	424,044

Depreciation of PP&E acquired under finance leases was \$14,471,000 in 2016 (\$16,895,000 in 2015).

### 24. Net finance costs

	Year ended September 30	
	2016	2015
	\$	\$
Interest on long-term debt	70,257	86,252
Net interest cost on the net defined benefit plans (Note 16)	6,237	6,557
Other finance costs	3,542	766
Finance costs	80,036	93,575
Finance income	(1,610)	(718)
	78,426	92,857

### 25. Investments in subsidiaries

There were no significant acquisitions or disposals for the year ended September 30, 2016 and 2015.

On November 4, 2016, the Company announced the closing of the acquisition of Collaborative Consulting, LLC ("Collaborative Consulting"), a system integration and consulting company headquartered in Boston, Massachusetts. The cash acquisition of all unit holder positions of Collaborative Consulting was completed effective November 3, 2016.

The impairment of intangible assets, for the year ended September 30, 2015, relates to a business solution that was no longer expected to generate future economic benefits, and is included in the U.S. segment.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 26. Supplementary cash flow information

a) Net change in non-cash working capital items is as follows for the years ended September 30:

	2016	2015
	\$	\$
Accounts receivable	(35,829)	23,335
Work in progress	(102,354)	23,553
Prepaid expenses and other assets	(18,573)	39,157
Long-term financial assets	(4,802)	979
Accounts payable and accrued liabilities	16,764	(36,720)
Accrued compensation	(43,528)	(46,399)
Deferred revenue	3,551	(72,405)
Provisions	(77,192)	(63,385)
Long-term liabilities	(11,897)	(57,665)
Retirement benefits obligations	(1,150)	444
Derivative financial instruments	(2,256)	(919)
Income taxes	9,393	(11,716)
	(267,873)	(201,741)

b) Non-cash operating, investing and financing activities related to operations are as follows for the years ended September 30:

	2016	2015
	\$	\$
Operating activities		
Accounts receivable	(15)	(67)
Accounts payable and accrued liabilities	36,139	17,774
Provisions	1,074	_
	37,198	17,707
Investing activities		
Purchase of property, plant and equipment	(15,427)	(20,044)
Additions of intangible assets	(32,608)	(13,720)
Additions of long-term financial assets	_	(5,608)
	(48,035)	(39,372)
Financing activities		
Increase in obligations under finance leases	9,238	20,336
Increase in obligations other than finance leases	1,584	10,728
Issuance of shares	15	67
Repurchase of Class A subordinate shares (Note 18)	_	(9,466)
	10,837	21,665

c) Interest paid and received and income taxes paid are classified within operating activities and are as follows for the years ended September 30:

	2016	2015
	\$	\$
Interest paid	82,369	88,894
Interest received	1,455	273
Income taxes paid	246,134	289,405

d) Cash and cash equivalents consisted fully of unrestricted cash as at September 30, 2016 and 2015.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

## 27. Segmented information

Net finance costs

Earnings before income taxes

The following tables present information on the Company's operations based on its current management structure managed through seven operating segments. Segment results are based on the location from which the services are delivered - the geographic delivery model (Note 11).

	U.S.	Nordics	Canada	France	U.K.	ECS	Asia Pacific	Total
	\$	\$	\$	\$	\$	\$	\$	\$
Segment revenue	2,878,661	1,651,322	1,536,331	1,444,966	1,431,739	1,198,854	541,391	10,683,264
Earnings before restructuring costs, net finance costs and income tax expense <sup>1</sup>	486,295	186,742	345,483	174,685	154,262	114,256	98,588	1,560,311
Restructuring costs								(29,100)

<sup>&</sup>lt;sup>1</sup> Total amortization and depreciation of \$398,906,000 included in the in U.S., Nordics, Canada, France, U.K., ECS and Asia Pacific operating segments was \$94,744,000, \$69,385,000, \$58,695,000, \$34,542,000, \$79,342,000, \$40,427,000 and \$21,771,000, respectively for the year ended September 30, 2016.

							Year ended September 30, 2015		
	U.S.	Nordics	Canada	France	U.K.	ECS	Asia Pacific	Total	
	\$	\$	\$	\$	\$	\$	\$	\$	
Segment revenue	2,813,127	1,638,985	1,533,719	1,283,387	1,331,287	1,211,228	475,363	10,287,096	
Earnings before restructuring costs, net finance costs and income tax expense <sup>1</sup>	454,325	153,841	343,692	146,615	163,603	118,141	77,091	1,457,308	
Restructuring costs								(35,903)	
Net finance costs								(92,857)	
Earnings before income taxes								1,328,548	

<sup>&</sup>lt;sup>1</sup> Total amortization and depreciation of \$422,856,000 included in the in U.S., Nordics, Canada, France, U.K., ECS and Asia Pacific operating segments was \$115,367,000, \$66,910,000, \$69,152,000, \$31,933,000, \$71,888,000, \$42,722,000 and \$24,884,000, respectively for the year ended September 30, 2015.

The accounting policies of each operating segment are the same as those described in the summary of significant accounting policies (Note 3). Intersegment revenue is priced as if the revenue was from third parties.

Year ended September 30, 2016

(78.426)

1,452,785

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 27. Segmented information (continued)

### **GEOGRAPHIC INFORMATION**

The following table provides external revenue information based on the client's location which is different from the revenue presented under operating segments, due to the intersegment revenue:

	2016	2015
	\$	\$
U.S.	2,969,506	2,985,577
Nordics		
Sweden	829,080	847,737
Finland	648,981	637,564
Others	248,826	242,609
	1,726,887	1,727,910
Canada	1,643,680	1,507,326
France		
France	1,433,354	1,259,975
Others	38,690	33,893
	1,472,044	1,293,868
U.K.	1,568,323	1,419,276
ECS		
Netherlands	397,059	382,276
Germany	449,031	462,616
Others	318,991	348,423
	1,165,081	1,193,315
Asia Pacific		
Others	137,743	159,824
	137,743	159,824
	10,683,264	10,287,096

The following table provides information for PP&E, contract costs and intangible assets based on their location:

	As at September 30, 2016	As at September 30, 2015
	\$	\$
U.S.	290,303	304,571
Canada	283,121	243,838
U.K.	234,743	267,714
France	76,654	85,752
Sweden	72,795	92,823
Finland	34,745	53,168
Germany	46,825	53,176
Netherlands	30,487	35,912
Rest of the world	90,419	94,201
	1,160,092	1,231,155

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 27. Segmented information (continued)

### **INFORMATION ABOUT SERVICES**

The following table provides revenue information based on services provided by the Company:

	2016	2015
	\$	\$
Outsourcing		
IT Services	4,680,329	4,543,278
BPS	1,099,342	1,042,352
Systems integration and consulting	4,903,593	4,701,466
	10,683,264	10,287,096

#### **MAJOR CLIENT INFORMATION**

Contracts with the U.S. federal government and its various agencies, included within the U.S. segment, accounted for \$1,405,955,000 (13.2%) of revenues for the year ended September 30, 2016 (\$1,437,877,000 (14%) for the year ended September 30, 2015).

## 28. Related party transactions

### a) Transactions with subsidiaries

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation. The Company owns 100% of the equity interests of its principal subsidiaries.

The Company's principal subsidiaries whose revenues, based on the geographic delivery model, represent more than 3% of the consolidated revenues are as follows:

Name of subsidiary	Country of incorporation
CGI Technologies and Solutions Inc.	United States
CGI Federal Inc.	United States
CGI Suomi Oy	Finland
CGI Sverige AB	Sweden
Conseillers en gestion et informatique CGI Inc.	Canada
CGI Information Systems and Management Consultants Inc.	Canada
CGI France SAS	France
CGI IT UK Limited	United Kingdom
CGI Nederland BV	Netherlands
CGI Deutschland Ltd & Co KG	Germany
CGI Information Systems and Management Consultants Private Limited	India

### b) Compensation of key management personnel

Compensation of key management personnel, defined as the Executive Vice President and Chief Financial Officer, the Chief Operating Officer and the Board of Directors including the President and Chief Executive Officer, was as follows:

	2016	2015
	\$	\$
Short-term employee benefits	6,224	5,087
Share-based payments	23,803	15,165

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

## 29. Commitments, contingencies and guarantees

#### a) Commitments

At September 30, 2016, the Company is committed under the terms of operating leases with various expiration dates up to 2026, primarily for the rental of premises and computer equipment used in outsourcing contracts, in the aggregate amount of approximately \$687,294,000, excluding costs for services and taxes.

The future minimum lease payments under non-cancellable operating leases are due as follows:

	\$
Less than one year	201,444
Between one and two years	160,133
Between two and five years	232,758
Beyond five years	92,959

The majority of the lease agreements are renewable at the end of the lease period at market rates. The lease expenditure charged to the earnings, during the year was \$223,289,000 (\$290,713,000 in 2015), net of sublease income of \$19,220,000 (\$29,256,000 in 2015). As at September 30, 2016, the total future minimum sublease payments expected to be received under non-cancellable sublease were \$25,801,000 (\$97,442,000 as at September 30, 2015).

The Company entered into long-term service and other agreements representing a total commitment of \$189,676,000. Minimum payments under these agreements are due as follows:

	\$
Less than one year	85,825
Between one and two years	64,719
Between two and five years	38,819
Beyond five years	313

#### b) Contingencies

From time to time, the Company is involved in legal proceedings, audits, claims and litigation which primarily relate to tax exposure, contractual disputes and employee claims arising in the ordinary course of its business. Certain of these matters seek damages in significant amounts and will ultimately be resolved when one or more future events occur or fail to occur. Although the outcome of such matters is not predictable with assurance, the Company has no reason to believe that the disposition of any such current matter could reasonably be expected to have a materially adverse impact on the Company's financial position, results of operations or the ability to carry on any of its business activities. Claims for which there is a probable unfavourable outcome are recorded in provisions (Note 12).

In addition, the Company is engaged to provide services under contracts with the U.S. Government. The contracts are subject to extensive legal and regulatory requirements and, from time to time, agencies of the U.S. Government investigate whether the Company's operations are being conducted in accordance with these requirements. Generally, the Government has the right to change the scope of, or terminate, these projects at its convenience. The termination or reduction in the scope, of a major government project could have a materially adverse effect on the results of operations and financial condition of the Company.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

## 29. Commitments, contingencies and guarantees (continued)

#### c) Guarantees

### Sale of assets and business divestitures

In connection with the sale of assets and business divestitures, the Company may be required to pay counterparties for costs and losses incurred as the result of breaches in contractual obligations, representations and warranties, intellectual property right infringement and litigation against counterparties, among others. While some of the agreements specify a maximum potential exposure of approximately \$10,753,000 in total, others do not specify a maximum amount or limited period. It is not possible to reasonably estimate the maximum amount that may have to be paid under such guarantees. The amounts are dependent upon the outcome of future contingent events, the nature and likelihood of which cannot be determined at this time. No amount has been accrued in the consolidated balance sheets relating to this type of indemnification as at September 30, 2016. The Company does not expect to incur any potential payment in connection with these guarantees that could have a materially adverse effect on its consolidated financial statements.

#### Other transactions

In the normal course of business, the Company may provide certain clients, principally governmental entities, with bid and performance bonds. In general, the Company would only be liable for the amount of the bid bonds if the Company refuses to perform the project once the bid is awarded. The Company would also be liable for the performance bonds in the event of default in the performance of its obligations. As at September 30, 2016, the Company had committed a total of \$30,877,000 of these bonds. To the best of its knowledge, the Company is in compliance with its performance obligations under all service contracts for which there is a performance or bid bond, and the ultimate liability, if any, incurred in connection with these guarantees would not have a materially adverse effect on the Company's consolidated results of operations or financial condition.

Moreover, the Company has letters of credit for a total of \$94,983,000 in addition to the letters of credit covered by the unsecured committed revolving credit facility (Note 13). These guarantees are required in some of the Company's contracts with customers.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

### 30. Financial instruments

### **FAIR VALUE MEASUREMENTS**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following table presents certain financial liabilities measured at amortized cost categorized using the fair value hierarchy:

		As at September 30, 2016		As at Sep	eptember 30, 2015	
	Level	Carrying amount	Fair value	Carrying amount	Fair value	
		\$	\$	\$	\$	
Financial liabilities for which fair value is disclose	ed					
Other liabilities						
Senior U.S. and euro unsecured notes	Level 2	1,733,036	1,855,143	1,765,180	1,839,478	
Unsecured committed term loan credit facility	Level 2	_	_	129,222	129,385	
Other long-term debt	Level 2	24,562	22,843	23,437	22,049	
		1,757,598	1,877,986	1,917,839	1,990,912	

The following table presents financial assets and liabilities measured at fair value categorized using the fair value hierarchy:

	Level	As at September 30, 2016	As at September 30, 2015
		\$	\$
Financial assets			
Financial assets at fair value through earnings			
Cash and cash equivalents	Level 2	596,529	305,262
Deferred compensation plan assets	Level 1	42,139	38,238
		638,668	343,500
Derivative financial instruments designated as hedging instruments			
Current derivative financial instruments	Level 2	22,226	26,567
Long-term derivative financial instruments	Level 2	49,759	30,771
		71,985	57,338
Available-for-sale			
Long-term bonds included in funds held for clients	Level 2	195,976	196,964
Long-term investments	Level 2	27,246	42,202
		223,222	239,166
Financial liabilities			
Derivative financial instruments designated as hedging instruments			
Current derivative financial instruments	Level 2	4,517	28,106
Long-term derivative financial instruments	Level 2	46,473	225
		50,990	28,331

There have been no transfers between Level 1 and Level 2 for the years ended September 30, 2016 and 2015.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 30. Financial instruments (continued)

## **FAIR VALUE MEASUREMENTS (CONTINUED)**

The following table summarizes the fair value of outstanding derivative financial instruments:

	Recorded in derivative financial instruments	As at September 30, 2016	As at September 30, 2015
		\$	\$
Hedges on net investments in foreign operations		24 222	
\$831,400 cross-currency swaps in euro designated as a hedging instrument of the Company's net investment in European operations (\$109,730 as at	Long-term assets	31,603	_
September 30, 2015)	Current liabilities	_	22,297
Cash flow hedges on future revenue			
nil foreign currency forward contracts to hedge the variability in the expected foreign currency exchange rate between the U.S. dollar and the Canadian dollar (U.S.\$9,000 as at September 30, 2015)	Current liabilities	_	2,478
U.S.\$31,033 foreign currency forward contracts to hedge the variability in the	Current assets	3,358	1,388
expected foreign currency exchange rate between the U.S. dollar and the Indian rupee (U.S.\$42,296 as at September 30, 2015)	Long-term assets	_	1,284
ilidian rupee (0.3.\$42,290 as at September 30, 2013)	Current liabilities	58	1,220
	Long-term liabilities	_	86
\$116,700 foreign currency forward contracts to hedge the variability in the	Current assets	11,935	14,795
expected foreign currency exchange rate between the Canadian dollar and the Indian rupee (\$151,916 as at September 30, 2015)	Long-term assets	7,429	16,212
kr55,500 foreign currency forward contracts to hedge the variability	Current assets	1,463	1,279
in the expected foreign currency exchange rate between the Swedish krona and the Indian rupee (kr77,100 as at September 30, 2015	Long-term assets	_	879
€8,900 foreign currency forward contracts to hedge the variability in the expected foreign currency exchange rate between the euro and the Indian rupee (€7,300 as at September 30, 2015)	Current assets	376	_
	Current liabilities	_	441
£15,200 foreign currency forward contracts to hedge the variability in the	Current assets	5,094	59
expected foreign currency exchange rate between the British pound and the Indian rupee (£25,200 as at September 30, 2015)	Long-term assets	_	12
	Current liabilities	_	47
	Long-term liabilities	_	139
€52,700 foreign currency forward contracts to hedge the variability in the	Current assets	_	9,044
expected foreign currency exchange rate between the euro and the British pound (€84,000 as at September 30, 2015)	Long-term assets	_	8,254
pound (Co4,000 as at ocptomber 50, 2015)	Current liabilities	3,626	_
	Long-term liabilities	350	_
nil foreign currency forward contracts to hedge the variability in the expected foreign currency exchange rate between the euro and the Swedish krona (€5,000 as at September 30, 2015)	Current liabilities	_	339
€8,300 foreign currency forward contracts to hedge the variability in the	Current assets	_	2
expected foreign currency exchange rate between the euro and the Moroccan dirham (€7,000 as at September 30, 2015)	Current liabilities	710	198
€8,300 foreign currency forward contracts to hedge the variability in the expected foreign currency exchange rate between the euro and the Czech koruna (nil as at September 30, 2015)	Current liabilities	123	_
Cash flow hedges on unsecured committed term loan credit facility nil interest rate swaps floating-to-fixed (\$109,730 as at	Current liabilities		1,086
September 30, 2015)	Current nabilities	_	1,000

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 30. Financial instruments (continued)

### FAIR VALUE MEASUREMENTS (CONTINUED)

	Recorded in derivative financial instruments	As at September 30, 2016	As at September 30, 2015
		\$	\$
Cash flow hedges on Senior U.S. unsecured notes U.S.\$600,000 cross-currency swaps to Canadian dollar (nil as at September 30, 2015)	Long-term liabilities	46,123	_
Fair value hedges on Senior U.S. unsecured notes U.S.\$250,000 interest rate swaps fixed-to-floating (U.S.\$250,000 as at September 30, 2015)	Long-term assets	10,727	4,130

Valuation techniques used to value financial instruments are as follows:

- The fair value of Senior U.S. and euro unsecured notes, the unsecured committed term loan credit facility and the other long-term debt is estimated by discounting expected cash flows at rates currently offered to the Company for debts of the same remaining maturities and conditions;
- The fair value of long-term bonds included in funds held for clients and in long-term investments is determined by discounting the future cash flows using observable inputs, such as interest rate yield curves or credit spreads, or according to similar transactions on an arm's-length basis;
- The fair value of foreign currency forward contracts is determined using forward exchange rates at the end of the reporting period;
- The fair value of cross-currency swaps and interest rate swaps is determined based on market data (primarily yield curves, exchange rates and interest rates) to calculate the present value of all estimated flows;
- The fair value of cash and cash equivalents is determined using observable quotes.

As at September 30, 2016, there were no changes in valuation techniques.

The Company expects that approximately \$18,530,000 of the accumulated net unrealized gain on derivative financial instruments designated as cash flow hedges as at September 30, 2016 will be reclassified in the consolidated statements of earnings in the next 12 months.

During the year ended September 30, 2016, the Company's hedging relationships were effective.

### **MARKET RISK**

Market risk incorporates a range of risks. Movements in risk factors, such as interest rate risk and currency risk, affect the fair values of financial assets and liabilities.

#### Interest rate risk

The Company has interest rate swaps whereby the Company receives a fixed rate of interest and pays interest at a variable rate on the notional amount of a portion of its Senior U.S. unsecured notes. These swaps are being used to hedge the exposure to changes in the fair value of the debt.

The Company was also exposed to interest rate risk on its unsecured committed term loan credit facility and held interest rate swaps that mitigated this risk on a portion of that debt. Under these interest rate swaps, the Company received a variable rate of interest and paid interest at a fixed rate on the notional amount. Following the repayment of this debt during the year ended September 30, 2016, the Company settled the related floating-to-fixed interest rate swap with a notional amount of \$109,730,000 (Note 13).

The Company analyzes its interest rate risk exposure on an ongoing basis using various scenarios to simulate refinancing or the renewal of existing positions. Based on these scenarios, a change in the interest rate of 1% would not have had a significant impact on net earnings and comprehensive income.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 30. Financial instruments (continued)

### **MARKET RISK (CONTINUED)**

### **Currency risk**

The Company operates internationally and is exposed to risk from changes in foreign currency exchange rates. The Company mitigates this risk principally through foreign currency denominated debt and derivative financial instruments. The Company uses the following derivative financial instruments which are foreign currency forward contracts to hedge contractual cash flows or forecasted cash flows in currencies other than the functional currency of its subsidiaries.

The Company hedges a portion of the translation of the Company's net investments in its U.S. and European operations into Canadian dollar with unsecured committed term loan credit facility, Senior U.S. and euro unsecured notes. The Company also hedges a portion of the translation of the Company's net investments in its European operations with cross-currency swaps.

During the year ended September 30, 2016, the Company entered into Canadian dollar to euro cross-currency swap agreements for a notional amount of \$831,400,000 designated as hedging instruments of the Company's net investment in European operations.

During the year ended September 30, 2016, the Company settled cross-currency swaps with a notional amount of \$109,730,000 (\$859,070,000 for the year ended September 30, 2015) for a net amount of \$24,057,000 (\$121,615,000 for the year ended September 30, 2015). The loss on settlements was recognized in other comprehensive income and will be transferred to earnings when the net investment is disposed of.

During the year ended September 30, 2016, the Company has entered into cross-currency swap agreements, for a notional amount of U.S.\$600,000,000, related to its Senior U.S. unsecured notes. The cross-currency swaps are designated as cash flow hedges to offset the variability in the exchange rate between the U.S. and Canadian dollar.

The Company has also entered into foreign currency forward contracts to hedge the variability in various foreign currency exchange rates on future revenues.

Hedging relationships are designated and documented at inception and quarterly effectiveness assessments are performed during the year.

The Company is mainly exposed to fluctuations in the Swedish krona, the U.S. dollar, the euro and the British pound. The following table details the Company's sensitivity to a 10% strengthening of the Swedish krona, the U.S. dollar, the euro and the British pound foreign currency rates on net earnings and comprehensive income against the Canadian dollar. The sensitivity analysis on net earnings presents the impact of foreign currency denominated financial instruments and adjusts their translation at period end for a 10% strengthening in foreign currency rates. The sensitivity analysis on other comprehensive income presents the impact of a 10% strengthening in foreign currency rates on the fair value of foreign currency forward contracts designated as cash flow hedges and on net investment hedges.

				2016				2015
	Swedish krona impact	U.S. dollar impact	euro impact	British pound impact	Swedish krona impact	U.S. dollar impact	euro impact	British pound impact
(Decrease) increase in net earnings	(913)	(1,581)	2,964	(450)	12	(2,095)	(6,014)	(3,645)
Decrease in other comprehensive income	(847)	(85,380)	(92,264)	(2,581)	(1,223)	(170,039)	(41,048)	(6,149)

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 30. Financial instruments (continued)

### **LIQUIDITY RISK**

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due or can do so only at excessive cost. The Company's activities are financed through a combination of the cash flows from operations, borrowing under existing credit facilities, the issuance of debt and the issuance of equity. One of management's primary goals is to maintain an optimal level of liquidity through the active management of the assets and liabilities as well as the cash flows.

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities. All amounts contractually denominated in foreign currency are presented in Canadian dollar equivalent amounts using the period-end spot rate.

As at September 30, 2016	Carrying amount	Contractual cash flows	Less than one year	Between one and two years	Between two and five years	Beyond five years
	\$	\$	\$	\$	\$	\$
Non-derivative financial liabilities						
Accounts payable and accrued liabilities	1,107,863	1,107,863	1,107,863	_	_	
Accrued compensation	523,553	523,553	523,553	_	_	_
Senior U.S. & euro unsecured notes	1,733,036	2,083,673	178,105	130,140	786,108	989,320
Obligations other than finance leases	111,205	115,362	48,860	35,668	30,834	_
Obligations under finance leases	42,172	44,205	19,716	11,789	11,932	768
Other long-term debt	24,562	24,687	15,404	1,187	3,797	4,299
Clients' funds obligations	365,994	365,994	365,994	_	_	_
Derivative financial (assets) liabilities						
Cash flow hedges on future revenue	(24,788)					
Outflow		4,813	4,454	359	_	_
(Inflow)		(31,221)	(22,510)	(3,945)	(4,766)	_
Cross-currency swaps	14,520					
Outflow		865,655	17,906	83,678	536,888	227,183
(Inflow)		(917,944)	(30,315)	(95,920)	(558,094)	(233,615)
Interest rate swaps	(10,727)					
Outflow		68,273	12,413	12,413	37,240	6,207
(Inflow)		(90,025)	(16,368)	(16,368)	(49,105)	(8,184)
	3,887,390	4,164,888	2,225,075	159,001	794,834	985,978

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 30. Financial instruments (continued)

### LIQUIDITY RISK (CONTINUED)

As at September 30, 2015	Carrying amount	Contractual cash flows	Less than one year	Between one and two years	Between two and five years	Beyond five years
	\$	\$	\$	\$	\$	\$
Non-derivative financial liabilities						
Accounts payable and accrued liabilities	1,113,636	1,113,636	1,113,636	_	_	_
Accrued compensation	571,883	571,883	571,883	_	_	_
Senior U.S. & euro unsecured notes	1,765,180	2,196,917	70,053	181,860	618,368	1,326,636
Unsecured committed term loan credit facility	129,222	131,161	131,161	_	_	_
Obligations other than finance leases	152,078	159,839	63,901	43,991	51,552	395
Obligations under finance leases	57,170	59,615	32,719	14,492	10,535	1,869
Other long-term debt	23,437	23,711	10,335	3,916	4,079	5,381
Clients' funds obligations	492,965	492,965	492,965	_	_	_
Derivative financial (assets) liabilities						
Cash flow hedges on future revenue	(48,260)					
Outflow		5,094	4,840	254	_	_
(Inflow)		(57,516)	(27,374)	(19,461)	(10,681)	_
Cross-currency swaps	22,297					
Outflow		134,049	134,049	_	_	_
(Inflow)		(112,276)	(112,276)	_	_	_
Interest rate swaps	(3,044)					
Outflow		631,605	232,764	11,612	34,836	352,393
(Inflow)		(663,713)	(236,804)	(16,715)	(50,146)	(360,048)
	4,276,564	4,686,970	2,481,852	219,949	658,543	1,326,626

As at September 30, 2016, the Company held cash and cash equivalents and long-term investments of \$623,775,000 (\$347,464,000 as at September 30, 2015). The Company also had available \$1,466,086,000 in unsecured committed revolving credit facility (\$1,456,776,000 as at September 30, 2015). The funds held for clients of \$369,530,000 (\$496,397,000 as at September 30, 2015) fully covered the clients' funds obligations. As at September 30, 2016, trade accounts receivable amounted to \$816,885,000 (\$889,192,000 as at September 30, 2015). Given the Company's available liquid resources as compared to the timing of the payments of liabilities, management assesses the Company's liquidity risk to be low.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

# 30. Financial instruments (continued)

### **CREDIT RISK**

The Company takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents, accounts receivable and long-term investments. The maximum exposure of credit risk is generally represented by the carrying amount of these items reported on the consolidated balance sheets.

The Company is exposed to credit risk in connection with long-term investments through the possible inability of borrowers to meet the terms of their obligations. The Company mitigates this risk by investing primarily in high credit quality corporate and government bonds with a credit rating of A or higher.

The Company has accounts receivable derived from clients engaged in various industries including governmental agencies, finance, telecommunications, manufacturing and utilities that are not concentrated in any specific geographic area. These specific industries may be affected by economic factors that may impact trade accounts receivable. However, management does not believe that the Company is subject to any significant credit risk in view of the Company's large and diversified client base. Overall, management does not believe that any single industry or geographic region represents a significant credit risk to the Company.

The following table sets forth details of the age of trade accounts receivable that are past due:

	2016	2015
	\$	\$
Not past due	684,454	737,332
Past due 1-30 days	76,339	84,425
Past due 31-60 days	19,415	28,825
Past due 61-90 days	10,749	13,046
Past due more than 90 days	31,241	30,741
	822,198	894,369
Allowance for doubtful accounts	(5,313)	(5,177)
	816,885	889,192

The carrying amount of trade accounts receivable is reduced by an allowance account and the amount of the loss is recognized in the consolidated statements of earnings within costs of services, selling and administrative. When a receivable balance is considered uncollectible, it is written off against the allowance for doubtful accounts. Subsequent recoveries of amounts previously written off are credited against costs of services, selling and administrative in the consolidated statements of earnings.

For the years ended September 30, 2016 and 2015 (tabular amounts only are in thousands of Canadian dollars, except per share data)

## 31. Capital risk management

The Company is exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives for growth. The main objectives of the Company's risk management process are to ensure that risks are properly identified and that the capital base is adequate in relation to these risks.

The Company manages its capital to ensure that there are adequate capital resources while maximizing the return to shareholders through the optimization of the debt and equity balance. As at September 30, 2016, total managed capital was \$8,999,358,000 (\$8,556,720,000 as at September 30, 2015). Managed capital consists of long-term debt, including the current portion (Note 13), cash and cash equivalents, long-term investments (Note 10) and shareholders' equity. The basis for the Company's capital structure is dependent on the Company's expected business growth and changes in the business environment. When capital needs have been specified, the Company's management proposes capital transactions for the approval of the Company's Audit and Risk Management Committee and Board of Directors. The capital risk policy remains unchanged from prior periods.

The Company monitors its capital by reviewing various financial metrics, including the following:

- Net Debt/Capitalization
- Debt/EBITDA

Net debt, capitalization and EBITDA are additional measures. Net debt represents debt (including the current portion and the fair value of derivative financial instruments) less cash and cash equivalents and long-term investments. Capitalization is shareholders' equity plus debt. EBITDA is calculated as earnings from continuing operations before income taxes, finance costs, depreciation, amortization and restructuring costs. The Company believes that the results of the current internal ratios are consistent with its capital management objectives.

The Company is subject to external covenants on its Senior U.S. and euro unsecured notes and unsecured committed term loan credit facility. The ratios are as follows:

- A leverage ratio, which is the ratio of total debt to EBITDA for the four most recent quarters1.
- An interest and rent coverage ratio, which is the ratio of the EBITDAR for the four most recent quarters to the total finance costs and the operating rentals in the same periods. EBITDAR, a non-GAAP measure, is calculated as EBITDA before rent expense<sup>1</sup>.
- In the case of the Senior U.S. and euro unsecured notes, a minimum net worth is required, whereby shareholders' equity, excluding foreign exchange translation adjustments included in accumulated other comprehensive income, cannot be less than a specified threshold.

These ratios are calculated on a consolidated basis.

The Company is in compliance with these covenants and monitors them on an ongoing basis. The ratios are also reviewed quarterly by the Company's Audit and Risk Management Committee. The Company is not subject to any other externally imposed capital requirements.

<sup>1</sup> In the event of an acquisition, the available historical financial information of the acquired Company will be used in the computation of the ratios.