Constellation Software Inc. Announces Results for the Third Quarter Ended September 30, 2015 and Declares Quarterly Dividend

TORONTO, ONTARIO (October 28, 2015) -- Constellation Software Inc. (TSX:CSU) ("Constellation" or the "Company") today announced its financial results for the third quarter ended September 30, 2015 and declared a \$1.00 per share dividend payable on January 5, 2016 to all common shareholders of record at close of business on December 17, 2015. This dividend has been designated as an eligible dividend for the purposes of the Income Tax Act (Canada). Please note that all dollar amounts referred to in this press release are in U.S. Dollars unless otherwise stated.

The following press release should be read in conjunction with the Company's Unaudited Condensed Consolidated Interim Financial Statements for the three and nine months ended September 30, 2015 and the accompanying notes, our Management's Discussion and Analysis for the three and nine months ended September 30, 2015, our annual Consolidated Financial Statements, prepared in accordance with International Financial Reporting Standards ("IFRS") and our annual Management's Discussion and Analysis for the year ended December 31, 2014, which can be found on SEDAR at <u>www.sedar.com</u> and on the Company's website <u>www.sedar.com</u>. Additional information about the Company is also available on SEDAR at <u>www.sedar.com</u>.

Q3 2015 Headlines:

- Revenue grew 10% (negative 5% organic growth) to \$460 million compared to \$419 million in Q3 2014. Changes in foreign exchange rates resulted in an approximate 6% reduction in organic growth.
- Adjusted EBITA increased \$20 million or 20% to \$120 million as compared to \$100 million in Q3 2014.
- Adjusted EBITA margin increased 2% from 24% in Q3 2014 to 26% in Q3 2015. Changes in foreign exchange rates resulted in less than a 1% reduction in Adjusted EBITA margin.
- Adjusted Net Income increased 43% to \$99 million (\$4.67 on a diluted per share basis) from \$69 million (\$3.27 on a diluted per share basis) in Q3 2014.
- Net income increased 43% to \$46 million (\$2.16 on a diluted per share basis) from \$32 million (\$1.51 on a diluted per share basis) in Q3 2014.
- Eleven acquisitions were completed for aggregate cash consideration of \$64 million (which includes acquired cash). Deferred payments associated with these acquisitions have an estimated value of \$11 million.
- Cash flows from operations were \$105 million, an increase of 4%, or \$4 million, compared to \$101 million for the comparable period in 2014.
- An additional tranche of debentures were issued with a total principal value of C\$186 million for total proceeds of C\$214 million.
- The amount drawn on the Company's credit facilities decreased to \$145 million from \$298 million in Q2 2015.

Third quarter 2015 revenue was \$460 million, an increase of 10%, or \$41 million, compared to \$419 million for the comparable period in 2014. For the first nine months of 2015 total revenues were \$1,327 million, an increase of 8%, or \$97 million, compared to \$1,230 million for the comparable period in 2014. The increase for both the three and nine month periods ended September 30, 2015 compared to the same periods in the prior year is attributable to growth from acquisitions as the Company experienced negative organic growth of growth of 5% and 4%, respectively. For both the three and nine month periods ended September 30, 2015, the appreciation of the US dollar against most major currencies in which the Company transacts business resulted in an approximate 6% reduction in the Company's organic growth rate compared to the comparable periods of 2014.

Adjusted EBITA for the third quarter of 2015 was \$120 million, a 20% increase compared to the prior year's third quarter Adjusted EBITA of \$100 million. Third quarter 2015 Adjusted EBITA per share on a diluted basis increased 20% to \$5.68, compared to \$4.73 for the same period last year. Adjusted EBITA for the nine month period ended September 30, 2015 was \$313 million, a 28% increase over last year's Adjusted EBITA of \$244

million for the same period. Adjusted EBITA per share on a diluted basis for the nine month period ended September 30, 2015 increased 28% to \$14.76, compared to \$11.52 for the same period last year.

Adjusted Net Income for the third quarter of 2015 was \$99 million, compared to the prior year's third quarter Adjusted Net Income of \$69 million, a 43% increase. Third quarter 2015 Adjusted Net Income per share on a diluted basis increased 43% to \$4.67 compared to \$3.27 for the prior year's third quarter. Adjusted Net Income for the nine month period ended September 30, 2015 was \$253 million, an increase of 35% over last year's Adjusted Net Income of \$188 million. Adjusted Net Income per share on a diluted basis for the nine month period ended September 30% to \$11.95, compared to \$8.86 for the same period in 2014.

Net income for the third quarter 2015 was \$46 million compared to the prior year's third quarter net income of \$32 million. Net income per share on a diluted per share basis for the third quarter of 2015 increased 43% to \$2.16, compared to \$1.51 for the same period of 2014. Net income for the nine month period ended September 30, 2015 was \$111 million, an increase of 74% over net income of \$64 million for the same period in 2014. Net income per share on a diluted basis for the nine month period ended September 30, 2015 increased 74% to \$5.25, compared to \$3.01 for the same period in 2014.

Cash flows from operations for the third quarter of 2015 were \$105 million, an increase of 4%, or \$4 million, compared to \$101 million for the comparable period in 2014. For the first nine months of 2015 cash flows from operations were \$282 million, an increase of 15%, or \$37 million, compared to \$245 million for the comparable period in 2014.

On September 30, 3015, the Company issued an additional tranche of debentures with a total principal value of C\$186 million for total proceeds of C\$214 million. The proceeds were used by the Company to pay down \$130 million of its credit facility. The September 30, 2015 issuance formed a single series with the outstanding C\$96 million aggregate principal amount of debentures, Series 1 of the Company. The debentures have a maturity date of March 31, 2040.

The following table displays our revenue by reportable segment and the percentage change for the three and nine months ended September 30, 2015 compared to the same periods in 2014:

	Three months ended September 30, 2015 2014		Period-Over- Period Change <u>\$ %</u> ercentages)		Nine months ended September 30, <u>2015 2014</u> (\$M, except p		Period-Over- Period Change \$ %	
Public Sector	(+	,	Jee	/	(+	,		,
Licenses	22.4	18.2	4.2	23%	63.8	55.4	8.5	15%
Professional services	73.8	82.9	(9.2)	-11%	227.5	239.6	(12.1)	-5%
Hardware and other	29.1	27.5	1.6	6%	80.0	85.9	(5.9)	-7%
Maintenance and other recurring	191.1	166.3	24.9	15%	544.2	485.4	58.8	12%
	316.4	294.8	21.5	7%	915.5	866.3	49.2	6%
Private Sector								
Licenses	10.9	10.2	0.7	7%	32.8	29.8	3.0	10%
Professional services	18.2	16.6	1.6	10%	53.6	51.1	2.5	5%
Hardware and other	7.5	5.5	2.0	37%	19.6	15.9	3.7	23%
Maintenance and other recurring	107.4	91.7	15.7	17%	305.2	266.4	38.7	15%
	144.0	124.0	20.0	16%	411.2	363.3	47.9	13%

Public Sector

For the quarter ended September 30, 2015, total revenue in the public sector reportable segment increased by 7%, or \$21 million to \$316 million, compared to \$295 million for the quarter ended September 30, 2014. For the nine

months ended September 30, 2015, total revenue increased by 6%, or \$49 million to \$916 million, compared to \$866 million for the comparable period in 2014. Total revenue growth from acquired businesses contributed approximately \$40 million to our Q3 2015 revenues and \$90 million to our nine months ended September 30, 2015 revenues compared to the same periods in 2014, as we completed 22 acquisitions since the beginning of 2014. Organic revenue growth was negative 6% in Q3 2015 and negative 5% for the nine months ended September 30, 2015 compared to the same periods in 2014. For the three and nine months ended September 30, 2015, the appreciation of the US dollar against most major currencies in which the Company transacts business resulted in approximate 6% reductions in the public sector revenue organic growth rates compared to the comparable periods of 2014.

Private Sector

For the quarter ended September 30, 2015, total revenue in the private sector reportable segment increased 16%, or \$20 million to \$144 million, compared to \$124 million for the quarter ended September 30, 2014. For the nine months ended September 30, 2015 total revenue increased by 13%, or \$48 million to \$411 million, compared to \$363 million for the comparable period in 2014. Total revenue growth from acquired businesses contributed approximately \$23 million to our Q3 2015 revenues and \$55 million to our nine months ended September 30, 2015 revenues compared to the same periods in 2014, as we completed 23 acquisitions since the beginning of 2014. Organic revenue growth was negative 2% for both the three and nine month periods ended September 30, 2015 compared to the same periods in 2014. For the three and nine months ended September 30, 2015, the appreciation of the US dollar against most major currencies in which the Company transacts business resulted in approximate 6% and 5% respective reductions in the private sector revenue organic growth rates compared to the comparable periods of 2014.

Conference Call and Webcast

Management will host a conference call at **10:00 a.m. (ET)** on **Thursday, October 29, 2015** to answer questions regarding the results. The teleconference numbers are 416-340-2216 or 866-225-0198. The call will also be webcast live and archived on Constellation's website at www.csisoftware.com.

A replay of the conference call will be available as of 12:30 a.m. ET the same day until 11:59 p.m. ET on November 12, 2015. To access the replay, please dial 905-694-9451 or 800-408-3053 followed by the passcode 5150581.

Forward Looking Statements

Certain statements herein may be "forward looking" statements that involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Constellation or the industry to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to vary significantly from the results discussed in the forward looking statements. These forward looking statements reflect current assumptions and expectations regarding future events and operating performance and are made as of the date hereof and Constellation assumes no obligation, except as required by law, to update any forward looking statements to reflect new events or circumstances.

Non-IFRS Measures

The term "Adjusted EBITA" refers to net income before adjusting for finance and other income, finance costs, income taxes, share in net income or loss of equity investees, impairment of non-financial assets, amortization, TSS membership liability revaluation charge, and foreign exchange gain or loss. The Company believes that Adjusted EBITA is useful supplemental information as it provides an indication of the results generated by the Company's main business activities prior to taking into consideration how those activities are financed and taxed and also prior to taking into consideration intangible asset amortization and the other items listed above. "Adjusted EBITA margin" refers to the percentage that Adjusted EBITA for any period represents

as a portion of total revenue for that period. Previously the Company has reported "Adjusted EBITDA" in certain financial disclosures, but has determined that Adjusted EBITA is a more meaningful measure going forward. Adjusted EBITDA refers to Adjusted EBITA as defined above then further excludes depreciation. The Company uses depreciation as a proxy for the cash flows used to purchase property and equipment required to support the Company's main business activities. As such, the Company believes Adjusted EBITA is a more useful measure then Adjusted EBITDA.

"Adjusted net income" means net income adjusted for non-cash expenses (income) such as amortization of intangible assets, deferred income taxes, the TSS membership liability revaluation charge, and certain other expenses (income), and excludes the portion of the adjusted net income of Total Specific Solutions (TSS) B.V. ("TSS") attributable to the minority owners of TSS. The Company believes that Adjusted net income is useful supplemental information as it provides an indication of the results generated by the Company's main business activities prior to taking into consideration amortization of intangible assets, deferred income taxes, the TSS membership liability revaluation charge, and certain other non-cash expenses (income) incurred or recognized by the Company from time to time, and adjusts for the portion of TSS' Adjusted net income not attributable to shareholders of Constellation. "Adjusted net income margin" refers to the percentage that Adjusted net income for any period represents as a portion of total revenue for that period.

Adjusted EBITA and Adjusted net income are not recognized measures under IFRS and, accordingly, readers are cautioned that Adjusted EBITA and Adjusted net income should not be construed as alternatives to net income determined in accordance with IFRS. The Company's method of calculating Adjusted EBITA and Adjusted net income may differ from other issuers and, accordingly, Adjusted EBITA and Adjusted net income may not be comparable to similar measures presented by other issuers. Adjusted EBITA includes 100% of the Adjusted EBITA of TSS.

The following table rec	onciles Adjusted EB	SITA to net income:

	Three months ended September 30,Nine months20152014(\$M, except percentages)(\$M, except percentages)	er 30, 2014
Total revenue	460.4 418.8 1,326.8	1,229.6
Net income Adjusted for:	45.7 31.9 111.3	63.8
Income tax expense (recovery)	23.9 15.7 51.3	34.2
Foreign exchange (gain) loss	(6.0) 6.4 (8.4)	8.7
TSS membership liability revaluation charge	5.8 - 15.2	-
Share in net (income) loss of equity investees	0.0 (0.2) (0.9)	(0.7)
Finance and other income	(2.9) (0.9) (3.2)	(2.7)
Finance costs	6.0 4.1 15.0	10.9
Amortization of intangible assets	47.8 43.2 132.6	130.0
Adjusted EBITA	120.3 100.2 312.7	244.2
Adjusted EBITA margin	26% 24% 24%	20%

The following table reconciles Adjusted net income to net income:

	Three month September <u>2015</u> (\$M, except pe	er 30, 2014	Nine mont Septem <u>2015</u> (\$M, except	
Total revenue	460.4	418.8	1,326.8	1,229.6
Net income Adjusted for:	45.7	31.9	111.3	63.8
Amortization of intangible assets	47.8	43.2	132.6	130.0
TSS membership liability revaluation charge Less non-controlling interest in the Adjusted	5.8	-	15.2	-
net income of TSS	(3.1)	-	(9.5)	-
Deferred income tax expense (recovery)	2.7	(5.8)	3.7	(6.1)
Adjusted net income	98.9	69.3	253.3	187.7
Adjusted net income margin	21%	17%	19%	15%

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About Constellation Software Inc.

Constellation's common shares are listed on the Toronto Stock Exchange under the symbol "CSU". Constellation acquires, manages and builds vertical market software businesses.

For further information:

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SOURCE: CONSTELLATION SOFTWARE INC.

Condensed Consolidated Interim Statements of Financial Position (In thousands of U.S. dollars)

(Unaudited)

	Se	September 30, December 31 2015 201					
Assets		2010	2015				
Current assets:							
Cash	\$	148,263 \$	70,679				
Accounts receivable		204,745	200,056				
Work in progress		68,789	51,483				
Inventories		29,054	25,246				
Other assets		75,069	63,294				
		525,920	410,758				
Non-current assets:							
Property and equipment		40,662	37,227				
Deferred income taxes		58,678	60,763				
Other assets		32,077	36,942				
Intangible assets		969,702	887,435				
		1,101,119	1,022,367				
Total assets	\$	1,627,039 \$	1,433,125				
Liabilities and Shareholders' Equity							
Current liabilities:							
Bank indebtedness	\$	- \$	63,894				
CNH Facility		5,622	2,432				
TSS membership liability		21,629	17,345				
Accounts payable and accrued liabilities		243,037	244,996				
Dividends payable		20,878	21,192				
Deferred revenue		426,648	347,336				
Provisions		7,676	13,399				
Acquisition holdback payments		20,091	22,665				
Income taxes payable		27,781	25,588				
		773,362	758,847				
Non-current liabilities:							
CNH Facility		134,593	149,654				
TSS membership liability		38,048	30,515				
Debentures		228,391	78,642				
Deferred income taxes		114,873	107,275				
Acquisition holdback payments		2,212	3,603				
Other liabilities		41,325	44,758				
		559,442	414,447				
Total liabilities		1,332,804	1,173,294				
Shareholders' equity:							
Capital stock		99,283	99,283				
Accumulated other comprehensive income (loss)		(32,602)	(19,290)				
Retained earnings		(32,002) 227,554	179,838				
		294,235	259,831				
Total liabilities and shareholders' equity	\$	1,627,039 \$	1,433,125				

Condensed Consolidated Interim Statements of Income (In thousands of U.S. dollars, except per share amounts)

Three and nine months ended September 30, 2015 and 2014

(Unaudited)

	Three months ended September 30,					Nine months ended September 30,			
		2015		2014		2015		2014	
Revenue									
License	\$	33,304	\$	28,362	\$	96.655	\$	85,200	
Professional services	Ψ	91,985	Ψ	99,553	Ψ	281,101	Ψ	290,713	
Hardware and other		36,571		32,950		99,613		101,798	
Maintenance and other recurring		298,498		257,942		849,390		751,876	
Mantenance and other recoming		460,358		418,807		1,326,759		1,229,587	
Expenses									
Staff		226,146		213,195		671,084		663,293	
Hardware		21,959		18,243		58,174		56,737	
Third party license, maintenance and professional services		39,984		38,979		117,196		112,494	
Occupancy		10,598		10,237		31,456		30,401	
Travel		12,838		12,263		38,487		36,213	
Telecommunications		4,685		4,021		13,076		12,118	
Supplies		9,935		8,260		29,876		26,141	
Professional fees		5,261		6,293		15,953		16,543	
Other, net		4,729		3,051		26,657		19,255	
Depreciation		3,901		4,054		12,077		12,235	
Amortization of intangible assets		47,804		43,184		132,597		129,971	
		387,840		361,780		1,146,633		1,115,401	
Foreign exchange loss (gain)		(5,974)		6,359		(8,440)		8,708	
TSS membership liability revaluation charge		5,756		-		15,164		- 0,700	
Share in net (income) loss of equity investee		30		(150)		(910)		(685)	
Finance and other income		(2,911)		(853)		(3,231)		(2,707	
Finance costs		6,039		4,059		14,965		10,901	
		2,940		9,415		17,548		16,217	
Income before income taxes		69,578		47,612		162,578		97,969	
Current income tax expense (recovery)		21,138		21,452		47,600		40,246	
Deferred income tax expense (recovery)		2,728		(5,765)		3,686		(6,056)	
Income tax expense (recovery)		23,866		15,687		51,286		34,190	
Net income		45,712		31,925		111,292		63,779	
Earnings per share									
Basic and diluted	\$	2.16	\$	1.51	\$	5.25	\$	3.01	

Condensed Consolidated Interim Statements of Comprehensive Income (In thousands of U.S. dollars, except per share amounts)

Three and nine months ended September 30, 2015 and 2014

(Unaudited)

	Three months ended Septen 2015			eptember 30, 2014	Nine r	nonths ended Se 2015	nber 30, 2014	
Net income	\$	45,712	\$	31,925	\$	111,292	\$	63,779
Items that are or may be reclassified subsequently to net income:								
Net change in fair value of available-for-sale financial asset during the period		-		-		-		93
Net change in fair value of derivatives designated as hedges during the period		(219)		-		(234)		-
Amounts reclassified to profit during the period related to realized gains on available-for-sale financial asset		-		-		-		(574)
Foreign currency translation differences from foreign operations		(2,294)		(11,695)		(13,150)		(10,057)
Current income tax recovery (expense)		-		-		-		35
Deferred income tax recovery (expense)		66		-		72		(12)
Other comprehensive (loss) income for the period, net of income tax		(2,447)		(11,695)		(13,312)		(10,515)
Total comprehensive income for the period	\$	43,265	\$	20,230	\$	97,980	\$	53,264

Condensed Consolidated Interim Statements of Changes in Equity (In thousands of U.S. dollars)

Nine months ended September 30, 2015 (Unaudited)

	Capital stock	Accumulated other comprehensive income/(loss)			Total accumulated other comprehensive income/(loss)	Retained earnings	Total
		Cumulative translation account		Amounts related to gains/losses on available- for-sale financial assets			
Balance at January 1, 2015	\$ 99,283	\$ (18,880)	\$ (410)	\$-	\$ (19,290)	\$ 179,838	\$ 259,831
Total comprehensive income for the period							
Net income	-	-	-	-	-	111,292	111,292
Other comprehensive income (loss)							
Net change in fair value of available-for-sale financial asset during the period	-	-	-	-	-	-	-
Net change in fair value of derivatives designated as hedges during the period	-	-	(234)	-	(234)	-	(234)
Amounts reclassified to profit during the period related to realized gains on available-for-sale financial assets	-	-	-	-	-	-	-
Foreign currency translation differences from foreign operations	-	(13,150)	-	-	(13,150)	-	(13,150)
Current tax recovery (expense)	-	-	-	-	-	-	-
Deferred tax recovery (expense)	-	-	72	-	72	-	72
Total other comprehensive income (loss) for the period	-	(13,150)	(162)	-	(13,312)	-	(13,312)
Total comprehensive income (loss) for the period	-	(13,150)	(162)	-	(13,312)	111,292	97,980
Transactions with owners, recorded directly in equity Dividends to shareholders of the Company	-	-	-	-		(63,576)	(63,576)
Balance at September 30, 2015	\$ 99,283	\$ (32,030)	\$ (572)	\$-	\$ (32,602)	\$ 227,554	\$ 294,235

Condensed Consolidated Interim Statements of Changes in Equity (In thousands of U.S. dollars)

Nine months ended September 30, 2014 (Unaudited)

	Capital stock	•			Total accumulated other comprehensive income/(loss)	Retained earnings	Total
		Cumulative translation account	Amounts related to gains/(losses) on derivatives designed as hedges	Amounts related to gains/losses on available- for-sale financial assets			
Balance at January 1, 2014	\$ 99,283	\$ (32)	\$-	\$ 481	\$ 449	\$ 166,267	\$ 265,999
Total comprehensive income for the period							
Net income	-	-	-	-	-	63,779	63,779
Other comprehensive income (loss)							
Net change in fair value of available-for-sale financial assets during the period	-	-	-	93	93	-	93
Amounts reclassified to profit during the period related to realized gains on				(57.4)	(574)		
available-for-sale financial assets	-	-	-	(574)	(574)	-	(574)
Foreign currency translation differences from foreign operations	-	(10,057)	-	-	(10,057)	-	(10,057)
Current tax recovery (expense)	-	35	-	-	35	-	35
Deferred tax recovery (expense)	-	(12)	-		(12)	-	(12)
Total other comprehensive income for the period	-	(10,034)	-	(481)	(10,515)	-	(10,515)
Total comprehensive income for the period	-	(10,034)	-	(481)	(10,515)	63,779	53,264
Transactions with owners, recorded directly in equity Dividends to shareholders of the Company Fair value of rights offered to shareholders of the Comp	- any	-	-	-		(63,576) (4,759)	(63,576) (4,759)
Balance at September 30, 2014	\$ 99,283	\$ (10,066)	\$-	\$-	\$ (10,066)	\$ 161,711	\$ 250,928

Condensed Consolidated Interim Statements of Cash Flows (In thousands of U.S. dollars)

Three and nine months ended September 30, 2015 and 2014 (Unaudited)

2015 2014 2015 2 Cash flows from operating activities: Net income \$ 45,712 \$ 31,925 \$ 111,292 \$ 63,7 Adjustments for: Depreciation 3,901 4,054 12,077 12,2 Amontization of intangible assets 47,804 43,184 132,597 129,6 Stare in net (income) loss of equity investee 30 (150) (910) (6 Finance and other income (2,911) (853) (3,231) (2,7) Finance costs 6,039 4,059 14,965 10,0 Income tax expense (recovery) 23,866 15,687 51,286 34,1 Foreign exchange loss (gain) (5,974) 6,359 (8,440) 8,7 Income tax expense (recovery) 23,866 10,050 (357) 7,7 Income tax expense (recovery) 23,866 10,050 (357) 7,7 Income tax expense (recovery) 23,866 10,050 (357) 7,7 Income taxe paned (0,028) <th></th> <th colspan="3">Three months ended September 30,</th> <th colspan="3">Nine months ended September 30,</th>		Three months ended September 30,			Nine months ended September 30,		
Net income \$ 45,712 \$ 31,925 \$ 111,292 \$ 63,7 Adjustments for: Depreciation 3,901 4,054 12,077 12,2 Amoritzation of intangible assets 47,804 43,184 132,597 129,0 TSS membership liability revaluation charge 5,756 - 15,164 - Share in net (income) loss of equity investee 30 (150) (910) (c) Finance costs 6,039 4,059 14,965 10,5 Income tax expense (recovery) 23,866 15,687 51,286 34,1 Charge in non-cash operating working capital (5,974) 6,359 (8,440) 8,7 exclusive of fetcs of business combinations (8,846) (1,305) (357) 7,7 Increase tapid (10,280) (19,09) (42,530) (19,50) (19,61) Net cash flows from operating activities: - - (1,405) (3,185) (11,514) (8,1 Income taxes paid (10,280) (2,192) - 159,709							2014
Net income \$ 45,712 \$ 31,925 \$ 111,292 \$ 63,7 Adjustments for: Depreciation 3,901 4,054 12,077 12,2 Amortization of intangible assets 47,804 43,184 132,597 129,0 TSS membership liability revaluation charge 5,756 - 15,164 - Share in net (income) loss of equity investee 30 (150) (910) (6 Finance costs 6,039 4,059 14,965 10,5 Income tax expense (recovery) 23,866 15,687 51,286 34,1 Foreign excharge loss (gain) (5,974) 6,359 (8,440) 8,7 Change in non-cash operating working capital (10,280) (1,909) (42,530) (19,5 Net cash flows from operating activities: Interest pid (10,280) (3,185) (11,514) (8,14) Increase (decrease) in bark indebtedness, net (155,000) (67,300) (65,609) (96,7) Credit facility transaction costs - (1,425)	Cash flows from operating activities:						
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Depreciation 3.901 4.054 12.077 12.6 Amortization of inagible assets 47,804 43,184 132.597 129,57 TSS membership liability revaluation charge 5,756 - 15,164 - Share in net (income) loss of equity investee 30 (150) (910) (6 Finance costs 6,039 4,059 14,965 10,9 Income tax expense (recovery) 23,866 15,667 51,266 34,1 Charge in non-cash operating working capital - - - - - exclusive of effects of business combinations (8,846) (1,305) (357) 7,7 Income taxes paid (10,280) (1,909) (42,530) (19,6 Net cash flows from (used in) financing activities: - (14,255) - (6,6 Intereast paid (4,085) (3,185) (11,514) (8,1 Increase (decrease) in bank indebtedness, net (15,000) (67,300) (65,609) (96,7 Oriodends paid (21,192) (21,192) (23,5	Adjustments for:		2			,	. ,
Amortization of intangible assets 47,804 43,184 132,597 129,5 TSS membership liability revaluation charge 5,756 - 15,164 Share in net (income) loss of equity investee 30 (150) (910) (6 Finance and other income (2,911) (853) (3,231) (2,7 Finance and other income 6,039 4,059 14,965 10,6 Income tax expense (recovery) 23,866 15,667 51,266 34, Foreign exchange loss (gain) (5,974) 6,359 (8,440) 8,7 Income tax expense (recovery) 23,866 15,667 51,226 34, Income tax expanse (recovery) 23,869 (1,305) (357) 7,7 Income tax expand 100,280 (1,909) (42,530) (19,5) Net cash flows from operating activities: 105,097 101,051 281,913 244,6 Cash flows from (used in) financing activities: - (1,425) - (6,5,609) (96,7,300) (65,609) (96,7,300) (65,609) (96,7			3.901	4.054		12.077	12,235
TSS membership liability revaluation charge 5,756 - 15,164 Share in net (income) loss of equity investee 30 (150) (910) (6 Finance costs 6,039 4,059 14,965 10,0 Income tax expense (recovery) 23,866 15,687 51,286 34,1 Foreign excharge loss (gain) (5,974) 6,359 (8,440) 8,7 Change in non-cash operating working capital exclusive of effects of business combinations (8,846) (1,305) (357) 7,7,7 Income taxes paid (10,280) (1,909) (42,530) (19,5) Net cash flows from operating activities: 1 1 115,000 (67,300) (65,609) (96,7) Interest paid (4,085) (3,185) (11,514) (8,1) 10,754 Proceeds from issuance of debentures 159,709 - 159,709 - (6,6) Proceeds from issuance of cash adbentures (21,192) (21,192) (63,576) (63,2) Net cash flows from (used in) infinancing activities: - -	•		,	,		,	129,971
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Finance costs 6,039 4,059 14,965 10,5 Income tax expense (recovery) 23,866 15,687 51,286 34,1 Foreign excharge loss (gain) (5,974) 6,359 (8,440) 8,7 Change in non-cash operating working capital (10,280) (11,909) (42,530) (19,99) Net cash flows from operating activities 105,097 101,051 281,913 244,6 Cash flows from (used in) financing activities: (4,085) (3,185) (11,514) (8,1 Increase (decrease) in bank indebtedness, net (155,000) (65,609) (96,509) - (6,509) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - (6,6,700) - - -			(2,911)	(853)		· · /	(2,707)
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Change in non-cash operating working capital exclusive of effects of business combinations (8,846) (1,305) (357) 7,7 Income taxes paid (10,280) (1,909) (42,530) (19,27) Net cash flows from operating activities 105,097 101,051 281,913 244,6 Cash flows from (used in) financing activities: Interest paid (4,085) (3,185) (11,514) (8,1 Increase (decrease) in bank indebtedness, net (155,000) (67,300) (65,609) (96,7) Credit facility transaction costs - (1,425) - (6,6) Proceeds from issuance of debentures 159,709 - 159,709 - (6,7) Dividends paid (21,192) (21,192) (63,576) (63,5) Net cash flows from (used in) in financing activities: (20,568) (93,102) 19,010 (175,4) Acquisition of businesses, net of cash acquired (57,004) (16,399) (186,683) (38,2) Proceeds from sale of available-for-sale equity securities - - - - 2 Proceeds fr						-	8,708
exclusive of effects of business combinations (8,846) (1,305) (357) 7,7 Income taxes paid (10,280) (1,909) (42,530) (19,5) Net cash flows from operating activities 101,051 281,913 244,6 Cash flows from (used in) financing activities: 1			(' ')	,			,
Income taxes paid (10,280) (1,909) (42,530) (19,5) Net cash flows from operating activities 105,097 101,051 281,913 244,6 Cash flows from (used in) financing activities: (4,085) (3,185) (11,514) (8,1 Increase (decrease) in bark indebtedness, net (155,000) (67,300) (65,609) (96,7 Credit facility transaction costs - (1,425) - (6,8 Proceeds from issuance of debentures 159,709 - 159,709 - Dividends paid (21,192) (21,192) (63,576) (63,5,6) Net cash flows from (used in) in financing activities: (20,568) (93,102) 19,010 (175,4) Acquisition of businesses, net of cash - - - - - acquired (57,004) (16,399) (186,683) (38,2) - <td></td> <td></td> <td>(8.846)</td> <td>(1.305)</td> <td></td> <td>(357)</td> <td>7,785</td>			(8.846)	(1.305)		(357)	7,785
Net cash flows from operating activities 105,097 101,051 281,913 244,6 Cash flows from (used in) financing activities: Interest paid (4,085) (3,185) (11,514) (8,1 Increase (decrease) in bank indebtedness, net (155,000) (67,300) (65,609) (96,7 Credit facility transaction costs - (1,425) - (6,8 Proceeds from issuance of debentures 159,709 - 159,709 - Dividends paid (21,192) (21,192) (63,576) (63,576) (63,576) Net cash flows from (used in) in financing activities: (20,568) (93,102) 19,010 (175,4) Cash flows from (used in) investing activities: Acquisition of businesses, net of cash acquired (57,004) (16,399) (186,683) (38,2) Proceeds from sale of available-for-sale equity securities - - - 6 Interest and dividends received 509 40 552 2 Proceeds from sale of assets - 153 - 1 Property and equipment purchased <							(19,539)
Interest paid (4,085) (3,185) (11,514) (8,1) Increase (decrease) in bank indebtedness, net (155,000) (67,300) (65,609) (96,7) Credit facility transaction costs - (1,425) - (6,6) Proceeds from issuance of debentures 159,709 - 159,709 - (63,576) (63,576) Dividends paid (21,192) (21,192) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (75,04) (16,399) (186,683) (38,2) Post-acquisition of businesses, net of cash acquired (57,004) (16,399) (186,683) (38,2) Post-acquisition settlement payments, net of receipts (8,535) (6,528) (24,171) (14,52) Proceeds from sale of available-for-sale equity securities - - - 2 Post-acquisition settlement payments, net of receipts (8,535) (6,528) (24,171) (14,52) - 153 - 1 Proceeds from	Net cash flows from operating activities		105,097	,		281,913	244,638
Interest paid (4,085) (3,185) (11,514) (8,1) Increase (decrease) in bank indebtedness, net (155,000) (67,300) (65,609) (96,7) Credit facility transaction costs - (1,425) - (6,6) Proceeds from issuance of debentures 159,709 - 159,709 - (63,576) (63,576) Dividends paid (21,192) (21,192) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (63,576) (75,04) (16,399) (186,683) (38,2) Post-acquisition of businesses, net of cash acquired (57,004) (16,399) (186,683) (38,2) Post-acquisition settlement payments, net of receipts (8,535) (6,528) (24,171) (14,52) Proceeds from sale of available-for-sale equity securities - - - 2 Post-acquisition settlement payments, net of receipts (8,535) (6,528) (24,171) (14,52) - 153 - 1 Proceeds from	Cash flows from (used in) financing activities:						
Increase (decrease) in bank indebtedness, net (155,000) (67,300) (65,609) (96,7) Credit facility transaction costs - (1,425) - (6,8) Proceeds from issuance of debentures 159,709 - 159,709 - (6,8) Dividends paid (21,192) (21,192) (63,576) (63,576) (63,576) Net cash flows from (used in) in financing activities (20,568) (93,102) 19,010 (175,4) Cash flows from (used in) investing activities: Acquisition of businesses, net of cash acquired (57,004) (16,399) (186,683) (38,2) Post-acquisition settlement payments, net of receipts (8,535) (6,528) (24,171) (14,5) Proceeds from sale of assets - - - - 2 Interest and dividends received 509 40 552 2 2 Proceeds from sale of assets - 153 - 1 1 10,00 (8,300) (10,00) (8,300) (10,00) (8,300) (10,00) (8,300) (10,02)	(,)		(4,085)	(3.185)		(11.514)	(8,198)
Credit facility transaction costs-(1,425)-(6,5)Proceeds from issuance of debentures159,709-159,709-159,709Dividends paid(21,192)(21,192)(63,576)(63,5Net cash flows from (used in) in financing activities:(20,568)(93,102)19,010(175,4Acquisition of businesses, net of cashacquired(57,004)(16,399)(186,683)(38,2Post-acquisition settlement payments, net of receipts(8,535)(6,528)(24,171)(14,52)Proceeds from sale of available-for-sale equity securities8Proceeds from sale of assets-153-16Proceeds from sale of assets-153-16Property and equipment purchased(2,756)(1,020)(8,300)(10,6)Net cash flows from (used in) investing activities(67,786)(23,754)(218,602)(61,5)Effect of foreign currency on cash and cash equivalents(486)(3,870)(4,737)(4,6)Increase (decrease) in cash and cash equivalents16,257(19,675)77,5843,6Cash, beginning of period132,006			(. ,	(. ,		(, ,	(96,782)
Proceeds from issuance of debentures159,709-159,709Dividends paid(21,192)(21,192)(63,576)(63,5Net cash flows from (used in) in financing activities(20,568)(93,102)19,010(175,4Cash flows from (used in) investing activities:Acquisition of businesses, net of cash(57,004)(16,399)(186,683)(38,2Post-acquisition settlement payments, net of receipts(8,535)(6,528)(24,171)(14,5Proceeds from sale of available-for-sale equity securities8Interest and dividends received509405522Proceeds from sale of assets-153-1Property and equipment purchased(2,756)(1,020)(8,300)(10,0Net cash flows from (used in) investing activities(67,786)(23,754)(218,602)(61,5Effect of foreign currency on cash and cash equivalents(486)(3,870)(4,737)(4,0Increase (decrease) in cash and cash equivalents16,257(19,675)77,5843,6Cash, beginning of period132,006101,27670,67977,5	, , ,		-	(, ,		-	(6,864)
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Net cash flows from (used in) in financing activities(20,568)(93,102)19,010(175,4)Cash flows from (used in) investing activities: Acquisition of businesses, net of cash acquired(57,004)(16,399)(186,683)(38,2)Post-acquisition settlement payments, net of receipts(8,535)(6,528)(24,171)(14,5)Proceeds from sale of available-for-sale equity securities6Interest and dividends received509405522Proceeds from sale of assets-153-1Property and equipment purchased(2,756)(1,020)(8,300)(10,00)Net cash flows from (used in) investing activities(67,786)(23,754)(218,602)(61,50)Effect of foreign currency on cash and cash equivalents(486)(3,870)(4,737)(4,00)Increase (decrease) in cash and cash equivalents16,257(19,675)77,5843,60Cash, beginning of period132,006101,27670,67977,584				(21, 192)			(63,576)
Acquisition of businesses, net of cash acquired(57,004)(16,399)(186,683)(38,2Post-acquisition settlement payments, net of receipts(8,535)(6,528)(24,171)(14,5Proceeds from sale of available-for-sale equity securities6Interest and dividends received509405522Proceeds from sale of assets-153-1Property and equipment purchased(2,756)(1,020)(8,300)(10,00)Net cash flows from (used in) investing activities(67,786)(23,754)(218,602)(61,50)Effect of foreign currency on cash and cash equivalents(486)(3,870)(4,737)(4,00)Increase (decrease) in cash and cash equivalents16,257(19,675)77,5843,60Cash, beginning of period132,006101,27670,67977,584				· · · /		(,)	(175,420)
Acquisition of businesses, net of cash acquired(57,004)(16,399)(186,683)(38,2Post-acquisition settlement payments, net of receipts(8,535)(6,528)(24,171)(14,5Proceeds from sale of available-for-sale equity securities6Interest and dividends received509405522Proceeds from sale of assets-153-1Property and equipment purchased(2,756)(1,020)(8,300)(10,00)Net cash flows from (used in) investing activities(67,786)(23,754)(218,602)(61,50)Effect of foreign currency on cash and cash equivalents(486)(3,870)(4,737)(4,00)Increase (decrease) in cash and cash equivalents16,257(19,675)77,5843,60Cash, beginning of period132,006101,27670,67977,584	Cash flows from (used in) investing activities:						
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Proceeds from sale of available-for-sale equity securities6Interest and dividends received509405522Proceeds from sale of assets-153-1Property and equipment purchased(2,756)(1,020)(8,300)(10,0Net cash flows from (used in) investing activities(67,786)(23,754)(218,602)(61,5Effect of foreign currency on cash and cash equivalents(486)(3,870)(4,737)(4,0Increase (decrease) in cash and cash equivalents16,257(19,675)77,5843,6Cash, beginning of period132,006101,27670,67977,58						(, ,	(14,545)
Interest and dividends received5094055222Proceeds from sale of assets-153-1Property and equipment purchased(2,756)(1,020)(8,300)(10,00)Net cash flows from (used in) investing activities(67,786)(23,754)(218,602)(61,50)Effect of foreign currency on cash and cash equivalents(486)(3,870)(4,737)(4,00)Increase (decrease) in cash and cash equivalents16,257(19,675)77,5843,60Cash, beginning of period132,006101,27670,67977,584			-	(0,010)		(,)	873
Proceeds from sale of assets - 153 - 1 Property and equipment purchased (2,756) (1,020) (8,300) (10,00) Net cash flows from (used in) investing activities (67,786) (23,754) (218,602) (61,50) Effect of foreign currency on cash and cash equivalents (486) (3,870) (4,737) (4,00) Increase (decrease) in cash and cash equivalents 16,257 (19,675) 77,584 3,60 Cash, beginning of period 132,006 101,276 70,679 77,584 3,60			509	40		552	272
Property and equipment purchased (2,756) (1,020) (8,300) (10,00) Net cash flows from (used in) investing activities (67,786) (23,754) (218,602) (61,50) Effect of foreign currency on cash and cash equivalents (486) (3,870) (4,737) (4,00) Increase (decrease) in cash and cash equivalents 16,257 (19,675) 77,584 3,60 Cash, beginning of period 132,006 101,276 70,679 77,584			-	-		-	153
Net cash flows from (used in) investing activities (67,786) (23,754) (218,602) (61,5) Effect of foreign currency on cash and cash equivalents (486) (3,870) (4,737) (4,02) Increase (decrease) in cash and cash equivalents 16,257 (19,675) 77,584 3,6 Cash, beginning of period 132,006 101,276 70,679 77,584			(2 756)			(8,300)	(10,024)
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cash and cash equivalents (486) (3,870) (4,737) (4,0 Increase (decrease) in cash and cash equivalents 16,257 (19,675) 77,584 3,6 Cash, beginning of period 132,006 101,276 70,679 77,584	Effect of foreign currency on						
Increase (decrease) in cash and cash equivalents 16,257 (19,675) 77,584 3,6 Cash, beginning of period 132,006 101,276 70,679 77,584			(486)	(3,870)		(4,737)	(4,017)
	Increase (decrease) in cash and cash equivalents		16,257	(19,675)		77,584	3,634
	Cash, beginning of period		132,006	101,276		70,679	77,967
Cash, end of period \$ 148,263 \$ 81,601 \$ 148.263 \$ 81.6	Cash, end of period	\$	148,263	\$ 81,601	\$	148,263	\$ 81,601