

# Application to DHCD Submitted through CAMS

Northern Neck Planning District Commission

Regional Last-Mile Initiative - First District

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**Application ID:** 64506252019163751

**Application Status:** Pending

**Program Name:** Virginia Telecommunications Initiative 2020

**Organization Name:** Northern Neck Planning District Commission

**Organization Address:** P.O. Box 1600  
Warsaw, VA 22572

**Profile Manager Name:** Jerry Davis

**Profile Manager Phone:** (804) 333-1900

**Profile Manager Email:** jdavis@nnpdc17.state.va.us

**Project Name:** Regional Last-Mile Initiative - First District

**Project Contact Name:** Jerry Davis

**Project Contact Phone:** (804) 333-1900

**Project Contact Email:** jdavis@nnpdc17.state.va.us

**Project Location:** P.O. Box 1600  
Warsaw, VA 22572-1600

**Project Service Area:** Northumberland County, Richmond County, Westmoreland County

**Total Requested Amount:** \$675,114.53

**Required Annual Audit Status:** Accepted

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## Budget Information:

Cost/Activity Category	DHCD Request	Other Funding	Total
<b>Telecommunications</b>	<b>\$675,114.53</b>	<b>\$648,440.34</b>	<b>\$1,323,554.87</b>
Other: Construction Contract Labor	\$409,702.40	\$421,060.60	\$830,763.00
Other: Construction Materials	\$221,246.13	\$227,379.74	\$448,625.87
Other: Grant Administration	\$44,166.00	\$0.00	\$44,166.00
<b>Total:</b>	<b>\$675,114.53</b>	<b>\$648,440.34</b>	<b>\$1,323,554.87</b>

## Budget Narrative:

Atlantic Broadband, the co-applicant, will do all construction and invest \$497,100 of its own funds towards the project. Another \$50,000 in private investment comes from homeowners' and property-owners' associations and Longwood University. The six participating localities---Caroline, Mathews, Middlesex, Northumberland, Richmond, and Westmoreland Counties---will contribute \$101,340. The total cost of the project, including admin of \$44,166, is \$1,323,554.87. This application requests 51.01% of that total from VATI, or \$675,114.53. For additional details on the cost of materials and labor, please refer to Attachment 11 - Budget and Derivation of Costs.

## Questions and Responses:

### 1. Project Area

Explain why and how the project area(s) was selected. Describe the proposed geographic area including specific boundaries of the project area (e.g. street names, local and regional boundaries, etc.). Attach a copy of the map of your project area(s). Label map: Attachment 1 –Project Area Map.

### Answer:

Why: The Northern Neck Planning District Commission and The Northern Neck Broadband Authority are committed to implementing a regional approach to the expansion of reliable, wired high-speed Internet services in Eastern Virginia.

Because of the high cost of deploying truly reliable technology (i.e., fiber and coax, which will not become obsolete in the short term), it is essential that local units of government partner with the private sector, with companies that have the expertise and experience to do the work, and that are also willing to make substantial capital investments themselves.

The Project Areas for this application were determined with the technical assistance of Atlantic Broadband, the fiber Internet Service Provider that serves all the proposed expansions.

Aside from cost, Atlantic Broadband looked at where it made sense to expand its existing services, with a view to future expansions in partnership with the same participating localities (and possibly others), in order to continue to take advantage of VATI funding in the coming years.

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This approach aligns with VATT's goal of enhancing sustainability and growth of communities throughout the Commonwealth by getting the largest number of homes and home businesses connected for the minimum public investment.

How: A total of 13 project areas have been selected in 6 Eastern Virginia Counties. Consideration for selection included current lack of service, technical feasibility, cost, willingness of the communities to contribute towards the cost (e.g., contributions from homeowners' associations), and the number of potential customers being served. With the assistance of the participating localities, the communities selected for this project were:

1. Caroline County > Penola Road >
2. Mathews County > Peach Point Road >
3. Middlesex County > Kates Neck Road >
4. Middlesex County > Red Hill Drive / Ivy Shores Blvd >
5. Middlesex County > Bennett Farm Road >
6. Northumberland County > Clifton Landing / Mariners Way >
7. Northumberland County > Tranquility >
8. Northumberland County > Oyster Cove >
9. Richmond County > Robley >
10. Richmond County > Rose Hill / Creekview >
11. Westmoreland County > Hull Springs Farm > Boundary: The majority of the construction will be done on the property of Longwood University Foundation.
12. Westmoreland County > Buckner Creek Road >
13. Westmoreland County > Edge Hill Road >

See Attachment 1 - Project Areas Maps

2.

Describe your outreach efforts to identify existing providers in the selected project area. Provide a detailed explanation of how this information was compiled and the source(s). Provide a map and list of all existing providers (fixed and wireless) and speeds offered within the project area. Label Map: Attachment 2 – Existing Provider Map; label documentation: Attachment 3 – Documentation on CAF Funding Area.

**Answer:**

Names of existing providers in the proposed project areas were identified by word of mouth from existing and former clients, Internet searches, and local advertisements placed by those providers, mostly in the form of road signs. A chart has been prepared (Attachment 2) describing their type of service, speed, cost, and coverage area in respect to this application.

There are two fixed-wireless services on the list (Virginia Broadband and SignaWave). Coverage is limited (See Attachment 2).

None of the census blocks in the proposed service areas is eligible for Connect America funding. Atlantic

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Broadband has prepared a letter certifying that the company has never applied for, nor received Connect America funding. See Attachment 3 - Documentation on CAF Funding Area.

See Attachment 2 - Existing Providers Map and Chart of Services

See Attachment 3 - Documentation on CAF Funding Area

### 3. Project Need/Description

To be eligible for VATI, applicants must demonstrate that the proposed project area(s) is unserved. An unserved area is defined as an area with speeds of 10 Mbps / 1 Mbps or less and with less than 10 percent service overlap within the project area. Describe any anticipated service overlap with current providers within the project area. Provide specific information as to how you determined the percentage overlap. Label Attachment: Attachment 4 – Documentation Unserved Area VATI Criteria.

#### Answer:

There will always be some fixed-wireless service in the areas proposed, but actual service overlap is difficult to determine without specific technical information provided by the fixed-wireless companies. The maps provided by them on their websites are very general in nature, and they show coverage in areas known to receive unstable signals and speeds, per anecdotal reports from many customers who have left those service providers and signed up with Atlantic Broadband.

Maps made available by Virginia Tech's Center for Geospatial Information Technology (CGIT) were used to determine unserved areas that, according to CGIT's mapping site, are "below or equal to 10 Mbps download and 1 Mbps upload." These unserved areas were compared to the areas in the vicinity of the project areas proposed by this application (See Attachment 4), and they confirm what Atlantic Broadband has heard from customers and potential customers: that there is no reliable broadband service in the proposed project areas, each of which has the possibility of independent wireless, cellular, and/or satellite providers with varying degrees of consistent/reliable service, but nothing that could ever compare with the reliability and speeds of wired service to the home.

Atlantic Broadband, the co-applicant, plans to offer the proposed areas the following services:

- Essential (up to 15 Mbps / 5 Mbps) - \$50.99\* per month
- Essential Plus (up to 50 Mbps / 6 Mbps) - \$65.99 per month
- Advanced (up to 100 Mbps / 15 Mbps) - \$75.00 per month
- Premier (up to 250 Mbps / 20 Mbps) - \$90.99 per month
- Extreme (up to 400 Mbps / 20 Mbps) - \$95.99 per month
- GigaEdge (up to 1,000 Mbps / 50 Mbps) - \$120.99 per month

The above rates are the published ones reported to the FCC and franchise authorities. There are also multiple, discounted offers (door-to-door, call center, online) that are lower than these published rates. As these projects are built, ABB's intention is to use door-to-door sales and direct mail with varying discount offers.

A \$10 per month discount is available for customers who sign up for AutoPay and annual contract, except for the Essential package, for which AutoPay and annual contract are not applicable.



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Installation of the service will be free to the customer and include a modem and a wireless router for full indoor connectivity. Rates include unlimited data.

Attachment 4 – Documentation Unserved Area VATI Criteria.

4. Provide the number of residential serviceable units in the project area(s). Describe the eligible premises that will be served by the proposed project and the basis for these projections.

**Answer:**

This project will pass 407 residential serviceable units and 1 educational institution:

1. Caroline County > Penola Road > 50 Homes will be passed by CATV facilities and all are serviceable.
2. Mathews County > Peach Point Road > 19 Homes will be passed by CATV facilities and all are serviceable.
3. Middlesex County > Kates Neck Road > 31 Homes will be passed by CATV facilities and all are serviceable.
4. Middlesex County > Red Hill Drive / Ivy Shores Blvd > 33 Homes will be passed by CATV facilities and all are serviceable.
5. Middlesex County > Bennett Farm Road > 11 Homes will be passed by CATV facilities and all are serviceable.
6. Northumberland County > Clifton Landing / Mariners Way > 35 Homes will be passed by CATV facilities and all are serviceable.
7. Northumberland County > Tranquility > 46 Homes will be passed by CATV facilities and all are serviceable.
8. Northumberland County > Oyster Cove > 38 Homes will be passed by CATV facilities and all are serviceable.
9. Richmond County > Robley > 80 Homes will be passed by CATV facilities and all are serviceable.
10. Richmond County > Rose Hill / Creekview > 39 Homes will be passed by CATV facilities and all are serviceable.
11. Westmoreland County > Hull Springs Farm > 1 higher-education center will be passed by CATV facilities. This is an institutional property.
12. Westmoreland County > Buckner Creek Road > 13 Homes will be passed by CATV facilities and all are serviceable.
13. Westmoreland County > Edge Hill Road > 12 Homes will be passed by CATV facilities and all are serviceable.

The projections for the number of eligible premises passed come from field surveys.

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5. Indicate the numbers of businesses and community anchor institutions the proposed project will pass in the project area. Also indicate the number of home-based businesses. Provide specific information.

**Answer:**

No known businesses but one (1) public institution of higher education: Longwood University, providing service to 3 facilities (1 Facility and 2 Dormitory Buildings). Hull Springs Farm is a 662-acre facility in Westmoreland County owned by The Longwood University Foundation (see Attachment 16). In 2005, the foundation began to transition Hull Springs from a traditional working farm and timber operation to an economically self-sufficient model of sustainability, conservation, and land stewardship. Reliable broadband service to this facility is crucial to achieve the foundation's goals of providing "adequate facilities and support for undergraduate research, a scholar-in-residence program, and [...] use by other members of the conservation research community." Atlantic Broadband will contribute \$10,000 towards the cost of extending services to Hull Springs Farm. The Longwood University Foundation will contribute \$10,000, and Westmoreland County will contribute \$5,000. These three contributions will cover nearly half the cost (49.3%) of providing broadband service to this institutional facility.

The number of home businesses that are operated in the 407 homes being served by this project is difficult to determine, but there is no doubt that wired broadband service will make all these homes potential locations for home-based businesses, as indicated by the attached letter (Attachment 8) from Thomas Lintner, President and CEO of The Aloft Group, LLC, in Lancaster County. Mr. Lintner states that his experience "proves that a business can be started, thrive, and grow from a home office with the proper infrastructure." In all, around ten percent of homes served are estimated to become potential home-based businesses.

6. Understanding that projected take rates are an estimate, provide the anticipated take rate for the proposed service within one year of project completion and describe the basis for the estimate. Also detail all actions (e.g. marketing activities, outreach plan) to be implemented to reach the identified potential serviceable units within the project area.

**Answer:**

The projected take rate within one year of project completion is expected to be 100% for Hull Springs Farm; 50% for Clifton Landing, Tranquility, and Oyster Cove; and 40% for all others. This is based on historical operational data from Atlantic Broadband's experience serving communities in the region.

Installation of the wired service will be free to the customer and include a modem and a wireless router for full indoor connectivity. With discounts, rates will be affordable, starting as low as \$39.99 per month, with unlimited data, so the estimated take rate has a high level of confidence.

Hull Springs Farm will receive Atlantic Broadband Business Services delivered as fiber DIA (Direct Internet Access service) at the request of Longwood University, which will expand the service as needs develop.

For all other properties, Atlantic Broadband will use door-to-door sales upon activation of these newly-expanded services. After that, direct mail will be used.

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7. For wireless projects only: Please explain the ownership of the proposed wireless infrastructure. Will the wireless co-applicant own or lease the radio mast, tower, or other raised structure onto which the wireless infrastructure will be installed?

**Answer:**

N/A

8. Provide the proposed download and upload speeds for the project area. Detail whether that speed is based on dedicated or shared bandwidth, and detail the technology that will be used. This description can be illustrated by a map or schematic diagram, as appropriate. Describe the Internet service offerings to be provided after completion of this project and your price structure for these services. The service offerings should include all relevant tiers.

**Answer:**

Atlantic Broadband plans to serve the proposed project areas with the following services:

- Essential (up to 15 Mbps / 5 Mbps) - \$50.99 per month
- Essential Plus (up to 50 Mbps / 6 Mbps) - \$65.99 per month
- Advanced (up to 100 Mbps / 15 Mbps) - \$75.00 per month
- Premier (up to 250 Mbps / 20 Mbps) - \$90.99 per month
- Extreme (up to 400 Mbps / 20 Mbps) - \$95.99 per month
- GigaEdge (up to 1,000 Mbps / 50 Mbps) - \$120.99 per month

The above rates are the published ones reported to the FCC and franchise authorities. There are multiple discounted offers (door-to-door, call center, online) that are lower than these published rates. As these projects are built, ABB's intention is to use door-to-door sales and direct mail with varying discount offers.

A \$10 per month discount is available if the customer signs up for AutoPay and an annual contract, except for the Essential package above, for which AutoPay and an annual contract are not applicable.

All above speeds are based on shared bandwidth via cable modem. The speeds up to 1,000 Mbps / 50 Mbps will be initially available at Peach Point Road, Tranquility, Oyster Cove, Robley, Rose Hill, Buckner Creek, and Edge Hill. For all other locations, the initial maximum speed will be up to 250 Mbps / 20 Mbps, and up to 1Gig/50Mbps by the end of 2020.

For the Hull Springs Farm project, the service will be Direct Internet Access (DIA), with symmetrical speeds from 10 Mbps to 100 Gig (determined by the end user). This service is scalable and 100% fiber-based, and proactively managed and monitored 24/7/365 and backed by competitive network and service SLAs.

Atlantic Broadband (ABB) utilizes redundant fiber connectivity from three major Internet peering points: Ashburn, Virginia; Boston, Massachusetts; and Philadelphia, Pennsylvania. The three peering points are used by ABB's Virginia system to provide broadband service to the Northern Neck and Middle Peninsula.

See Attached chart with service tiers and price structures

9. Provide a description of the network system design used to deliver broadband service from the network's primary

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Internet point(s) of presence to end users, including the network components that already exist and the ones that would be added by the proposed project. Also describe specific advantages of using this technology. Provide a detailed explanation on how this information was compiled and source(s). For wireless projects, provide a propagation map including the proposed project. Label Map: Attachment 5 – Propagation Map Wireless Project

**Answer:**

The system design varies depending on each location:

1. Caroline County > Penola Road

Network Design: FTTH (Fiber-To-The-Home), "edge-out" from the existing network

Length: 3.85 miles (20,326')

Passing: 50 homes

2. Mathews County > Peach Point Road

Network Design: HFC (Hybrid Fiber Coaxial), "edge-out" from the existing network

Length: 1.60 mile (8,467')

Passing: 19 homes

3. Middlesex County > Kates Neck Road

Network Design: HFC (Hybrid Fiber Coaxial), "edge-out" from the existing network

Length: 2.05 mile (10,815')

Passing 31 homes

4. Middlesex County > Red Hill Drive / Ivy Shores Blvd

Network Design: HFC (Hybrid Fiber Coaxial), "edge-out" from the existing network

Length: 1.98 mile (10,473')

Passing: 33 homes

5. Middlesex County > Bennett Farm Road

Network Design: HFC (Hybrid Fiber Coaxial), "edge-out" from the existing network

Length: 1.40 mile (7,382')

Passing: 11 homes

6. Northumberland County > Clifton Landing / Mariners Way

Network Design: HFC (Hybrid Fiber Coaxial), "edge-out" from the existing network

Length: 3.00 mile (15,840')

Passing: 35 homes

7. Northumberland County > Tranquility

Network Design: HFC (Hybrid Fiber Coaxial), "edge-out" from the existing network

Length: 2.95 mile (15,572')

Passing: 46

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## 8. Northumberland County > Oyster Cove

Network Design: HFC (Hybrid Fiber Coaxial), "edge-out" from the existing network

Length: 4.29 mile (22,652')

Passing: 24 homes

## 9. Richmond County > Robley

Network Design: FTTH (Fiber-To-The-Home), "edge-out" from the existing network

Length: 6.36 miles (33,581')

Passing: 80 homes

## 10. Richmond County > Rose Hill / Creekview

Network Design: FTTH (Fiber-To-The-Home), "edge-out" from the existing network

Length: 2.05 miles (10,818')

Passing: 39 homes

## 11. Westmoreland County > Hull Springs Farm > Longwood University

Network Design: Direct Internet Access (DIA) via symmetrical fiber connection. As a direct fiber service, it is scalable with speeds available up to a maximum 100Gig/100Gig.

Length: 1.20 miles (6,336')

Passing: 1 institutional/educational location

## 12. Westmoreland County > Buckner Creek Road

Network Design: HFC (Hybrid Fiber Coaxial), "edge-out" from the existing network

Length: 1.01 mile (5,325')

Passing: 13 homes

## 13. Westmoreland County > Edge Hill Road

Network Design: HFC (Hybrid Fiber Coaxial), "edge-out" from the existing network

Length: 1.00 mile (5,280')

Passing: 12 homes

Atlantic Broadband's network is a wholly-owned, last-mile network system, which means that service to its customers begins and ends with Atlantic Broadband. All sites: Generator and battery back-up for 98.8% reliability.

Attachment 5 - Not applicable (not a wireless system): Propagation Map Wireless Project

## 10. Project Readiness

What is the current state of project development (e.g. planning, preliminary engineering, identifying easements/permits, final design, etc.)? Prepare a detailed project timeline or construction schedule which identifies specific tasks, staff, contractor(s) responsible, collection of data, etc., and estimated start and completion dates. Provide any Memorandums of Understanding (MOUs) or Memorandums of Agreement (MOAs) (drafts are

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allowable), letters of support, etc. The timeline should include all activities being completed within 12 months of contract execution with DHCD. Label Attachments: Attachment 6 – Timeline/Project Management Plan; Attachment 7 – Relationship between Applicant/Co-Applicant; Attachment 8 – Letters of Support;

- i. If the partnership is formalized in a written agreement, provide a copy of that agreement.
- ii. If the partnership has not been formalized, provide a short description of the project management role, financial commitment, or other contribution to the project for the applicant, co-applicant, and any additional partners.
- iii. If applicant is not a locality(s) in which the project will occur, please provide a letter of support from that locality.

**Answer:**

All projects in this proposal are “shovel-ready.” Design and engineering have been completed. Once the grant is awarded, Atlantic Broadband will prepare applications for any necessary pole attachments and all other permits. All construction will be completed by December 31, 2020, and services will be available to residents by or before that date, unless Atlantic Broadband encounters unforeseen issues with pole owners or other third parties beyond its control.

**Project Timeline:**

Caroline County - Penola - Start in September 2020 (construction: 3 months)  
Mathews County - Peach Point - Start in June 2020 (2.5 months)  
Middlesex County - Kate’s Neck - Start in June 2020 (2.5 months)  
Middlesex County - Red Hill - Start in May 2020 (2 months)  
Middlesex County - Bennet Farm - Start in October 2020 (2.5 months)  
Northumberland County - Clifton Landing - Start in April 2020 (3 months)  
Northumberland County - Tranquility - Start in February 2020 (2 months)  
Northumberland County - Oyster Cove - Start in March 2020 (3 months)  
Richmond County - Robly - Start in May 2020 (3.5 months)  
Richmond County - Rose Hill - Start in September 2020 (2.5 months)  
Westmoreland County - Hull Springs Farm - Start in January 2020 (3 months)  
Westmoreland County - Buckner Creek - Start in June 2020 (2.5 months)  
Westmoreland County - Edge Hill - Start in October 2020 (2.5 months)

**Attachment 6 – Timeline/Project Management Plan**

Memoranda of Understanding (MOUs) in the form of letters of support and commitment of dollars have been received. They include letters from Caroline County (\$21,304), Mathews County (\$18,000), Middlesex County (\$25,000), Northumberland County (\$5,000), Richmond County (\$17,036), and Westmoreland County (\$15,000); plus letters from the Clifton Landing Property Owners Association (\$5,000), Tranquility Homeowners Association (\$30,000), Oyster Cove Property Owners Association (\$5,000), Longwood University (\$10,000); in addition to letters of support from The Northern Neck Broadband Authority, Delegate Margaret Ransone, Senator Richard Stuart, Senator Ryan McDougle, and Congressman Robert Wittman. See Attachment 8.

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Attachment 7 – Relationship between Applicant/Co-Applicant

Attachment 8 – Letters of Support

i. If the partnership is formalized in a written agreement, provide a copy of that agreement.

N/A

ii. If the partnership has not been formalized, provide a short description of the project management role, financial commitment, or other contribution to the project for the applicant, co-applicant, and any additional partners.

Atlantic Broadband will be the Project Manager and will contribute 37.56% of the total cost of the project. The Northern Neck Planning District Commission will act as Grant Manager and Fiscal Agent. Private contributions will be 3.78% of the total cost, and the localities will contribute 7.66%. Letters of support that indicate the partners' financial commitments are included in Attachment 8, and also see Attachment 10 - Funding Sources Table.

iii. If applicant is not a locality(s) in which the project will occur, please provide a letter of support from that locality.

The applicant is The Northern Neck Planning District Commission on behalf of six localities: Caroline, Mathews, Middlesex, Northumberland, Richmond, and Westmoreland Counties. Letters of support for the project from all these localities are attached. See Attachment 8.

11. Matching funds: Provide a description of the matching funds the applicant and co-applicant will invest in the proposed project (VATI funding cannot exceed 80 percent of total project cost). The Funding Sources Table must be completed. Label Attachments: Attachment 9 - Documentation of Match Funding; Attachment 10 – Funding Sources Table;

i. For each element of matching funds in the description, indicate the type of match (e.g. cash, salary expense, or in-kind contribution).

ii. Identify whether the applicant or co-applicant is responsible for providing each element of the proposed matching funds.

iii. Include copies of vendor quotes or documented cost estimates supporting the proposed budget.

**Answer:**

Matching Funds:

Atlantic Broadband:\$ 497,100

Private contributions:\$ 50,000

Localities:\$ 101,340

VATI funding requested is \$675,114, or 51.01% of the total cost of the project.

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Attachment 9 – Documentation of Match Funding

Attachment 10 – Funding Sources Table

i. For each element of matching funds in the description, indicate the type of match (e.g. cash, salary expense, or in-kind contribution).

The co-applicant will invest \$497,100 on the project. All other matching funds are cash contributions.

ii. Identify whether the applicant or co-applicant is responsible for providing each element of the proposed matching funds.

The applicant will provide all elements of the proposed matching funds.

iii. Include copies of vendor quotes or documented cost estimates supporting the proposed budget.

Supporting Documentation of Cost Estimates are attached and are part of the budget.

12. Applicant and Co-Applicant: A description of the public-private partnership involved in the project. Detail the local government assistance: Local government co-applicants should demonstrate assistance to project that will lower overall cost and further assist in the timely completion of construction, including assistance with permits, rights of way, easements, and other issues that may hinder or delay timely construction and increase cost. Provide detail if this project includes additional partners such as municipal providers, middle-mile providers, or investor-owned utilities

**Answer:**

All participating localities are well aware of the importance of reliable broadband to their residents. These Counties have not only committed cash to match the funding from VATI, Atlantic Broadband, and private contributors---but they have also offered their full support to the effort, including assistance with permits, rights of way, easements, and other issues that may hinder or delay timely construction and increase costs. Letters of support towards the goals of this application from Caroline, Mathews, Middlesex, Northumberland, Richmond, and Westmoreland Counties are attached. See Attachment 8.

13. Identify key individuals, including name and title, who will be responsible for the management of the project. Provide a concise description of their role and responsibilities for the project. Present this information in table format.

**Answer:**

- 1) Scott Randall - VP DELMARVA Region, Atlantic Broadband
- 2) William Newborg - General Manager, Virginia Systems, Atlantic Broadband
- 3) William Weeks - Construction Manager, Atlantic Broadband
- 4) Michael Scott - MD-VA Construction Supervisor, Atlantic Broadband
- 5) Jerry W. Davis, Executive Director, Northern Neck Planning District Commission - Grant Manager

See Attachment 17 - Key Individuals and Corporate Reports



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## 14. Project Budget and Cost Appropriateness

Applicants shall provide a detailed budget as to how the grant funds will be utilized, including an itemization of equipment and construction costs and a justification of proposed expenses. Expenses should be substantiated by clear cost estimates. Label Attachment: Attachment 11 – Derivation of Costs; Attachment 12 - Documentation of Supporting Costs; Attachment 13 – Supporting Documentation of Cost Estimates.

### Answer:

Budget and cost estimates are attached.

Attachment 11 – Budget and Derivation of Costs

Attachment 13 – Supporting Documentation for Cost Estimates

15. The cost benefit index is comprised of three factors: (i) state share for the total project cost, (ii) state cost per unit passed, and (iii) the internet speed. From these statistics, individual cost benefit scores are calculated. Finally, the three component scores are averaged together and converted to a 30-point scale to form a composite score. Please provide the following three pieces of information:

a. Total State funding requested / Total Project cost

b. Number of serviceable units

c. Highest residential speed available

### Answer:

a. Total State funding requested / Total Project cost  
\$675,114 / \$1,323,554 (51.01%)

b. Number of serviceable units  
408

c. Highest residential speed available  
1,000 Mbps / 50 Mbps (on cable modem)

16. A brief description of applicant and co-applicant's history or experience with managing grants and constructing broadband communication facilities in the Commonwealth of Virginia and elsewhere.

### Answer:

The Northern Neck Planning District Commission has extensive experience working with Northern Neck localities to identify economic development needs. Its scope of work includes CDBG-funded projects, where the Commission acts as fiscal agent, project manager, and grant administrator.

Atlantic Broadband (ABB) has been in operation since 2004, though it can trace its origins back many decades through the companies it has acquired. It is a subsidiary of Cogeco Cable Inc. (TSX: CCA), the 8th largest cable operator in the United States. The company provides TV, Internet, Phone and enterprise business services to more

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than 450,000 business and residential customers located in eleven states: Connecticut, Delaware, Florida, Pennsylvania, Maine, Maryland, New Hampshire, New York, South Carolina, Virginia, and West Virginia.

In the past two years, ABB has successfully completed approximately 50 miles of new HFC and/or FTTH construction to previously unserved areas in the Virginia market alone. It has extensive experience constructing, operating, and managing state-of-the-art broadband networks. The company currently provides broadband connectivity in Caroline, Essex, King George, Lancaster, Mathews, Middlesex, Northumberland, Richmond, and Westmoreland Counties.

See Attachment 17 for additional information.

## 17. Commonwealth Priorities

Additional points will be awarded to proposed projects that reflect Commonwealth priorities. Please describe if the project fits into a larger locality or regional universal broadband plan.

### **Answer:**

Because this is an application that brings together 6 Virginia counties and 13 communities within them, the participating localities quickly realized the importance of working regionally, not only on this year's VATI application but also in future ones. This approach fully aligns with the Commonwealth's priority to extend broadband services to all Virginians within a decade, using a public-private partnership approach that encourages and maximizes private investment.

The Northern Neck Planning District Commission and The Northern Neck Broadband Authority are committed to implementing a regional approach to the expansion of reliable, wired high-speed Internet services in Eastern Virginia.

## 18. Additional Information

Any other equitable factor that the applicant desires to include. Applicants are limited to four additional attachments. Label Additional Attachments as:

- a. Attachment 14 – Two most recent Form 477 submitted to the FCC or equivalent
- b. Attachment 15 – Copy of Public Notice
- c. Attachment 16 – XXXXXXXX
- d. Attachment 17 – XXXXXXXX
- e. Attachment 18 – XXXXXXXX
- f. Attachment 19 – XXXXXXXX

# Application to DHCD Submitted through CAMS

Northern Neck Planning District Commission

Regional Last-Mile Initiative - First District

---

## Answer:

A beneficiary of this project is Hull Springs Farm, a 662-acre facility in Westmoreland County owned by The Longwood University Foundation (see Attachment 16). In 2005, the foundation began to transition Hull Springs from a traditional working farm and timber operation to an economically self-sufficient model of sustainability, conservation, and land stewardship.

Atlantic Broadband, the co-applicant, will contribute \$10,000 towards the cost of extending broadband services to Hull Springs Farm. The Longwood University Foundation will contribute \$10,000. Westmoreland County will contribute \$5,000. These three contributions will cover nearly half the cost (49.3%) of providing fiber broadband service to this institutional facility, which has plans to eventually become the public conference center that the Northern Neck peninsula has never had, and a key element in the region's economic-development future.

Additional attachments:

Attachment 14 – Two most recent Form 477 submitted to the FCC or equivalent

Attachment 15 – Copy of Public Notice

Attachment 16 – Hull Springs Farm

Attachment 17 – Key Individuals and Corporate Partner/Service Provider Information

## Attachments:

Map(s) of project area, including proposed infrastructure

ATTACHMENT1ProjectAreasMaps831201984150.zip

Map(s) or schematic of existing broadband providers (inventory of existing assets)

ATTACHMENT2ExistingBroadbandProvidersintheRegionCopy830201942632.pdf

Documentation that proposed project area is not designated for Connect America Funding (CAF)

ATTACHMENT3NoCAFDesignationt93201924047.pdf

Documentation that proposed project area is unserved based on VATI criteria

ATTACHMENT4UnservedAreasBasedonAvailableMaps831201984555.pdf

# Application to DHCD Submitted through CAMS

Northern Neck Planning District Commission

Regional Last-Mile Initiative - First District

---

Project Management Plan

ATTACHMENT6ProjectManagementPlan830201943351.pdf

Documentation of relationship between applicant and co-applicant (formal or informal)

ATTACHMENT7LettersDocumentingCoApplicantRelationship93201912756.pdf

Letters of Support

ATTACHMENT8LettersofSupport830201940333.pdf

Documentation for in-kind contributions, including value(s)

ATTACHMENT9DocumentationofMatchFunding8312019100702.pdf

Funding Sources Table

ATTACHMENT10FUNDINGSOURCESTABLE830201944712.pdf

Derivation of Cost (Project Budget)

ATTACHMENT11BudgetandDerivationofCost831201984811.xlsx

Supporting documentation for costs estimates

ATTACHMENT13CostsEstimates831201985049.zip

Two most recent Form 477 submitted to FCC

ATTACHMENT14477Filings830201940009.pdf

Copy of Public Notice

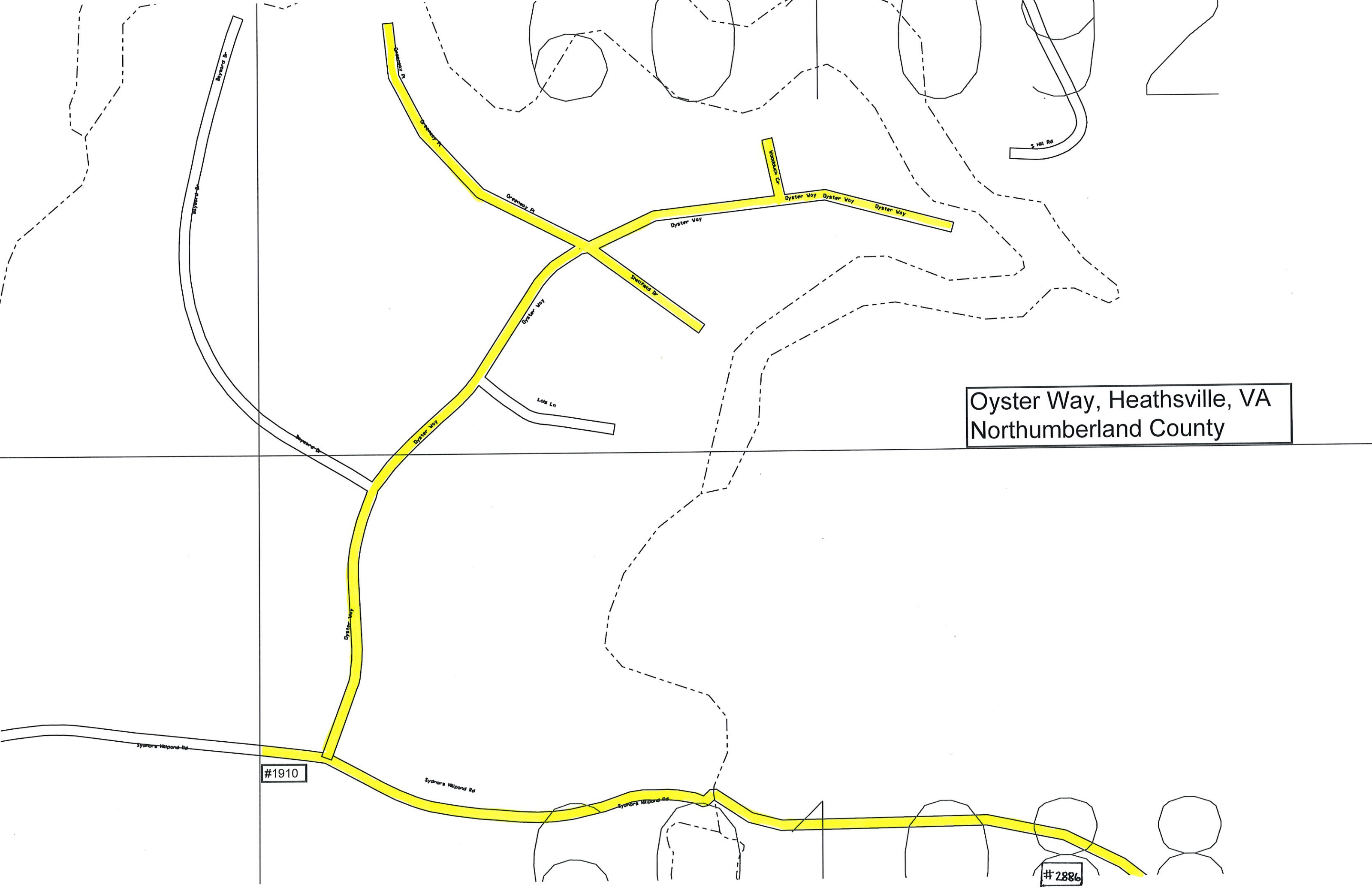
ATTACHMENT15PublicNotice831201985214.docx

Optional

ATTACHMENT16HullSpringsFarm830201952006.pdf

Optional

ATTACHMENT17KeyIndividualsandCorporateReports830201951702.pdf



Oyster Way, Heathsville, VA  
Northumberland County

#1910

#2886



Red Hill Dr,  
Urbanna, VA 23175

Red Hill Rd, Urbanna, VA  
Middlesex County

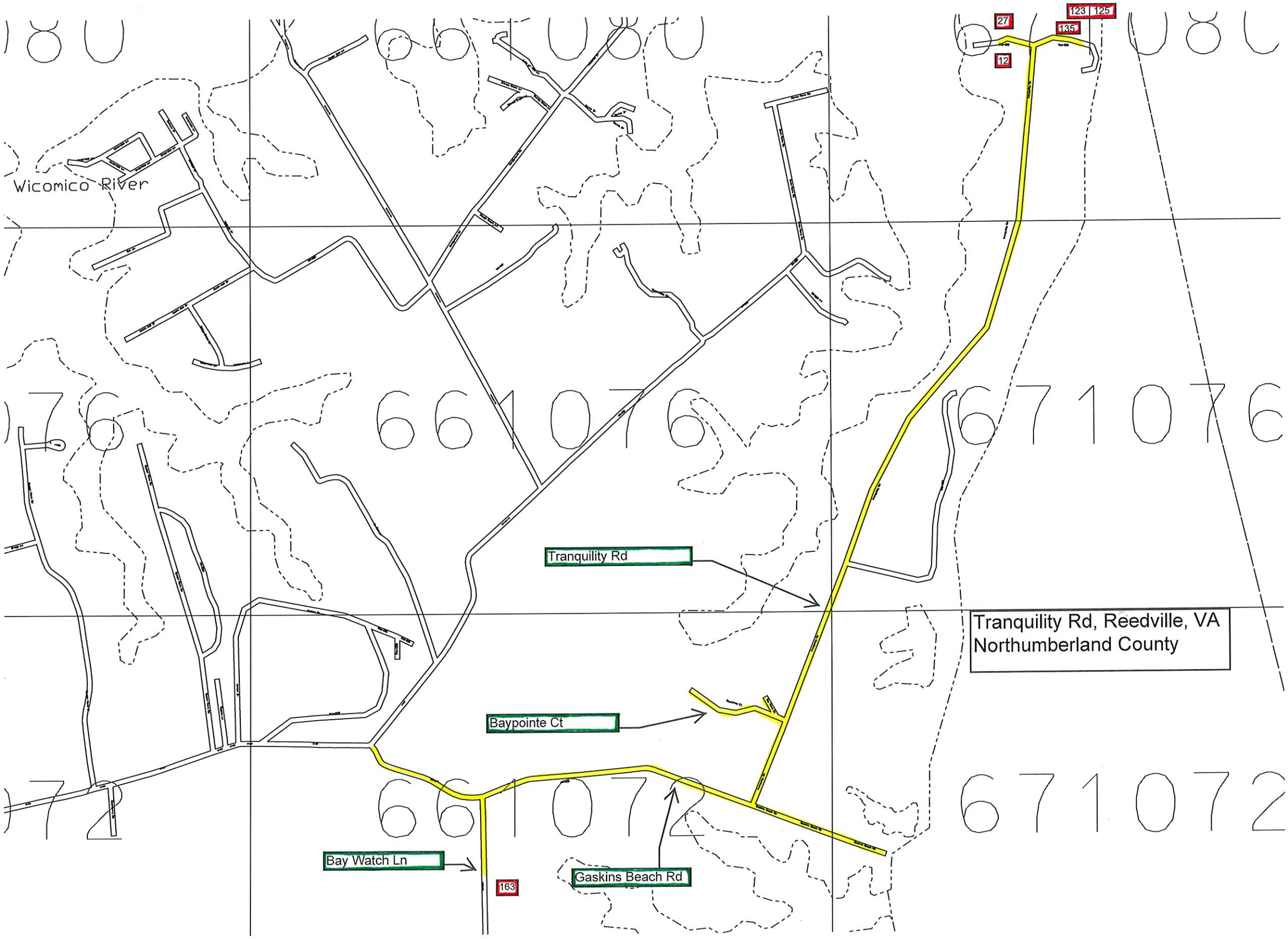
Laurel Farms Ln. Laurel F

Bucks Landing

ck







Wicomico River

Tranquility Rd

Tranquility Rd, Reedville, VA  
Northumberland County

Baypointe Ct

Bay Watch Ln

Gaskins Beach Rd

163

27

12

135

123

125

180

66

107

67

107

6

66

107

67

107

2



Middlesex County

**Bennett Farm Rd,  
Locust Hill, VA 23092**







Nomini Creek

Nomini C

Fairway Ln

Fairway Ln

Bushfield Rd

Buckner Creek Rd

Nomini Creek

Golf Links Rd

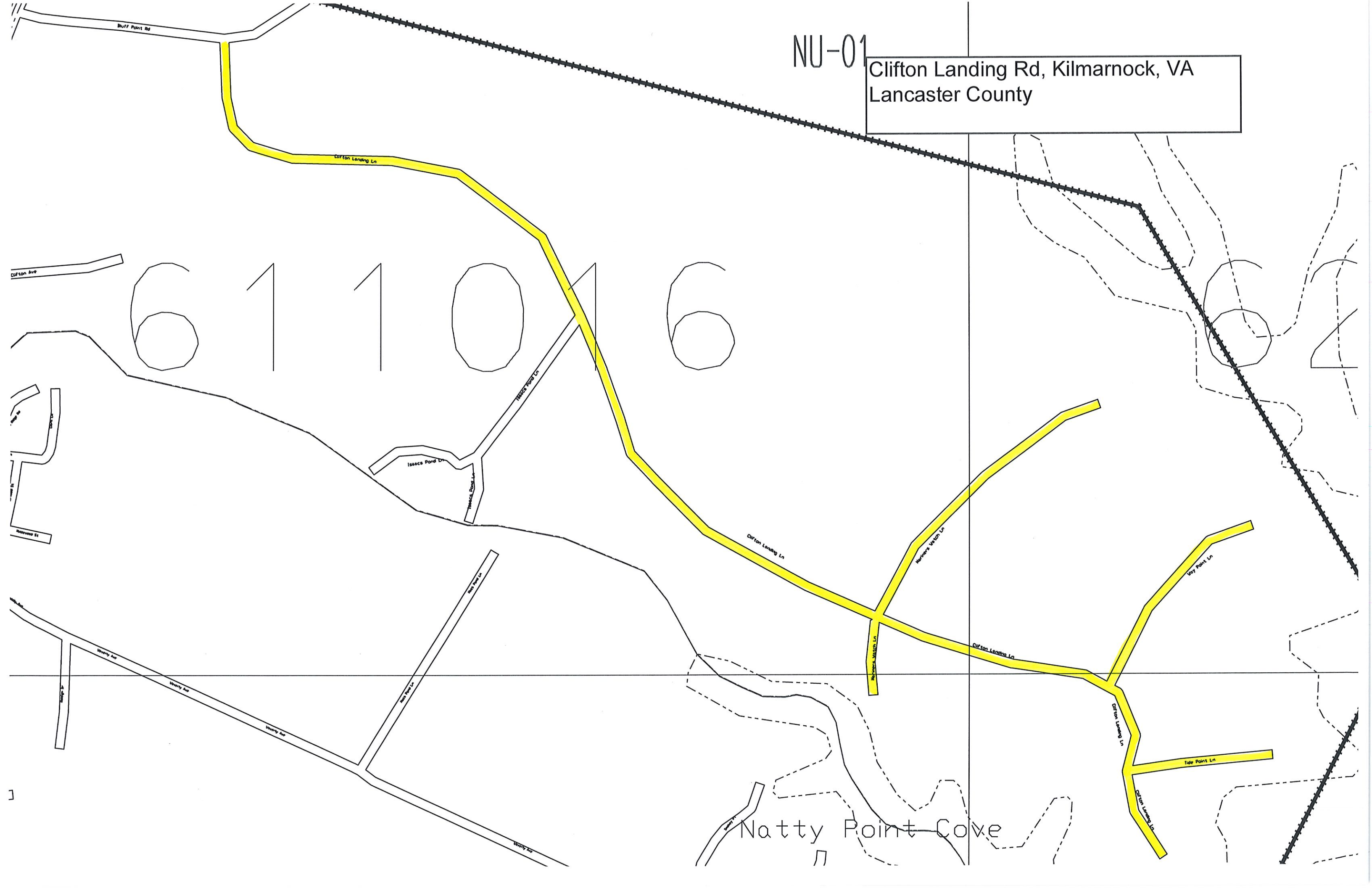
Buckner Creek Rd

Buckner Creek Rd, Montross, VA  
Westmoreland County

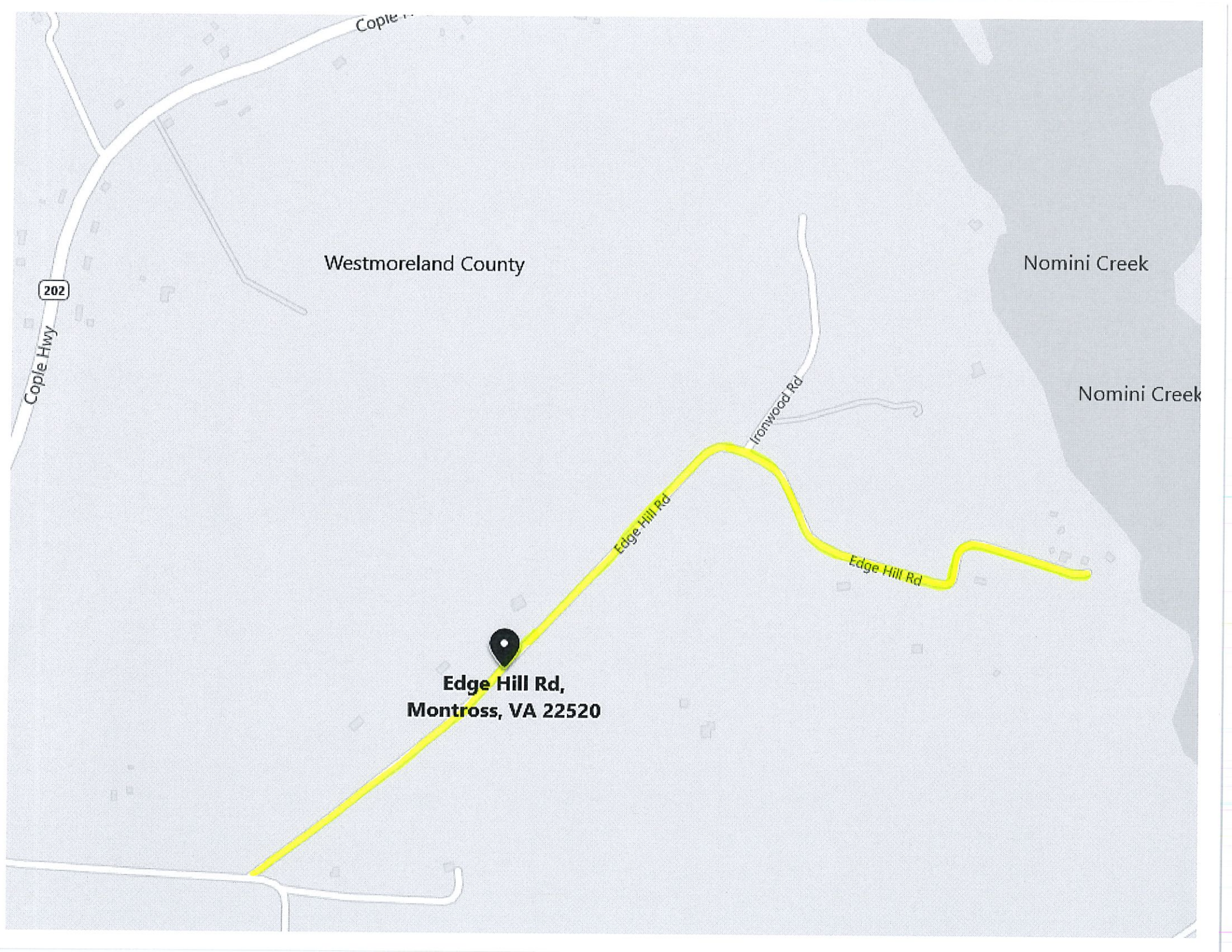


NU-01

Clifton Landing Rd, Kilmarnock, VA  
Lancaster County







Westmoreland County

Nomini Creek

Nomini Creek

202

Cople Hwy

Cople

Ironwood Rd

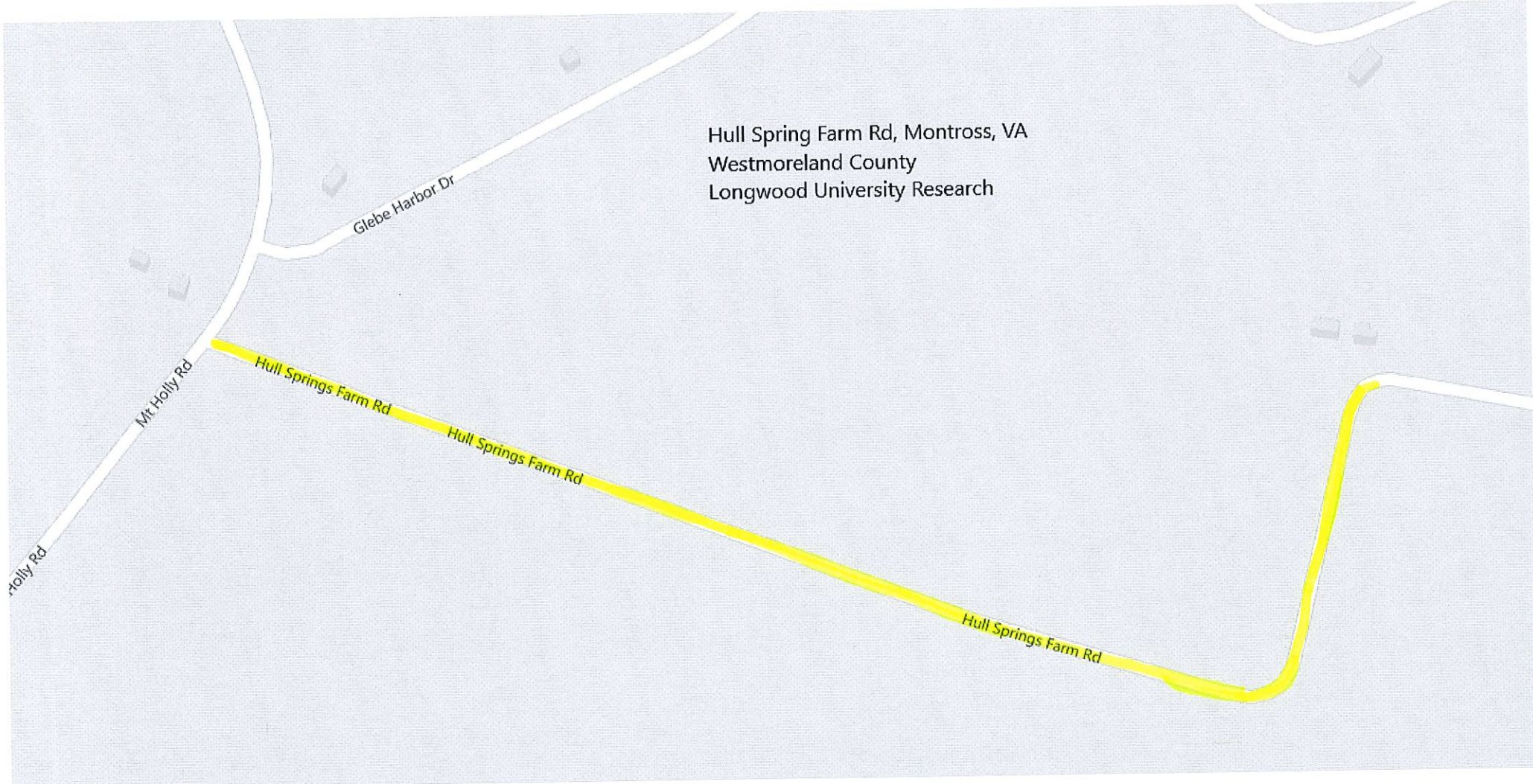
Edge Hill Rd

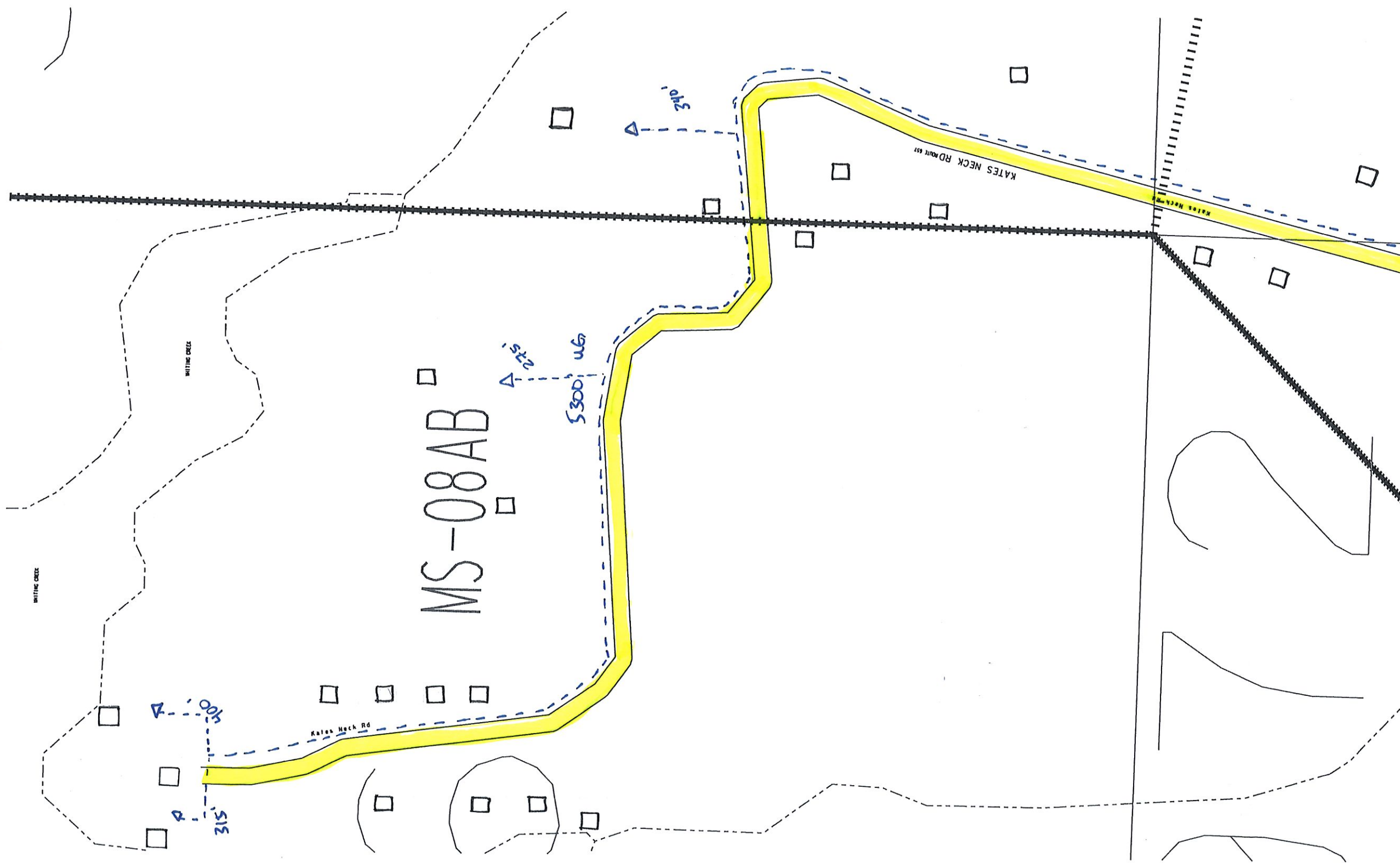
Edge Hill Rd

**Edge Hill Rd,  
Montross, VA 22520**

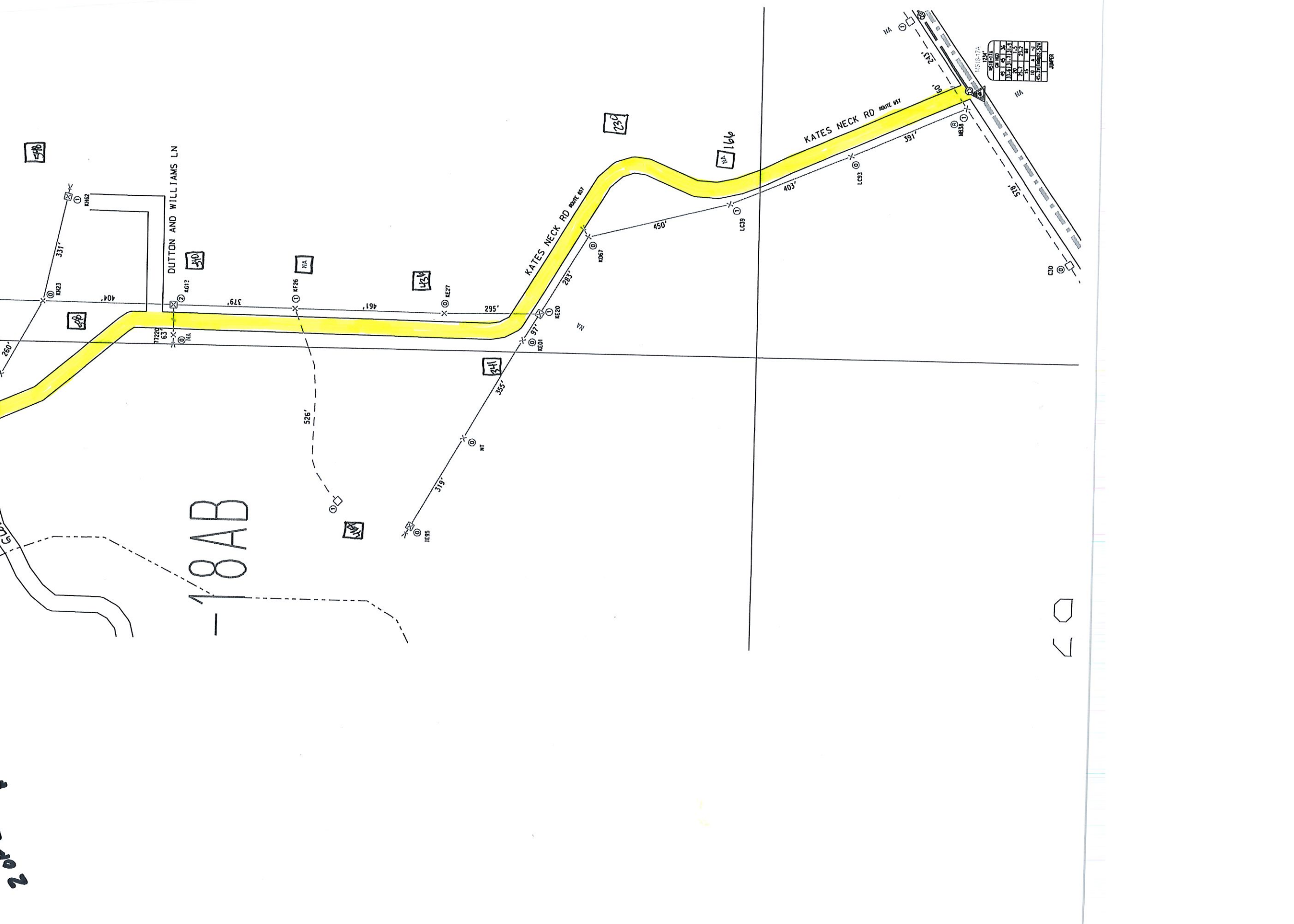


Hull Spring Farm Rd, Montross, VA  
Westmoreland County  
Longwood University Research









-18AB

07

202



John Clayton Memorial Hwy

14

Pickle Fan Rd

Peach Point Rd

Peach Point Rd, Mathews, VA  
Mathews County

Pickle Fan Rd

Peach Point Rd

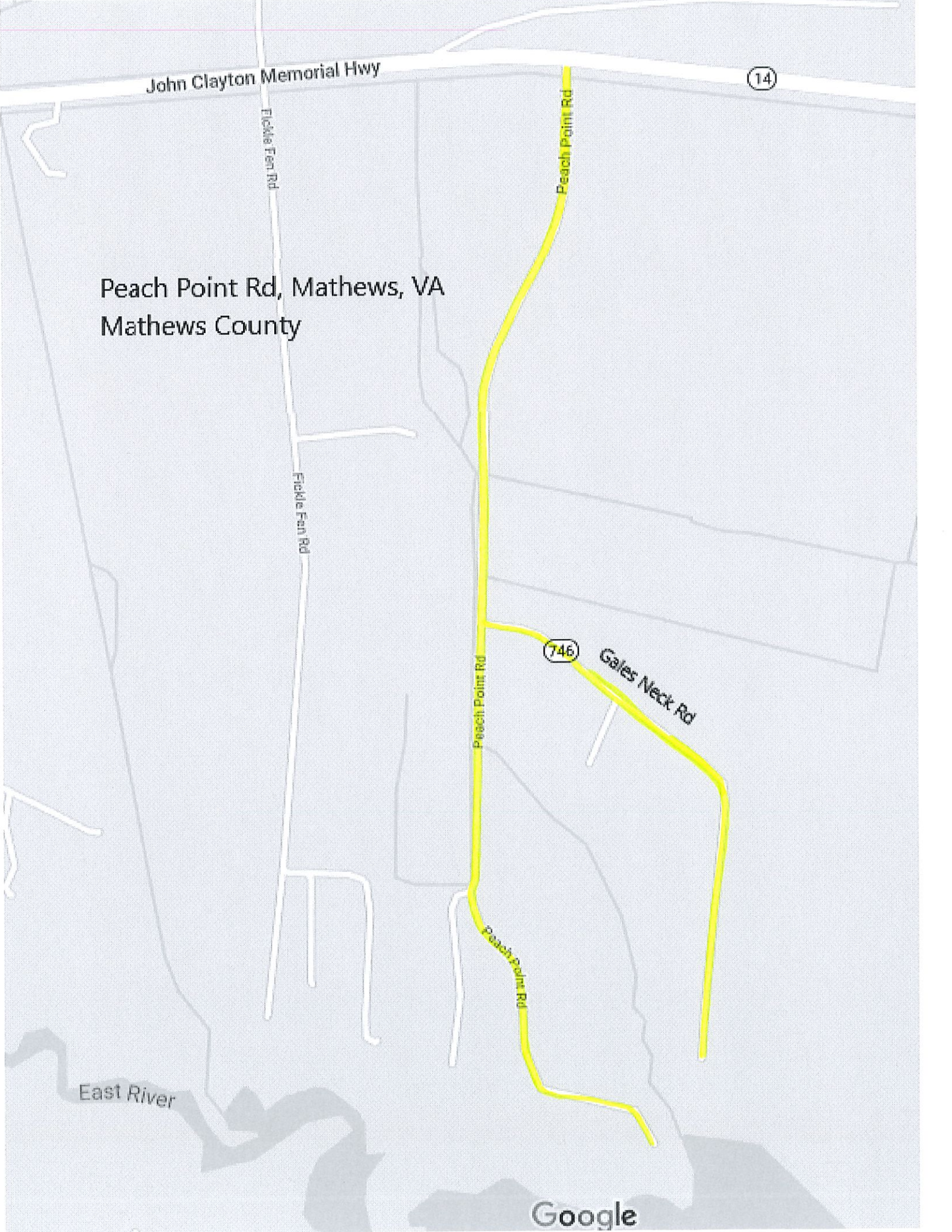
746

Gales Neck Rd

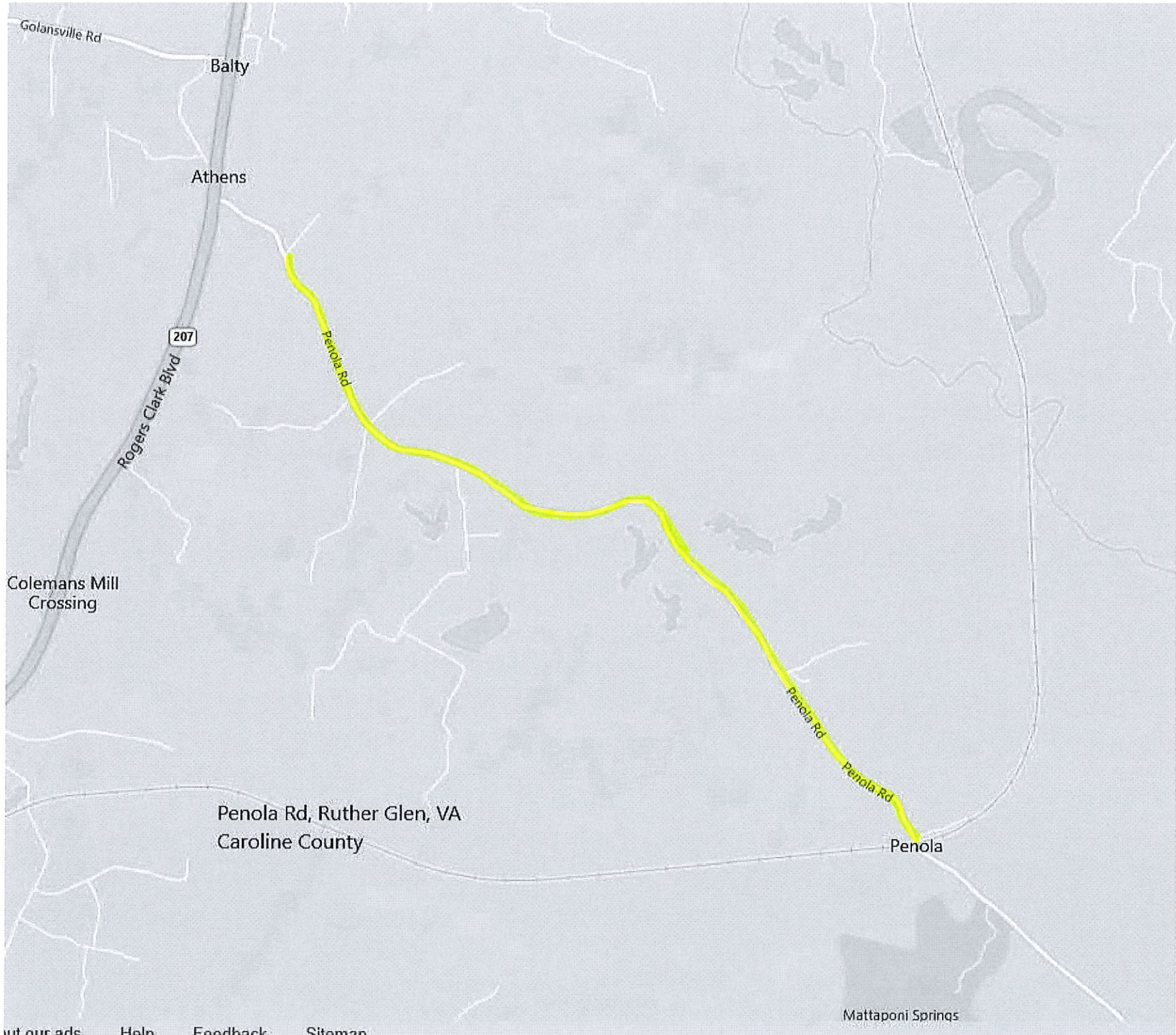
Peach Point Rd

East River

Google



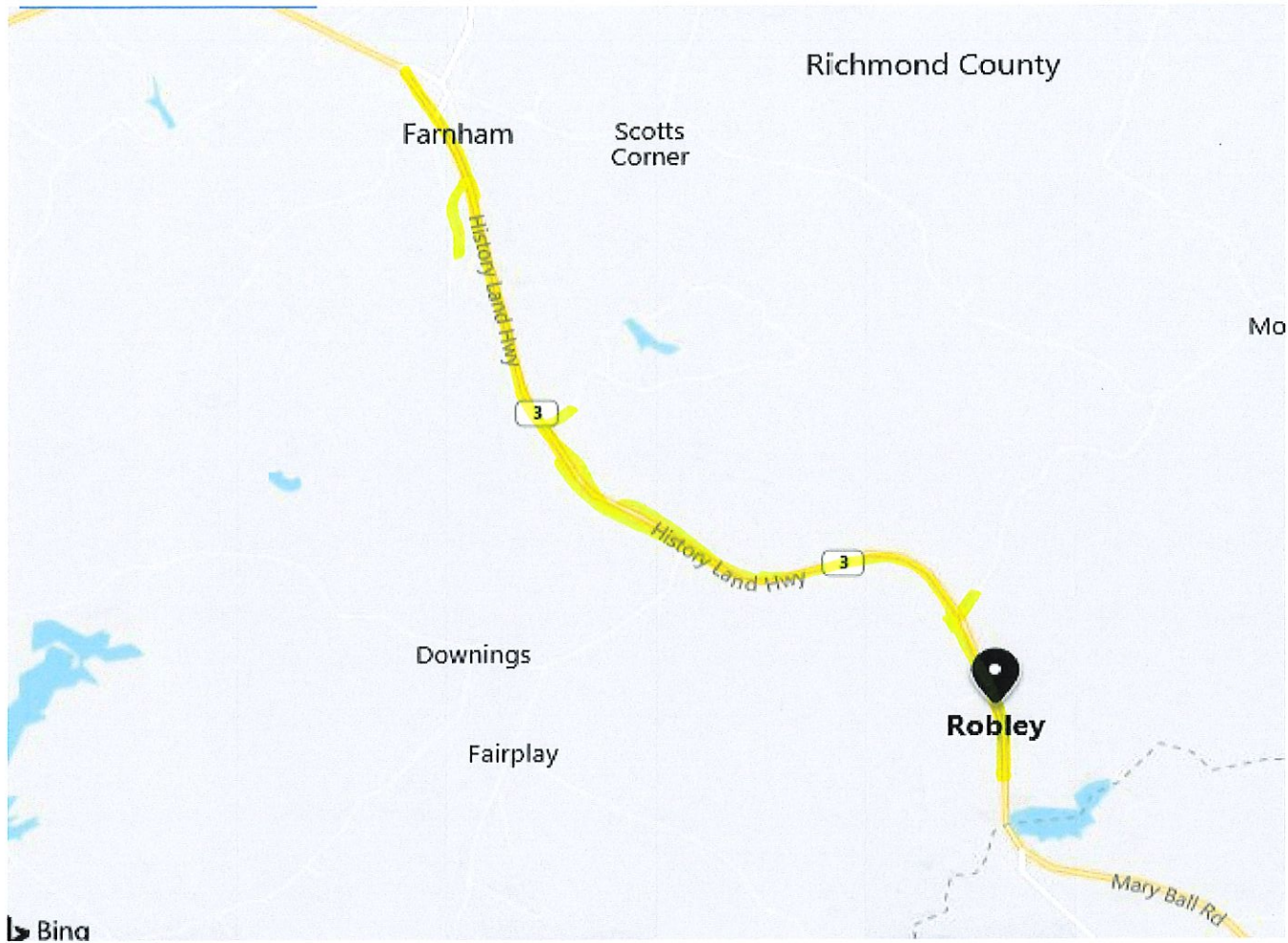




Penola Rd, Ruther Glen, VA  
Caroline County

Mattaponi Springs





Robley, VA  
Richmond County

Farnham

Scotts  
Corner

History Land Hwy

3

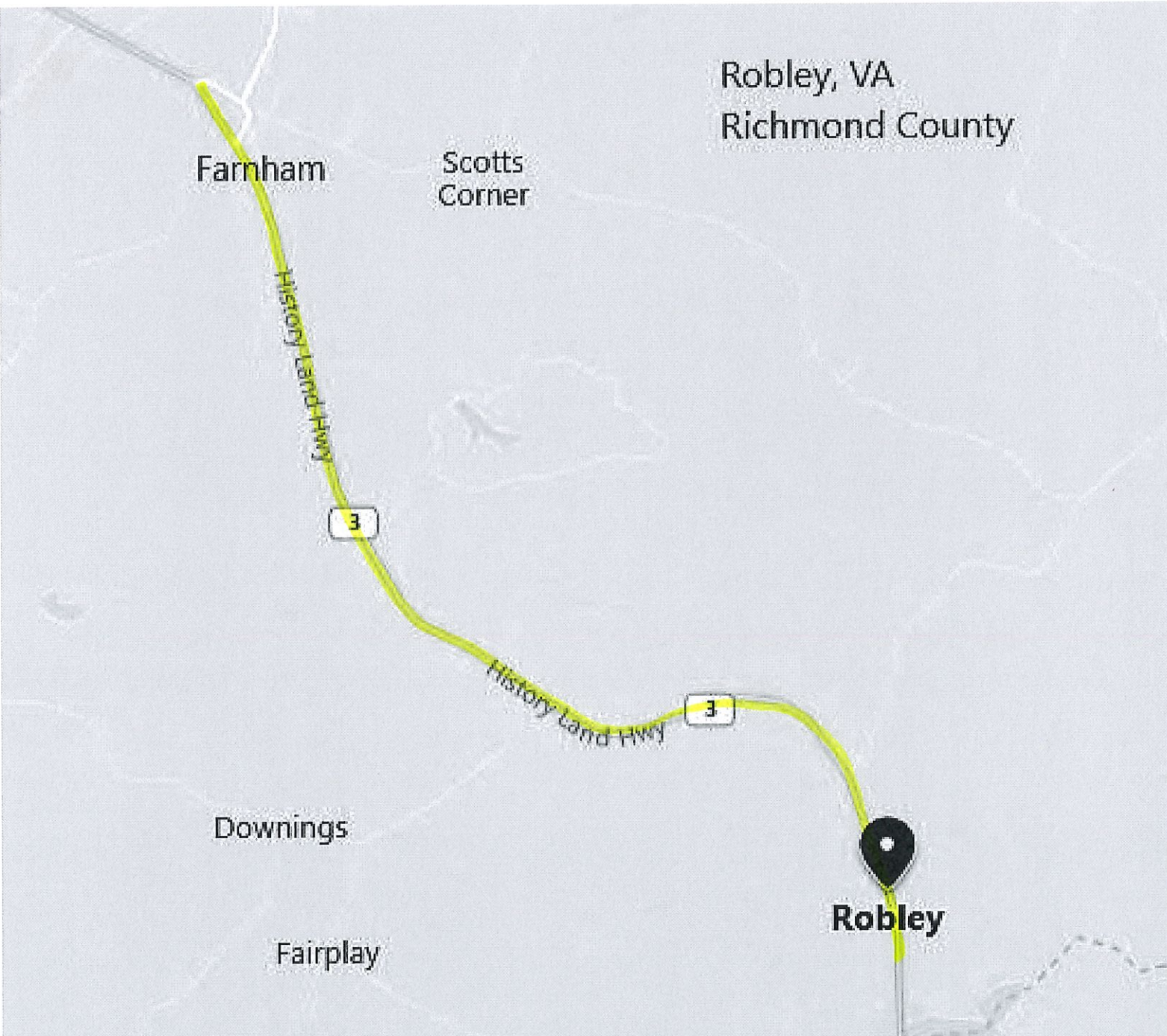
History Land Hwy

3

Downings

Fairplay

**Robley**



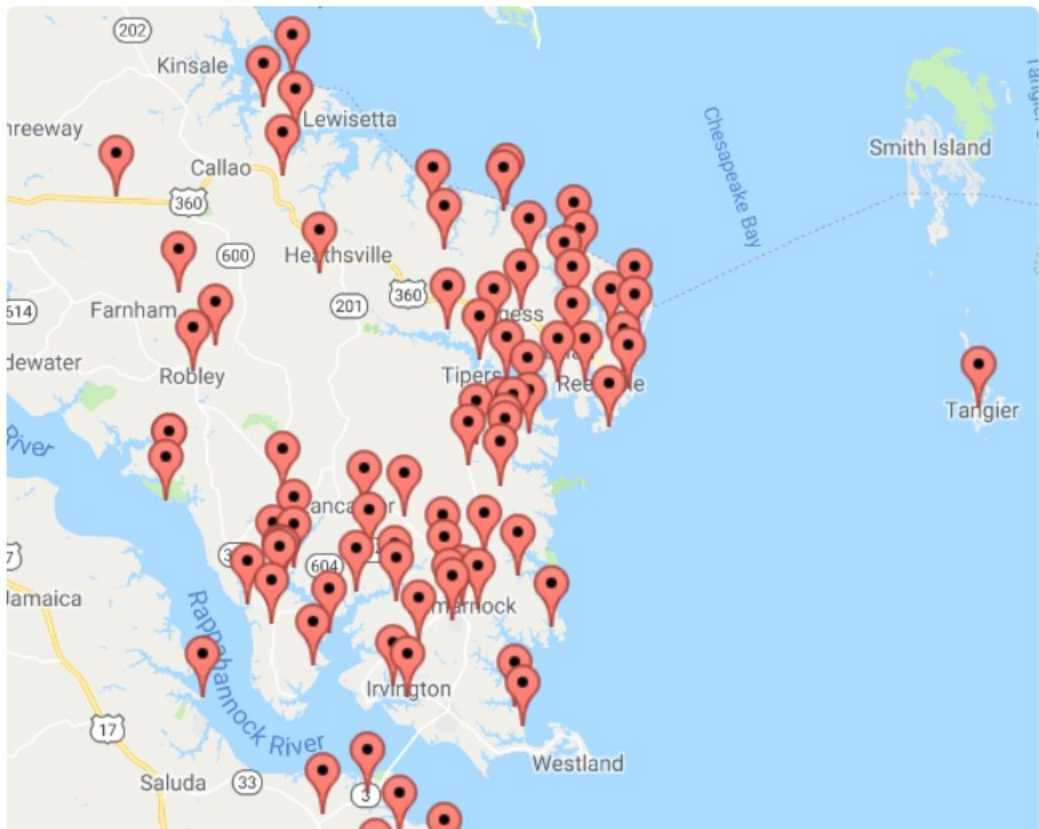


## Coverage Area Map

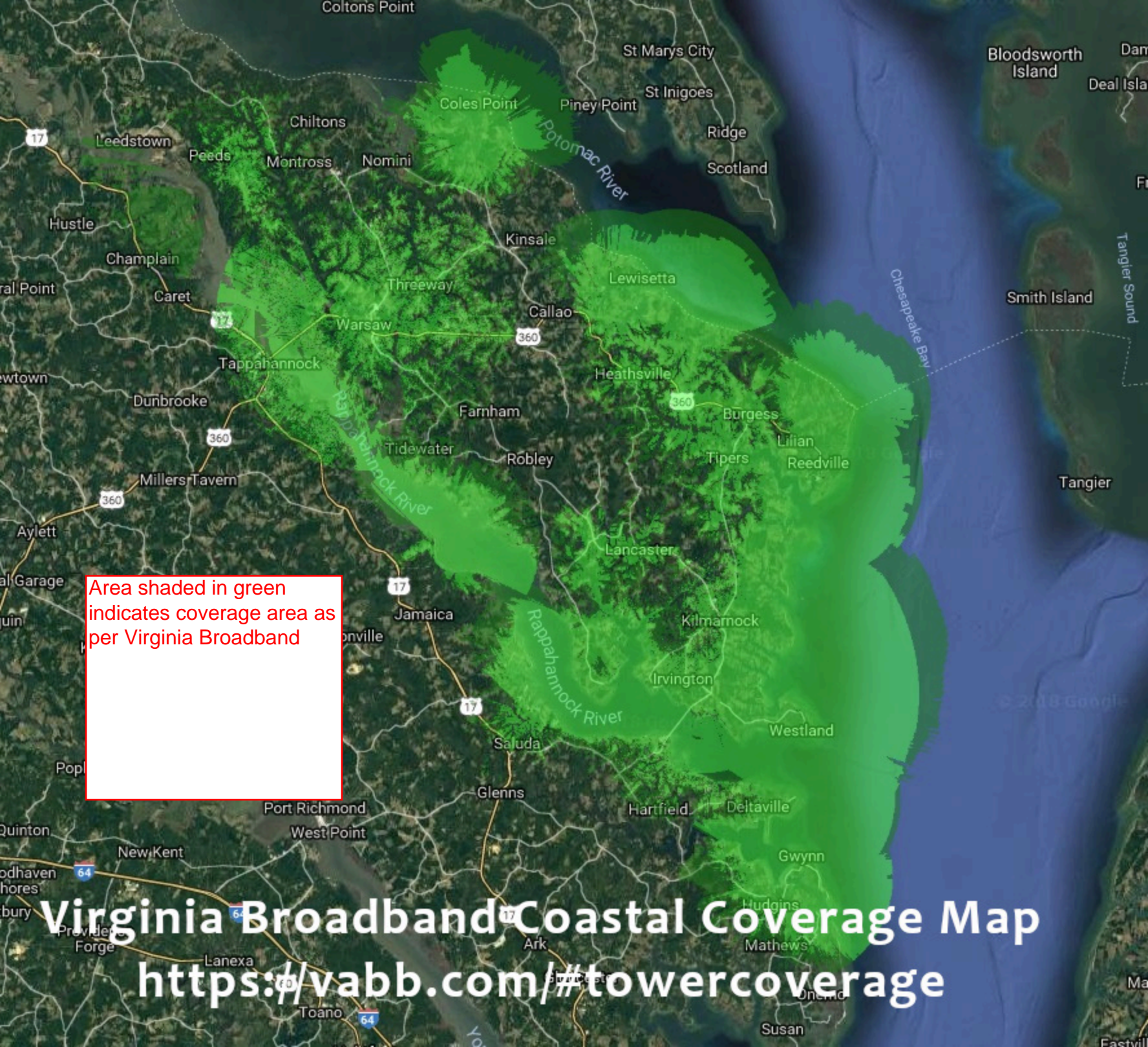
### Tower Locations Map

The map shows our current towers and coverage area. Our standard practice is to set an appointment to come to your location and check signal strength, give you the options for speed packages at your location and determine the best location to mount our equipment. To set up an appointment to come to your location, please [email us](#) to request a sight survey or a call back.

NNWIFI currently owns or operates on over 100 towers and data poles across the Northern Neck and Middle Peninsula. We are always looking to expand into underserved areas, if you or your community is interested in hosting a data pole or has a location we may be able to use, such as a water tower or grain elevator, please mention that when you [contact us](#).







Area shaded in green indicates coverage area as per Virginia Broadband

# Virginia Broadband Coastal Coverage Map

<https://vabb.com/#towercoverage>

## Internet-Access Services Available in the Northern Neck Region

(Comparable basic services – some of these companies offer additional services at higher monthly costs)

Company	Type	Max./month	Comment	Speed*	Per Month
Dish Network www.dish.com	Satellite	20GB day 50GB night	Free installation (for now).	up to 25 Mbps Download up to 3 Mbps Upload	\$60 with 2-year contract
HughesNet www.hughesnet.com	Satellite Gen5 Plan	30GB day 50GB night	Free installation (for now).	up to 25 Mbps Download up to 3 Mbps Upload	\$60 with 2-year contract
Viasat (formerly Excede) www.viasat.com	Satellite	40GB Unlimited 3-6am	Free installation (with additional \$10/month equipment lease).	up to 12 Mbps Download 3 Mbps Upload	\$70 with 2-year contract (first three months: \$50)
Virginia Broadband (VABB) www.vabb.com	Fixed Wireless	Unlimited	\$200 installation fee	up to 25 / 5 Mbps	\$99.99 for 10/3 service \$159.99 for 25/5 service
SignaWave / NNK Wireless www.signawave.com	Fixed Wireless	Unlimited	\$150 installation fee	up to 25 / 5 Mbps	\$95.95 for "up to 5/3 Mbps" service \$159.99 for "up to 25/5 Mbps" service
Verizon Wireless www.verizonwireless.com	Wireless	Unlimited, but may slow down after 15GB	Jetpack device = \$130	5 to 12 Mbps Download 2 to 5 Mbps Upload	\$80 with 2-year contract, plus taxes
Atlantic Broadband www.atlanticbb.com	Cable	Unlimited	Free installation	Up to 1 Gbps / 50 Mbps	From \$51 to \$130

\* Note: The FCC's broadband benchmark for download speeds is 25Mbps, and the benchmark for upload speeds is 3Mbps.





# Wireless Packages

## Basic

Web browsing and email

- Speeds up to 1.5Mbps download
- Speeds up to 768kbps upload
- \$150.00 Professional installation
- Unlimited usage - No caps
- \$44.95 per month

[More Info](#)

## Business

Basic streaming or home office

- Speeds up to 3Mbps download
- Speeds up to 1.5Mbps upload
- \$150.00 Professional installation
- Unlimited usage - No caps
- \$64.95 per month

[More Info](#)

## Advantage

Streaming and basic gaming

- Speeds up to 5Mbps download
- Speeds up to 3Mbps upload
- \$150.00 Professional installation
- Unlimited usage - No caps
- \$94.95 per month

[More Info](#)

## Dedicated

Best streaming and gaming

- Speeds up to 25Mbps download
- Speeds up to 25Mbps upload
- \$350.00 Professional installation
- Unlimited usage - No caps
- From \$129.95 per month

[More Info](#)

# SERVICES

## ECONOMY

**\$69.99**

per MONTH

Up to 3/1 Mbps<sup>^</sup>

**No Data Limits**

No Add-ons Available For This Plan

[Buy Now](#)

## STANDARD

**\$99.99**

per MONTH

Up to 10/3 Mbps<sup>^</sup>

**No Data Limits**

**Add-ons Available:**

Static IP Address- \$9.99/mo

VABB Email - \$4.99/mo

[Buy Now](#)

## PREMIUM MOST POPULAR

**\$159.99**

per MONTH

Up to 25/5 Mbps<sup>^</sup>

**No Data Limits**

**Add-ons Available:**

Static IP Address- \$9.99/mo

VABB Email - \$4.99/mo

[Buy Now](#)

## ULTIMATE

**\$225**

per MONTH

Up to 100/25 Mbps<sup>^</sup>

**No Data Limits**

**Add-ons Available:**

Static IP Address- \$9.99/mo

VABB Email - \$4.99/mo

[Buy Now](#)



August 30, 2019

Jerry W. Davis, AICP  
Executive Director  
Northern Neck Planning District Commission  
P.O. Box 1600  
Warsaw, VA 22572

Dear Mr. Davis:

Atlantic Broadband hereby certifies that Atlantic Broadband has never applied for nor received funding from the Federal Communications Commission's Connect America Fund for broadband expansion in the Commonwealth of Virginia.

Please feel free to contact me should you need additional information.

Sincerely,

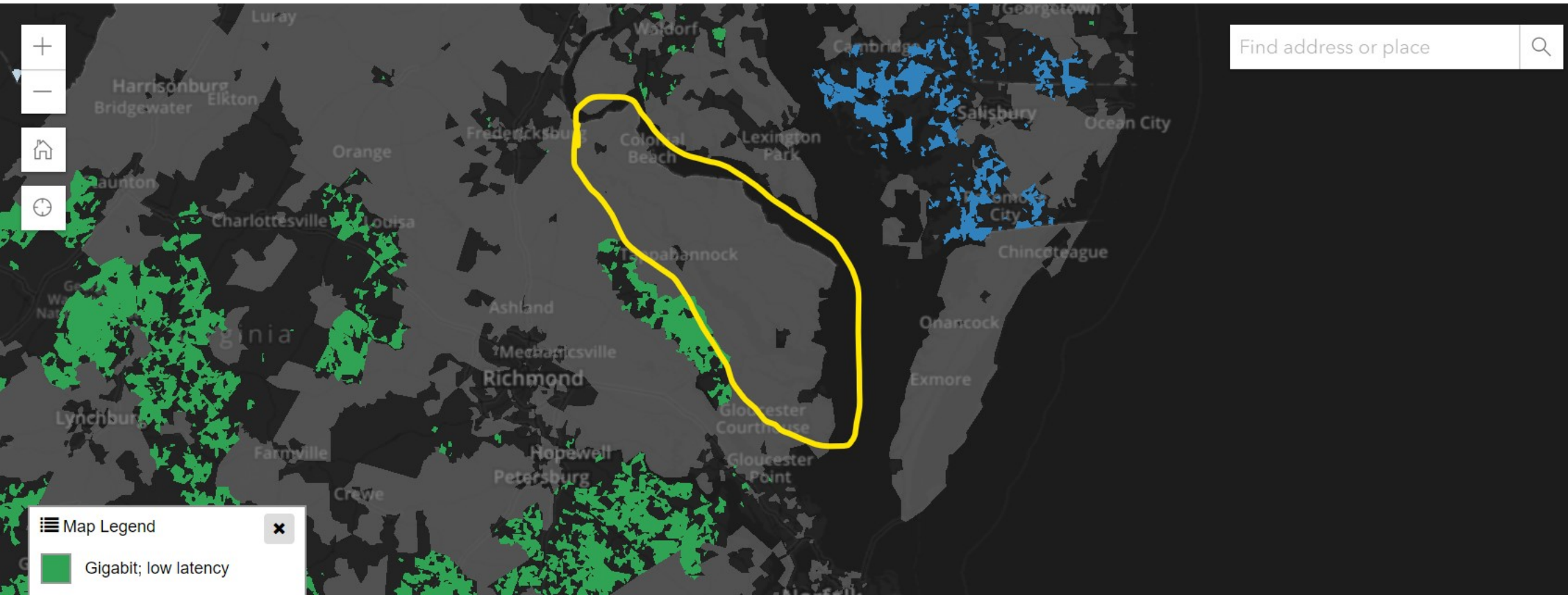
A handwritten signature in blue ink that reads "Scott R. Dell".

Randall Scott  
Vice President – GM  
DELMARVA Region



# Connect America Fund Phase II: Auction 903 Results

Data as of 8/28/18



Find address or place

+

-

Home

Location Pin

☰ Map Legend

■ Gigabit; low latency

✕

# 1. Caroline County > Penola Road > 50 Homes to be passed



Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox



## 2. Mathews County > Peach Point Road > 19 Homes to be passed



Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox



Home About Sponsors News

☑ Underserved Areas  
[greater than 10 Mbps download and 1 Mbps upload  
and less than 25 Mbps download and 3 Mbps upload]  
(Dec. 2017)

☑ Unserved Areas  
[below or equal to 10 Mbps download and 1 Mbps  
upload] (Dec. 2017)

Unserved Area

Proposed Wired Service (yellow line)





### 3. Middlesex County > Kates Neck Road > 31 Homes to be passed



Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox



Home About Sponsors News

☑  Unserved Areas  
[below or equal to 10 Mbps download and 1 Mbps upload] (Dec. 2017)

☐  No Residential Broadband (25/3) reported (Dec. 2017)

 Unserved Area

 Proposed Wired Service (yellow line)

## 4. Middlesex County > Red Hill Drive / Ivy Shores Blvd > 33 Homes to be passed



Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox



Home About Sponsors News

☑ **Underserved Areas**  
[greater than 10 Mbps download and 1 Mbps upload  
and less than 25 Mbps download and 3 Mbps upload]  
(Dec. 2017)

☑ **Unserved Areas**  
[below or equal to 10 Mbps download and 1 Mbps  
upload] (Dec. 2017)

Unserved Area

Proposed Wired Service (yellow line)

## 5. Middlesex County > **Bennett Farm Road** > 11 Homes to be passed



Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox



Home About Sponsors News

- Underserved Areas  
[greater than 10 Mbps download and 1 Mbps upload and less than 25 Mbps download and 3 Mbps upload] (Dec. 2017)
- Unserved Areas  
[below or equal to 10 Mbps download and 1 Mbps upload] (Dec. 2017)
- No Residential Broadband (25/3) reported (Dec. 2017)

Unserved Area

Proposed Wired Service (yellow line)

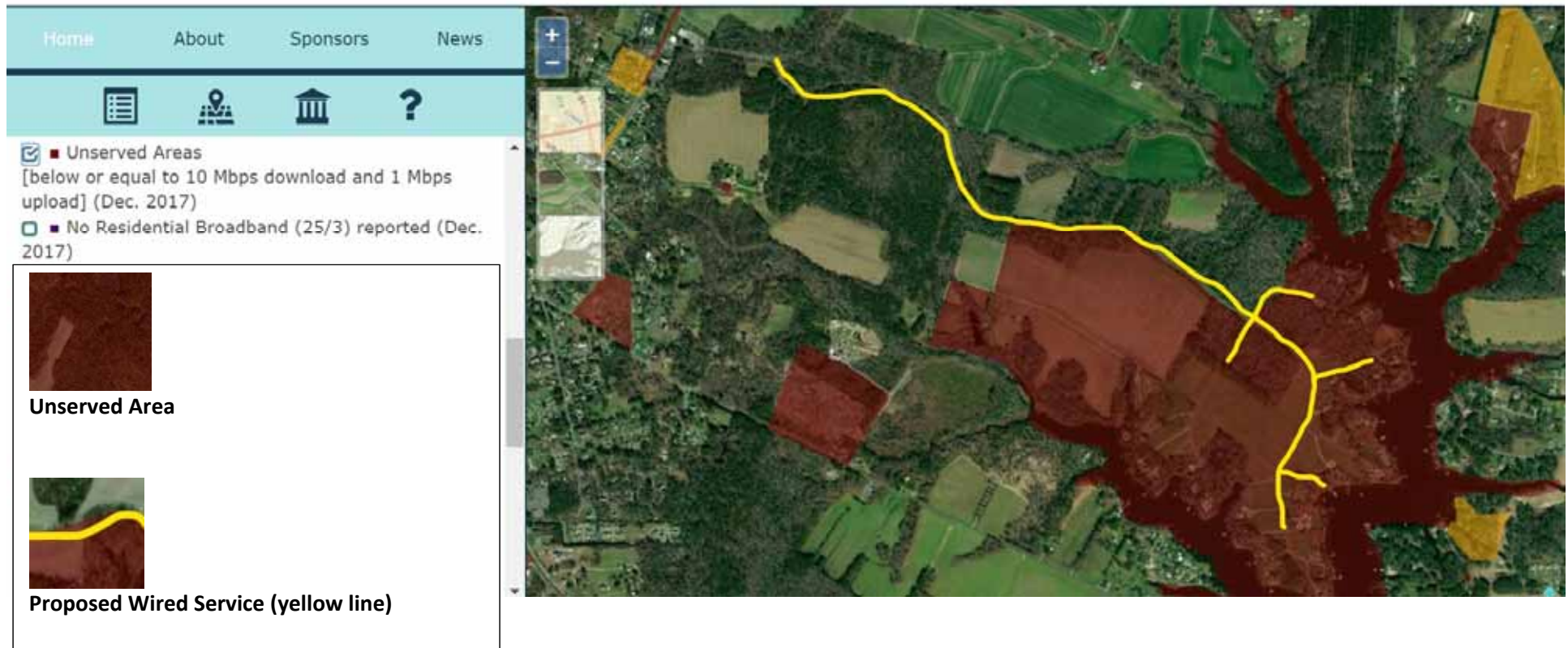
A satellite map of a rural area in Middlesex County, Virginia. The map is overlaid with a red semi-transparent layer indicating areas that are 'Unserved' as of December 2017. A yellow line is drawn across the map, representing 'Proposed Wired Service' along Bennett Farm Road. The map includes a navigation sidebar on the left with zoom in (+) and zoom out (-) buttons, and a legend on the right. The legend defines the red shaded areas as 'Unserved Area' and the yellow line as 'Proposed Wired Service (yellow line)'. The map shows a mix of green fields, trees, and some buildings.



## 6. Northumberland County > Clifton Landing / Mariners Way > 35 Homes to be passed



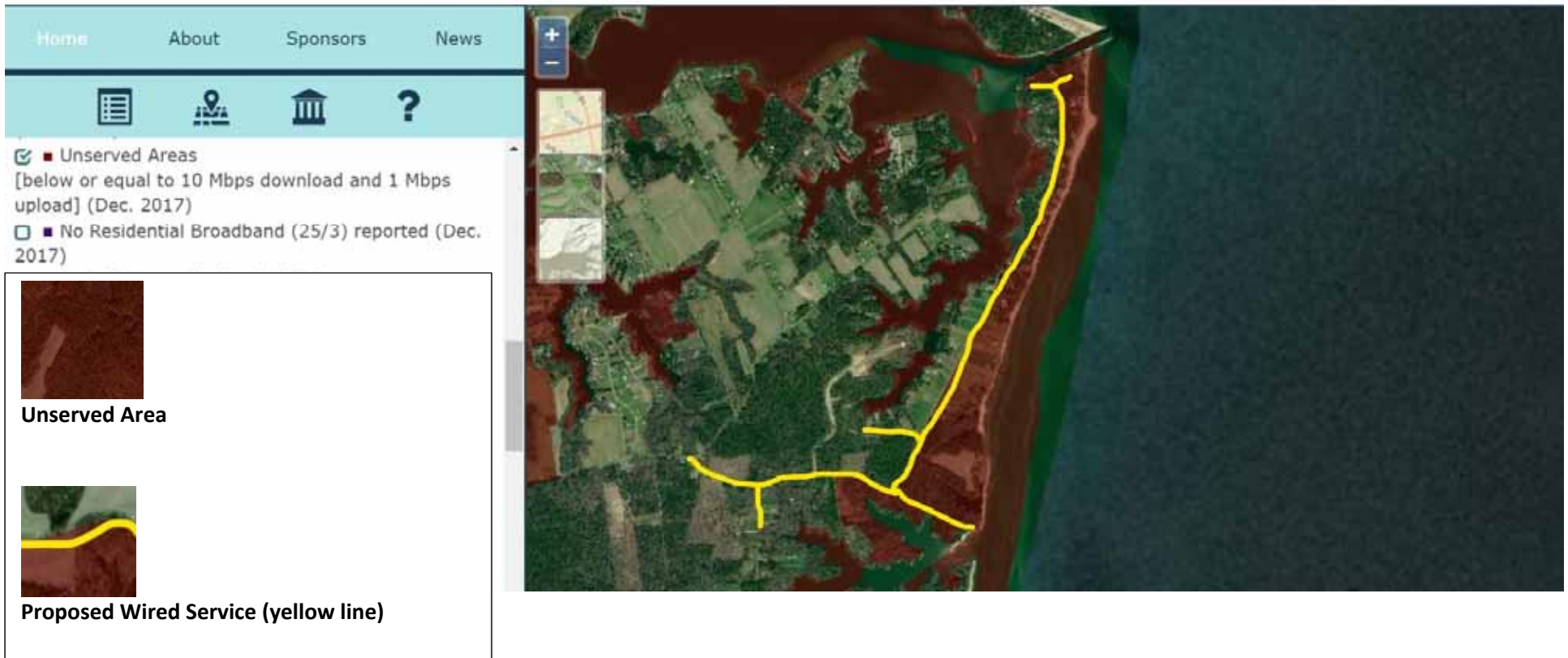
Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox



## 7. Northumberland County > **Tranquility** > 46 Homes to be passed



Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox

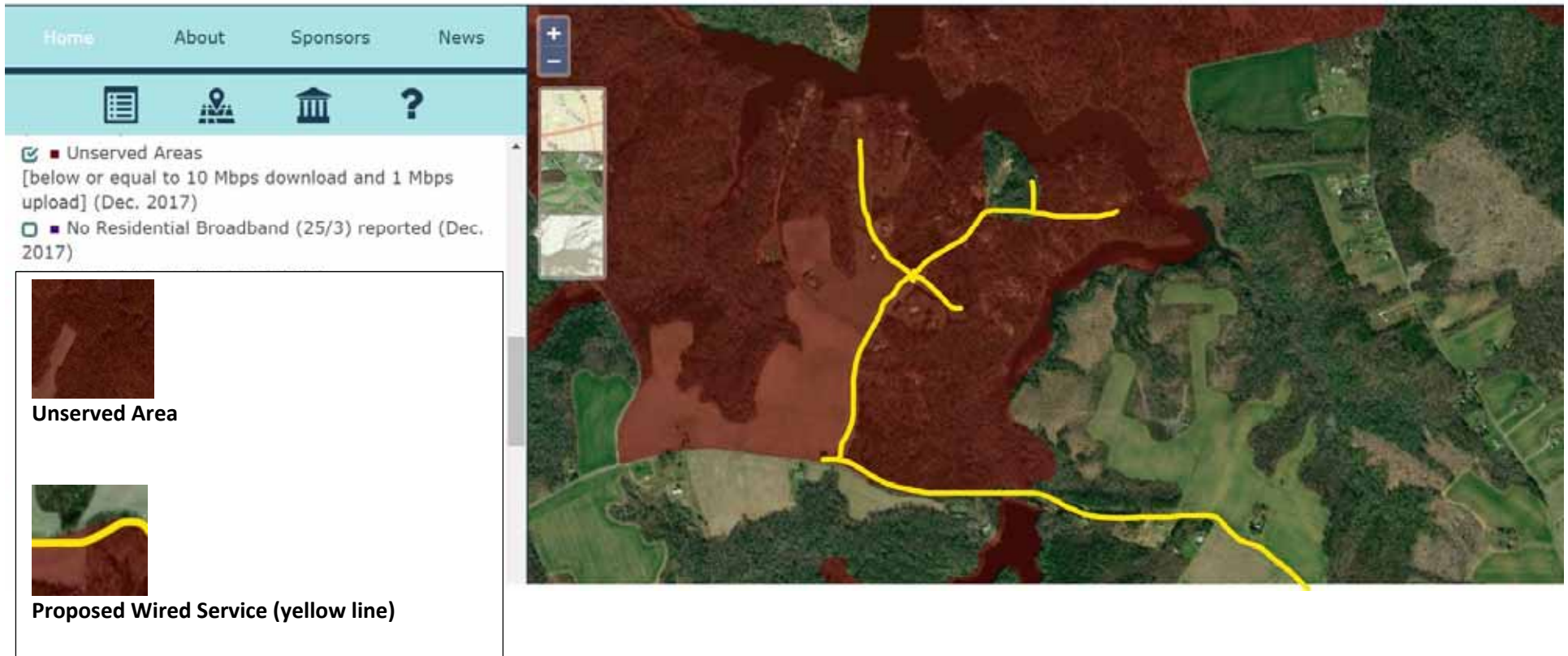




## 8. Northumberland County > Oyster Cove > 38 Homes to be passed



Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox



# 9. Richmond County > Robley > 80 Homes to be passed



Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox



Home About Sponsors News

☑  Unserved Areas  
[below or equal to 10 Mbps download and 1 Mbps  
upload] (Dec. 2017)

No Residential Broadband (25/3) reported (Dec.  
2017)

  
Unserved Area

  
Proposed Wired Service (yellow line)

# 10. Richmond County > Rose Hill / Creek View > 39 Homes to be passed



Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox




Home About Sponsors News

☑  Unserved Areas  
[below or equal to 10 Mbps download and 1 Mbps upload] (Dec. 2017)

No Residential Broadband (25/3) reported (Dec. 2017)

  
Unserved Area

  
Proposed Wired Service (yellow line)





# 11. Westmoreland County > Hull Springs Farm > 1 higher-education center to be passed



Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox



Home About Sponsors News

☑  Unserved Areas  
[below or equal to 10 Mbps download and 1 Mbps  
upload] (Dec. 2017)

No Residential Broadband (25/3) reported (Dec.  
2017)

  
Unserved Area

  
Proposed Wired Service (yellow line)



## 12. Westmoreland County > Buckner Creek Road > 13 Homes to be passed




Virginia Broadband Availability Map and  
Integrated Broadband Planning and Analysis  
Toolbox





Home About Sponsors News

☰ 📍 🏛️ ?

- Underserved Areas  
[greater than 10 Mbps download and 1 Mbps upload and less than 25 Mbps download and 3 Mbps upload] (Dec. 2017)
- Unserved Areas  
[below or equal to 10 Mbps download and 1 Mbps upload] (Dec. 2017)
- No Residential Broadband (25/3) reported (Dec. 2017)

  
Unserved Area

  
Proposed Wired Service (yellow line)





# 13. Westmoreland County > Edge Hill Road > 12 Homes to be passed

**CIT** **CCIT** **VITA**

Virginia Broadband Availability Map and Integrated Broadband Planning and Analysis Toolbox

Home About Sponsors News

- Underserved Areas  
[greater than 10 Mbps download and 1 Mbps upload and less than 25 Mbps download and 3 Mbps upload] (Dec. 2017)
- Unserved Areas  
[below or equal to 10 Mbps download and 1 Mbps upload] (Dec. 2017)
- No Residential Broadband (25/3) reported (Dec. 2017)

**Unserved Area**

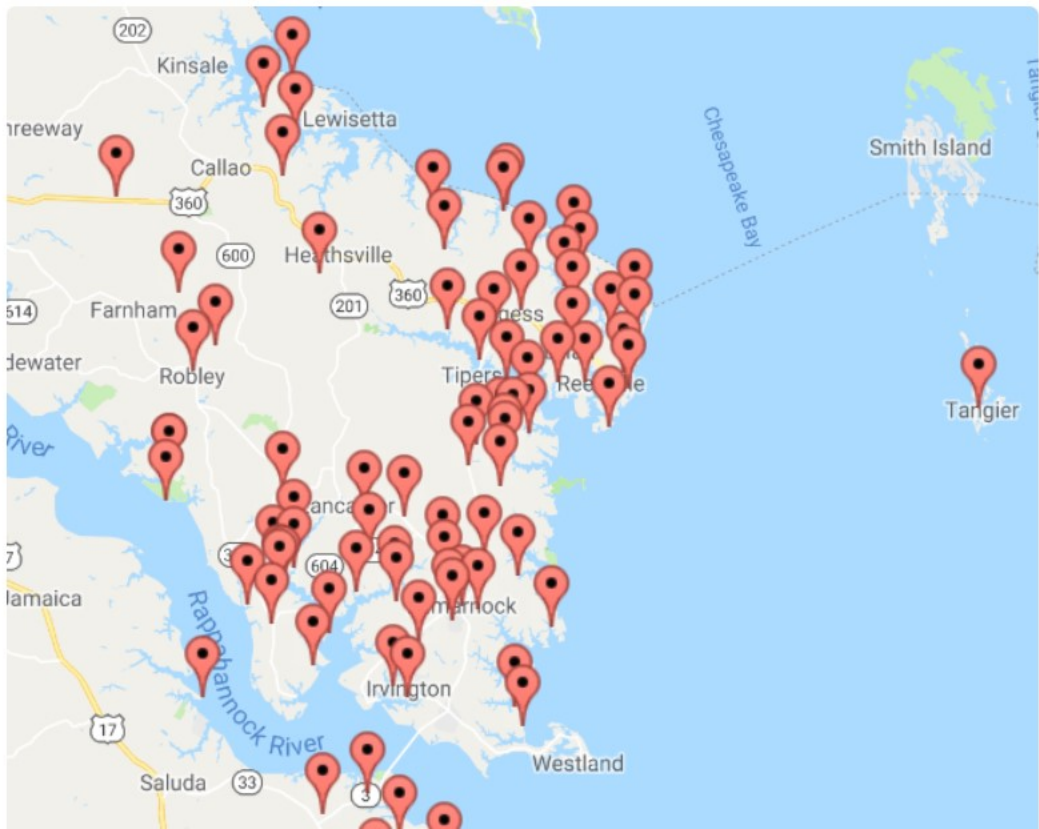
**Proposed Wired Service (yellow line)**

## Coverage Area Map

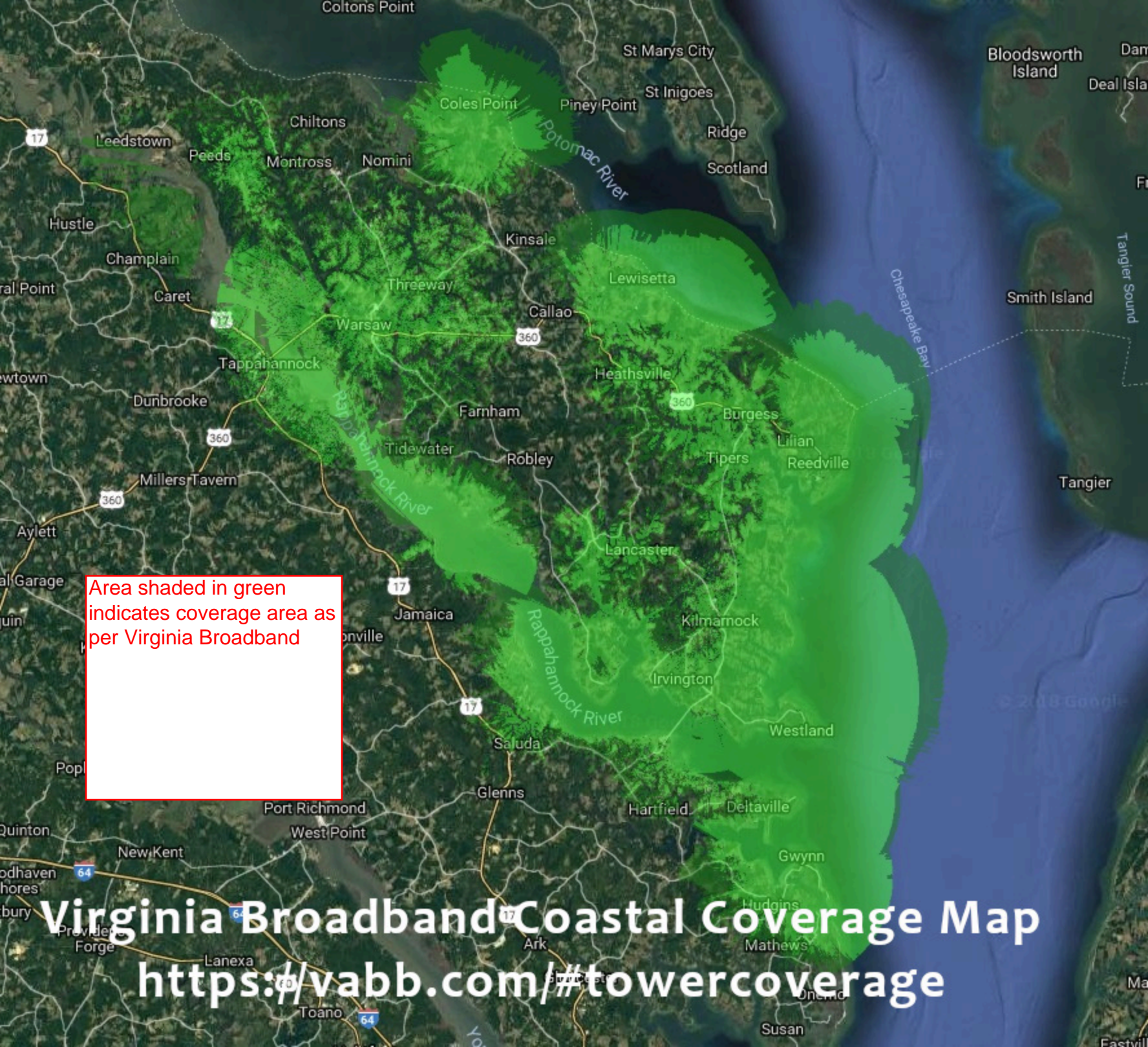
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The map shows our current towers and coverage area. Our standard practice is to set an appointment to come to your location and check signal strength, give you the options for speed packages at your location and determine the best location to mount our equipment. To set up an appointment to come to your location, please [email us](#) to request a sight survey or a call back.

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Area shaded in green indicates coverage area as per Virginia Broadband

# Virginia Broadband Coastal Coverage Map

<https://vabb.com/#towercoverage>

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HughesNet www.hughesnet.com	Satellite Gen5 Plan	30GB day 50GB night	Free installation (for now).	up to 25 Mbps Download up to 3 Mbps Upload	\$60 with 2-year contract
Viasat (formerly Excede) www.viasat.com	Satellite	40GB Unlimited 3-6am	Free installation (with additional \$10/month equipment lease).	up to 12 Mbps Download 3 Mbps Upload	\$70 with 2-year contract (first three months: \$50)
Virginia Broadband (VABB) www.vabb.com	Fixed Wireless	Unlimited	\$200 installation fee	up to 25 / 5 Mbps	\$99.99 for 10/3 service \$159.99 for 25/5 service
SignaWave / NNK Wireless www.signawave.com	Fixed Wireless	Unlimited	\$150 installation fee	up to 25 / 5 Mbps	\$95.95 for "up to 5/3 Mbps" service \$159.99 for "up to 25/5 Mbps" service
Verizon Wireless www.verizonwireless.com	Wireless	Unlimited, but may slow down after 15GB	Jetpack device = \$130	5 to 12 Mbps Download 2 to 5 Mbps Upload	\$80 with 2-year contract, plus taxes
Atlantic Broadband www.atlanticbb.com	Cable	Unlimited	Free installation	Up to 1 Gbps / 50 Mbps	From \$51 to \$130

\* Note: The FCC's broadband benchmark for download speeds is 25Mbps, and the benchmark for upload speeds is 3Mbps.





# Wireless Packages

## Basic

Web browsing and email

- Speeds up to 1.5Mbps download
- Speeds up to 768kbps upload
- \$150.00 Professional installation
- Unlimited usage - No caps
- \$44.95 per month

[More Info](#)

## Business

Basic streaming or home office

- Speeds up to 3Mbps download
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[More Info](#)

## Advantage

Streaming and basic gaming

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[More Info](#)

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Best streaming and gaming

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- From \$129.95 per month

[More Info](#)

# SERVICES

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**\$69.99**

per MONTH

Up to 3/1 Mbps<sup>^</sup>

**No Data Limits**

No Add-ons Available For This Plan

[Buy Now](#)

## STANDARD

**\$99.99**

per MONTH

Up to 10/3 Mbps<sup>^</sup>

**No Data Limits**

**Add-ons Available:**

Static IP Address- \$9.99/mo

VABB Email - \$4.99/mo

[Buy Now](#)

## PREMIUM MOST POPULAR

**\$159.99**

per MONTH

Up to 25/5 Mbps<sup>^</sup>

**No Data Limits**

**Add-ons Available:**

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VABB Email - \$4.99/mo

[Buy Now](#)

## ULTIMATE

**\$225**

per MONTH

Up to 100/25 Mbps<sup>^</sup>

**No Data Limits**

**Add-ons Available:**

Static IP Address- \$9.99/mo

VABB Email - \$4.99/mo

[Buy Now](#)

## PROJECT MANAGEMENT PLAN - Northern Neck PDC 2019 VATI Application

Proposed Timeline

Task	Responsible Person	Responsible Entity	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
Caroline County - Penola Road build	Bill Newborg	Atlantic Broadband												
Mathews County - Peach Point build	Bill Newborg	Atlantic Broadband												
Middlesex County - Kate's Neck build	Bill Newborg	Atlantic Broadband												
Middlesex County - Red Hill build	Bill Newborg	Atlantic Broadband												
Middlesex County - Bennet Farm build	Bill Newborg	Atlantic Broadband												
Northumberland County - Clifton Landing build	Bill Newborg	Atlantic Broadband												
Northumberland County - Tranquility build	Bill Newborg	Atlantic Broadband												
Northumberland County - Oyster Cove build	Bill Newborg	Atlantic Broadband												
Richmond County - Robly build	Bill Newborg	Atlantic Broadband												
Richmond County - Rose Hill - build	Bill Newborg	Atlantic Broadband												
Westmoreland County - Hull Springs Farm build	Bill Newborg	Atlantic Broadband												
Westmoreland County - Buckner Creek build	Bill Newborg	Atlantic Broadband												
Westmoreland County - Edge Hill build	Bill Newborg	Atlantic Broadband												



Mr. Jerry W. Davis, AICP

Executive Director  
Northern Neck Planning District Commission  
P.O. Box 1600  
Warsaw, VA 22572

Dear Mr. Davis:

Please let this serve as the informal agreement for Atlantic Broadband to participate as the co-applicant in the Northern Neck Planning District Commission's FY20 Virginia Telecommunication Initiative (VATI) grant application.

The funding is intended to extend our services to a total of 13 project areas in Caroline, Mathews, Middlesex, Northumberland, Richmond and Westmoreland Counties, as well as to Longwood University's Hull Springs Farm property in Westmoreland County.

Atlantic Broadband's investment in this Regional project will be \$497,100. In addition, there will be a total of \$50,000 in private contributions towards these projects and a total of \$101,430 from the participating Counties.

We look forward to working with you on this initiative to expand broadband services in the Northern Neck and Middle Peninsula Region.

Sincerely,

A handwritten signature in blue ink that reads 'Scott Randall'.

Scott Randall  
Vice President – GM  
DELMARVA Region





August 30, 2019

Jerry W. Davis, AICP  
Executive Director  
Northern Neck Planning District Commission  
P.O. Box 1600  
Warsaw, VA 22572

RE: Virginia Telecommunications Initiative ("VATI") Grant Application

Dear Mr. Davis:

Should the Regional Application for portions of the Middle Peninsula and Northern Neck area be awarded grant funding from the VATI, Atlantic Broadband proposes to design, engineer, construct, operate, maintain and own the respective Hybrid-Fiber Coaxial ("HFC") and/or Fiber-to-the-Home ("FTTH") network in the respective proposed service area.

Should the grant for the Regional Project be awarded, Atlantic Broadband will contribute up to the maximum of 38.85% of the total construction cost of the project.

Mr. William T. Newborg, General Manager of Virginia operations, will manage the project on behalf of Atlantic Broadband.

Please feel free to contact me should you need additional information.

Sincerely,

A handwritten signature in blue ink that reads "S. Randall".

Scott Randall  
Vice President – GM  
DELMARVA Region

# Caroline County, Virginia

## Board of Supervisors

Jeffrey S. Black  
Western Caroline District

Clayton T. Forehand  
Madison District

Nancy L. Long  
Port Royal District

Jeffery M. Sili  
Bowling Green District

Floyd W. Thomas  
Mattaponi District

Reginald L. Underwood  
Reedy Church District

Charles M. Culley, Jr.  
County Administrator

Caroline County, VA



July 23, 2019

Mr. Jerry W. Davis, Executive Director  
Northern Neck Planning District Commission  
457 Main Street  
P.O. Box 1600  
Warsaw VA 22572

Dear Mr. Davis,

I am writing on behalf of the Caroline County Board of Supervisors to request that Caroline be included in the FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Caroline agrees to provide \$21,304 in matching funds for the Penola Road project identified by Atlantic Broadband. This local match is based on the assumption that VATI funds will cover 50% of the build cost. In the event that grant funds awarded through VATI are sufficient to cover 55% of the build cost, Caroline County would expect its contribution to be reduced accordingly. We decline to participate in the Hickory Lane project identified by Atlantic Broadband.

On behalf of the Board of Supervisors, Caroline County thanks you for including us and for your willingness to prepare the required grant application. Please let us know if you have any questions regarding the conditions of the County's participation.

Sincerely,

A handwritten signature in blue ink, appearing to read "Culley".

Charles M. Culley, Jr.  
County Administrator

cc: Bill Newborg, Atlantic Broadband

*"Committed To Service, Dedicated To The People"*

212 North Main Street, P. O. Box 447, Bowling Green, Virginia 22427  
(804)633-5380 – Telephone (804)633-4970 – Fax

[www.co.caroline.va.us](http://www.co.caroline.va.us)

## County Administration



August 28, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

On behalf of the Mathews County Board of Supervisors, I am writing to request that Mathews County be included in the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Mathews County agrees to provide a not to exceed match of \$18,000 for the project identified by Atlantic Broadband.

Mathews County appreciates being part of this regional effort and your willingness to prepare the required grant application.

Thank you for your consideration.

Sincerely,

Melinda Conner  
County Administrator

804.725.7172 office  
804.725.7805 fax  
mathewscountyva.gov

50 Brickbat Road | P.O. Box 839 | Mathews, VA 23109

BE HERE  
 **MATHEWS**





August 16, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

On behalf of the Middlesex County Board of Supervisors, I am writing to request that Middlesex County be included in the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Middlesex County agrees to provide \$25,000 in matching funds for the projects identified by Atlantic Broadband.

Middlesex County appreciates being part of this regional effort and your willingness to prepare the required grant application.

Thank you for your consideration.

Sincerely,

John Koontz  
Middlesex Supervisor  
Hartfield District

SUPERVISORS

*Ronald L. Jett, Chairman*  
Heathsville, VA 22473  
District V

*Richard F. Haynie, Vice-Chairman*  
Heathsville, VA 22473  
District II

*A. Joseph Self, Sr.*  
Callao, VA 22435  
District I

*James M. Long*  
Wicomico Church, VA 22579  
District III

*Thomas H. Tomlin*  
Wicomico Church, VA 22579  
District IV



**Northumberland County, Virginia**

*Board of Supervisors*  
P. O. Box 129 • 72 Monument Place  
Heathsville, Virginia 22473

COUNTY ADMINISTRATOR

E. Luttrell Tadlock  
Heathsville, VA 22473  
804-580-7666 (Voice)  
804-580-7053 (Fax)  
ltadlock@co.northumberland.va.us

COUNTY ATTORNEY

Matson C. Terry II  
804-438-5522 (Voice)  
804-438-5003 (Fax)

August 16, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

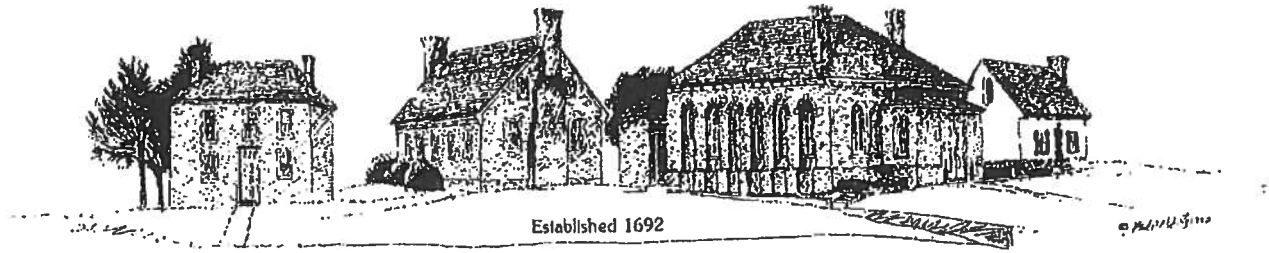
On behalf of the Northumberland County Board of Supervisors, I am writing to request that Northumberland County be included in the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Northumberland County agrees to provide \$45,000 in matching funds for the projects identified by Atlantic Broadband. \$40,000 of that amount is being funded from the project area homeowner associations or residents and \$5,000 is being funded by the County.

Northumberland County appreciates being part of this regional effort and your willingness to prepare the required grant application.

Thank you for your consideration.

Sincerely,

E. Luttrell Tadlock  
County Administrator



# Richmond County Board of Supervisors

101 Court Circle P.O. Box 1000 Warsaw, Virginia 22572 (804) 333-3415 FAX (804) 333-3408 [www.co.richmond.va.us](http://www.co.richmond.va.us)

August 19, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

On behalf of the Richmond County Board of Supervisors, I am writing to request that Richmond County be included in the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Richmond County agrees to provide \$17,036 in matching funds for the projects identified by Atlantic Broadband.

Richmond County appreciates being part of this regional effort and your willingness to prepare the required grant application.

Thank you for your consideration.

Sincerely,

R. Morgan Quicke,  
County Administrator



DARRYL E. FISHER, CHAIRMAN  
ELECTION DISTRICT NO. 1  
HAGUE, VIRGINIA 22469

W. W. HYNSON, VICE CHAIRMAN  
ELECTION DISTRICT NO. 4  
COLONIAL BEACH, VIRGINIA 22443

RUSS CULVER  
ELECTION DISTRICT NO. 2  
MONTROSS, VIRGINIA 22520

DOROTHY DICKERSON TATE  
ELECTION DISTRICT NO. 3  
MONTROSS, VIRGINIA 22520

LARRY ROBERSON  
ELECTION DISTRICT NO. 5  
COLONIAL BEACH, VIRGINIA 22443



NORM RISAVI  
County Administrator  
P. O. BOX 1000  
MONTROSS, VIRGINIA 22520-1000  
PHONE: 804/493-0130  
FAX: 804/493-0134  
E-mail: nrisavi@westmoreland-county.org  
Web Page: www.westmoreland-county.org

WESTMORELAND COUNTY, VIRGINIA

*Board of Supervisors*

MONTROSS, VIRGINIA 22520-1000

August 16, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

On behalf of the Westmoreland County Board of Supervisors, I am writing to request that Westmoreland County be included in the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Westmoreland County agrees to provide \$25,000 in matching funds for the projects identified by Atlantic Broadband. \$10,000 of that amount is being funded from Longwood University and \$15,000 is being funded by the County.

Westmoreland County appreciates being part of this regional effort and your willingness to prepare the required grant application.

Thank you for your consideration.

Sincerely,

A handwritten signature in blue ink that reads "Norm Risavi".

Norm Risavi  
County Administrator

NR:lms  
cc: Debra Whaley, Finance Director

LONGWOOD  
UNIVERSITY

201 High Street  
Farmville, Virginia 23909  
tel: 434.395.4987  
fax: 434.395.2506  
trs: 711

August 26, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

On behalf of Hull Springs and the Longwood University Real Estate Foundation, I am writing to request that Longwood University's Hull Springs be included in the Northern Neck Planning District Commission's (NNPDC) FY 2020 application to the Virginia Department of Housing and Community Development for a Virginia Telecommunication Initiative (VATI) grant to expand broadband service to Hull Springs in Westmoreland County.

Through a partnership with Atlantic Broadband, which will serve multiple counties in the NNPDC area, Hull Springs and the Longwood University Real Estate Foundation agree to provide \$10,000 in matching funds for the Hull Springs Project as identified by Atlantic Broadband.

In order to be successful and integral to Longwood's curriculum, the new building program at Hull Springs must include a laboratory research space and have a high-speed internet connection with a band width capacity to transmit laboratory data back to the main campus in Farmville. With the necessary infrastructure in place for expanded broadband service, academic programming can be further developed offering our students and faculty significantly enhanced academic experiences in new spaces where seminars, lectures and group learning can take place.

The enhancement of broadband service at Hull Springs is critical to our mission and to the development of much needed new facilities.

Hull Springs and the Longwood University Real Estate Foundation appreciate being included in this vital regional effort and the willingness of the NNPDC to prepare the required grant application.

Thank you in advance for your kind consideration of this request.

Sincerely,



Bill Walsh  
President  
Longwood University REF



Sherry Swinson  
Director  
Hull Springs, Longwood University

Hull Springs Farm



Clifton Landing Property Owners Association  
P.O. Box 676  
Kilmarnock, Va. 22482

Date: 20 July 2019

From: Gwen Keane, President CLPOA

To: Mr. Luttrell Tadlock  
Northumberland County Administrator  
P.O. Box 129  
Heathsville, VA 22473

Dear Mr. Tadlock,

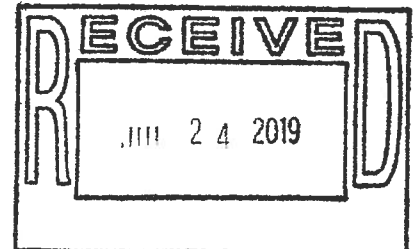
This letter is to confirm discussions you have had with Mr. Thomas Lintner, who is representing the CLPOA in the matter of the proposed VATI application supporting highspeed broadband service in our area.

On behalf of the Association, I can confirm we are in full support of participating in the VATI application to be filed in September 2019. Further, the Association has placed \$5,000.00 in an escrow account to be invested in the project, contingent upon the VATI grant being awarded and Clifton Landing being a named recipient of the new broadband service. It is understood that in the event the grant is not awarded, the monies will be de-obligated, or potentially used in a subsequent application at the sole discretion of the CLPOA.

Mr. Tadlock, we applaud your leadership in this matter, which we feel is critically important not just to our community, but to Northumberland County and the entire Northern Neck as well.

We standby to provide whatever additional information or assistance you may require.

Regards,  
*Gwen Keane, President CLPOA*





E. Luttrell Tadlock  
Northumberland County  
County Administrator  
P.O. Box 129  
Heathsville, VA 22473

Aug 14,2019

Mr. Tadlock,

I, as a homeowner serve as the project lead and organizer for the expansion of broadband for our subdivision. I represent the two HOAs/subdivisions in our neighborhood. There are 30 plus owners that are in full support of the expansion of broadband to our homes. The number of owners continues to increase as the capabilities of broadband become better understood.

On behalf of all the homeowners in both subdivisions, I can emphatically say that we are in full support of the project and are willing to financially committed \$30,000 dollars towards the overall funding of the project.

We are very excited about the project and see this as an incredible benefit and quality of life improvement to all our owners. We anxiously look forward to the beginning of the project.

Please let me know what the next step is, so I can meet your requirements.

Respectfully,



Jim Schrote

214 Tranquility Road

Reedville, Va 22539



**OYSTER COVE PROPERTY OWNERS ASSOCIATION**

**P.O. Box 490**

**Heathsville, VA 22473**

---

August 14, 2019

Luttrell Tadlock, Administrator  
Northumberland County  
P.O. Box 129  
Heathsville, Virginia 22473

Dear Mr. Tadlock,

On behalf of the Oyster Cove Property Owners Association, we applaud the efforts of the County in collaborating with Atlantic Broadband and other counties to apply for funding to extend "last mile" broadband service to underserved communities. At this year's OCPOA Annual Meeting in May, residents expressed ongoing frustration and discussed the impact of the lack of high speed Internet. The Association then reached out to you to express its strong interest in participating in the Virginia Telecommunications Initiative application to the Department of Housing and Community Development to extend broadband service to the homes and residents of our community.

Oyster Cove members understand the costs of bringing broadband service to last mile communities and, hence, the need for private resources to match the requested public dollars. Toward that end, OCPOA agrees to provide \$5,000 of its funds as match the VATI grant if the application is approved by the DHCD and the governor.

We appreciate the opportunity to be involved in this broadband application and hold high hopes for a successful application. Should you have any questions, please contact me at (804) 436-6135 or the Treasurer, Dave Griffith at (804) 238-6271.

Sincerely,

A handwritten signature in black ink that reads "Johnny Smithart". The signature is written in a cursive, flowing style.

Johnny Smithart, OCPOA President,

cc: David Griffith, OCPOA Treasurer  
Glenda Stephan, OCPOA Vice President  
Tammy Goshorn, OCPOA Secretary



# The Northern Neck Broadband Authority

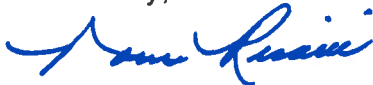
August 21, 2019

Mr. Jerry W. Davis, AICP  
Executive Director  
Northern Neck Planning District Commission  
P.O. Box 1600  
Warsaw VA 22572

Dear Mr. Davis:

The Northern Neck Broadband Authority would like to express its support for the regional Virginia Telecommunication Initiative (VATI) application that will be submitted at the end of this month on behalf of our member counties (Lancaster, Northumberland, Richmond, and Westmoreland), as well as the additional localities in the region—Caroline, Mathews, and Middlesex Counties—that have opted to join the Northern Neck's efforts to help expand Atlantic Broadband's fiber services to 17 communities in these 7 Eastern Virginia Counties. The Northern Neck Broadband Authority has determined that all 17 communities that are part of this grant application are currently unserved based on the VATI criteria.

Sincerely,



Norm Risavi  
Chair





COMMONWEALTH OF VIRGINIA  
HOUSE OF DELEGATES  
RICHMOND

MARGARET B. RANSONE  
POST OFFICE BOX 358  
KINSALE, VIRGINIA 22488

NINETY-NINTH DISTRICT

COMMITTEE ASSIGNMENTS:  
PRIVILEGES AND ELECTIONS (VICE CHAIRMAN)  
COURTS OF JUSTICE  
COMMERCE AND LABOR  
AGRICULTURE, CHESAPEAKE AND  
NATURAL RESOURCES

August 23, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis: *Jerry,*

I am proud to support the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in counties in the 99<sup>th</sup> District through a partnership with Atlantic Broadband.

Furthermore, I appreciate the time our local leaders have invested throughout the years committed to investigate the deployment of broadband infrastructure, our region will not progress if we continue to be overlooked in broadband funding.

We are at a turning point in our region for healthcare needs, education, and economic development without high speed internet I fear our rural area will no longer compete.

Your application is unique in that geographically you have considered service to hundreds of families extending many miles throughout several counties with local investment. Once again, I appreciate the patience, diligence, and research our local officials have done over the years in particular this project.

The project is regional in scope and utilizes state grant funds to maximize local and private funding. This application represents an excellent use of state funds with high rate of non-state leverage, and will be coordinated by a regional entity experienced in managing complex projects.

This project exemplifies government efficiency, and I endorse this application without reservation.

Sincerely,

Margaret Beyans Ransone  
Delegate, Virginia House of Delegates  
99<sup>th</sup> District

# SENATE OF VIRGINIA

**RICHARD H. STUART**  
28TH SENATORIAL DISTRICT  
PART OF KING GEORGE, PRINCE WILLIAM,  
SPOTSYLVANIA, STAFFORD, AND WESTMORELAND COUNTIES  
POST OFFICE BOX 1146  
MONTROSS, VIRGINIA 22520



COMMITTEE ASSIGNMENTS:  
AGRICULTURE, CONSERVATION  
AND NATURAL RESOURCES, CHAIR  
COMMERCE AND LABOR  
COURTS OF JUSTICE  
FINANCE  
RULES

August 21, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

I am pleased to support the Northern Neck Planning District Commission (NNPDC)'s FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) Grant application to expand broadband service in counties in the Northern Neck, Middle Peninsula and also Caroline County, through a partnership with the private service provider Atlantic Broadband.

Access to broadband has become an essential to academic curriculums and for businesses to maintain success. Expanding broadband access to the Northern Neck, Middle Peninsula, and Caroline County will not only provide greater opportunities in educating our youth, but will provide greater business opportunities to this region, further solidifying the Commonwealth's rank as number one to do business in.

The NNPDC is commended for coordinating this application for a project that is regional in scope and utilizes state grant funds to leverage funding from Atlantic Broadband, localities, and other private sources. I believe this application represents an excellent use of state funds and exemplifies government efficiency in expanding much-needed broadband to these areas. Having lived in the Northern Neck nearly all of my life, I am certain this project will strengthen the economy of rural Virginia and position the region for growth.

Thank you for your consideration. Please do not hesitate to contact me should you wish to discuss this matter in greater detail.

Sincerely,

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

Richard H. Stuart

# SENATE OF VIRGINIA

**RYAN T. McDOUGLE**

4TH SENATORIAL DISTRICT  
ALL OF CAROLINE, ESSER, LANCASTER,  
MIDDLESEX, NORTHUMBERLAND, AND  
RICHMOND COUNTIES; AND PART OF  
HANOVER, KING GEORGE, SPOTSYLVANIA,  
AND WESTMORELAND COUNTIES  
POST OFFICE, BOX 187  
MECHANICSVILLE, VIRGINIA 23111



COMMITTEE ASSIGNMENTS

RULES, CHAIR  
COMMERCE AND LABOR  
COURTS OF JUSTICE  
FINANCE  
REHABILITATION AND SOCIAL SERVICES

August 27, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

I would like to express my strong support for the Northern Neck Planning District Commission (NNPDC)'s FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application. The application is submitted through a partnership with Atlantic Broadband, a private service provider.

Approval of this application would help meet a critical and growing need to expand broadband service in counties in the Northern Neck, Middle Peninsula and Caroline County. Bringing broadband to 750 homes fosters a myriad of benefits, including commercial growth for businesses, educational opportunities for students, and healthcare improvements via access to telemedicine.

I commend the NNPDC and the counties of Caroline, King George, Lancaster, Mathews, Middlesex, Northumberland, Richmond, and Westmoreland for coordinating this application for a project that is regional in scope and utilizes state grant funds to leverage funding from Atlantic Broadband, localities, and other private sources. This application represents an excellent use of state funds and exemplifies government efficiency by expanding broadband to these areas. Projects like this one strengthen the economy of rural Virginia and position the region for economic growth.

Thank you in advance for your consideration. If you have any questions or concerns, please do not hesitate to call my office.

Sincerely,

A handwritten signature in black ink that reads "Ryan T. McDougle".

Ryan T. McDougle



**ROBERT J. WITTMAN**

1ST DISTRICT, VIRGINIA

HOUSE ARMED SERVICES COMMITTEE  
RANKING MEMBER, SEAPOWER AND PROJECTION FORCES  
TACTICAL AIR AND LAND FORCES

NATURAL RESOURCES COMMITTEE  
WATER, OCEANS, AND WILDLIFE

CO-CHAIR, CONGRESSIONAL  
SHIPBUILDING CAUCUS

CO-CHAIR, CONGRESSIONAL  
CHESAPEAKE BAY WATERSHED TASK FORCE

CO-CHAIR, CONGRESSIONAL  
PUBLIC HEALTH CAUCUS

CO-CHAIR, CONGRESSIONAL  
RURAL BROADBAND CAUCUS



**Congress of the United States**  
**House of Representatives**  
**Washington, DC 20515**

August 22, 2019

WASHINGTON OFFICE:  
2055 RAYBURN HOUSE OFFICE BUILDING  
WASHINGTON, DC 20515  
(202) 225-4281

DISTRICT OFFICES:

STAFFORD OFFICE  
95 DUNN DRIVE SUITE 201  
STAFFORD, VA 22556  
(540) 659-2734

MECHANICSVILLE OFFICE  
6501 MECHANICSVILLE TURNPIKE SUITE 102  
MECHANICSVILLE, VA 23111  
(804) 730-6595

MIDDLE PENINSULA OFFICE  
508 CHURCH LANE  
P.O. Box 3106  
TAPPAHANNOCK, VA 22560  
(804) 443-0668

[WWW.WITTMAN.HOUSE.GOV](http://WWW.WITTMAN.HOUSE.GOV)

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

I am writing in support of the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties in the First District through a partnership with Atlantic Broadband.

The project is designed to be regional in scope and utilize state grant funds to maximize local and private funding. This application is efficiently designed, represents an excellent use of state funds with a high rate of non-state leverage, and will be coordinated by a regional entity experienced in managing complex projects.

Thank you for your consideration for the Northern Neck Planning District Commission while you consider grant applications. Please do not hesitate to reach out to my office if you have any questions.

Sincerely,

A handwritten signature in blue ink that reads "Robert J. Wittman".

Robert J. Wittman



## *Seasoned Experience*

4 August 2019

**SUBJECT: Technology Enhancement For Work-At-Home Capabilities: VATI ROI**

This paper supports the engineering analysis of the VATI grant proposal for highspeed broadband service in the Northern Neck, including potential economic impact and return on investment (ROI).

**OVERVIEW:**

The Aloft Group, LLC, established in 2009, is an ideal example – and potential template for future startups - on how to successfully utilize technology and a new approach to consulting to provide customized service to clients. An international business operating in North America, Europe, Asia and parts of the Middle East, Aloft has resources across the globe – all operating from home offices.

Headquartered in Kilmarnock, VA with a western home office in Albuquerque, NM, the organization is based on mobile experts utilizing laptops and cell phones, working from home or client locations. Conferences are done via online video calls, files maintained via cloud technology, and software products delivered electronically.

While Aloft proves that “brick and mortar” offices are a thing of the past, our success is anchored on the reliance of viable high-speed online access. Aloft also proves that a business can be started, thrive, and grow from a home office with the proper infrastructure.

**POTENTIAL COMMERCIAL IMPACT FROM VATI GRANT PROPOSAL:**

In preparation for the VATI grant proposal, a survey was conducted on the Clifton Landing Property Owners Association (CLPOA), representing the Clifton Landing community. Within the survey there were two questions germane to this issue:

1. Do you currently engage in, or are you considering within the next 2 years, becoming involved in: Operating a small home-based business or doing consulting work?
2. Do you currently engage in, or are you considering within the next 2 years, becoming involved in: Outside employment (full or part-time) but doing some or all work from home?

Of the responses received, 66% indicated yes to both questions. While the survey was ‘informal’ the results clearly indicate a high potential for this activity.

**HUBZone Status:**

Kilmarnock, parts of Lancaster County, and all of Northumberland County, are designated Federal Historically Underutilized Business Zones (HUBZones) providing opportunity for small businesses competing in government contracting work. HUBZone designation is also endorsed by the state governor and The Aloft Group, LLC is currently applying for HUBZone certification from SBA.

**The Aloft Group, LLC**  
**PO Box 107**  
**Kilmarnock, VA 22482**  
**+1 505.306.5326**  
[www.thealoftgroup.com](http://www.thealoftgroup.com)



## *Seasoned Experience*

The HUBZone designation can serve as an economic engine for the region with growth opportunities for small business with cascading economic impact within the community.

Ironically, the current system of government applications requires all activity take place online with huge bandwidth requirements for data transfer, which requires high speed broadband. Thus the lack of this capability makes it almost impossible to function in an area targeted by State and Federal government as needing business opportunities.

In the case of Aloft, our 'work-around' to this challenge was all HUBZone application documents were submitted from our location in Albuquerque, New Mexico, where we have high-speed broadband capability that we lack in Kilmarnock, Virginia.

### **SUMMARY:**

While it is difficult to equate a specific 'home office ROI subset' from the VATI grant, current trends in small business, successes of start-up ventures, and the growing wave of work-at-home firms, offers a safe, common sense, conclusion that the overall investment will pay dividends throughout the communities, the Northern Neck and the State of Virginia both economically as well as socially through enhancements in education and opportunities for the citizens of Virginia.

Submitted by:

*Tom Lintner*

Thomas Lintner  
President & CEO  
The Aloft Group, LLC  
[Tom.Lintner@TheAloftGroup.com](mailto:Tom.Lintner@TheAloftGroup.com)

The Aloft Group, LLC  
PO Box 107  
Kilmarnock, VA 22482  
+1 505.306.5326  
[www.thealoftgroup.com](http://www.thealoftgroup.com)



# Caroline County, Virginia

## Board of Supervisors

Jeffrey S. Black  
Western Caroline District

Clayton T. Forehand  
Madison District

Nancy L. Long  
Port Royal District

Jeffery M. Sili  
Bowling Green District

Floyd W. Thomas  
Mattaponi District

Reginald L. Underwood  
Reedy Church District

Charles M. Culley, Jr.  
County Administrator

July 23, 2019

Mr. Jerry W. Davis, Executive Director  
Northern Neck Planning District Commission  
457 Main Street  
P.O. Box 1600  
Warsaw VA 22572

Caroline County, VA



Dear Mr. Davis,

I am writing on behalf of the Caroline County Board of Supervisors to request that Caroline be included in the FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Caroline agrees to provide \$21,304 in matching funds for the Penola Road project identified by Atlantic Broadband. This local match is based on the assumption that VATI funds will cover 50% of the build cost. In the event that grant funds awarded through VATI are sufficient to cover 55% of the build cost, Caroline County would expect its contribution to be reduced accordingly. We decline to participate in the Hickory Lane project identified by Atlantic Broadband.

On behalf of the Board of Supervisors, Caroline County thanks you for including us and for your willingness to prepare the required grant application. Please let us know if you have any questions regarding the conditions of the County's participation.

Sincerely,

A handwritten signature in blue ink, appearing to read "C. Culley".

Charles M. Culley, Jr.  
County Administrator

cc: Bill Newborg, Atlantic Broadband

*"Committed To Service, Dedicated To The People"*

212 North Main Street, P. O. Box 447, Bowling Green, Virginia 22427  
(804)633-5380 – Telephone (804)633-4970 – Fax

[www.co.caroline.va.us](http://www.co.caroline.va.us)

## County Administration



August 28, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572


Dear Mr. Davis:

On behalf of the Mathews County Board of Supervisors, I am writing to request that Mathews County be included in the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Mathews County agrees to provide a not to exceed match of \$18,000 for the project identified by Atlantic Broadband.

Mathews County appreciates being part of this regional effort and your willingness to prepare the required grant application.

Thank you for your consideration.

Sincerely,

  
Melinda Conner  
County Administrator

804.725.7172 office  
804.725.7805 fax  
mathewscountyva.gov

50 Brickbat Road | P.O. Box 839 | Mathews, VA 23109

BE HERE  
 **MATHEWS**



August 16, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

On behalf of the Middlesex County Board of Supervisors, I am writing to request that Middlesex County be included in the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Middlesex County agrees to provide \$25,000 in matching funds for the projects identified by Atlantic Broadband.

Middlesex County appreciates being part of this regional effort and your willingness to prepare the required grant application.

Thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "John Koontz".

John Koontz  
Middlesex Supervisor  
Hartfield District



SUPERVISORS

Ronald L. Jett, Chairman  
Heathsville, VA 22473  
District V

Richard F. Haynie, Vice-Chairman  
Heathsville, VA 22473  
District II

A. Joseph Self, Sr.  
Callao, VA 22435  
District I

James M. Long  
Wicomico Church, VA 22579  
District III

Thomas H. Tomlin  
Wicomico Church, VA 22579  
District IV



**Northumberland County, Virginia**

*Board of Supervisors*  
P. O. Box 129 • 72 Monument Place  
Heathsville, Virginia 22473

COUNTY ADMINISTRATOR

E. Luttrell Tadlock  
Heathsville, VA 22473  
804-580-7666 (Voice)  
804-580-7053 (Fax)  
ltadlock@co.northumberland.va.us

COUNTY ATTORNEY

Matson C. Terry II  
804-438-5522 (Voice)  
804-438-5003 (Fax)

August 16, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

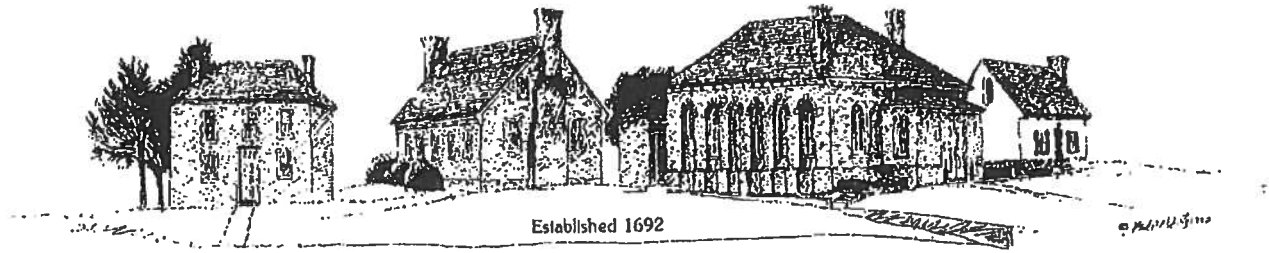
On behalf of the Northumberland County Board of Supervisors, I am writing to request that Northumberland County be included in the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Northumberland County agrees to provide \$45,000 in matching funds for the projects identified by Atlantic Broadband. \$40,000 of that amount is being funded from the project area homeowner associations or residents and \$5,000 is being funded by the County.

Northumberland County appreciates being part of this regional effort and your willingness to prepare the required grant application.

Thank you for your consideration.

Sincerely,

E. Luttrell Tadlock  
County Administrator



# Richmond County Board of Supervisors

101 Court Circle P.O. Box 1000 Warsaw, Virginia 22572 (804) 333-3415 FAX (804) 333-3408 [www.co.richmond.va.us](http://www.co.richmond.va.us)

August 19, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

On behalf of the Richmond County Board of Supervisors, I am writing to request that Richmond County be included in the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Richmond County agrees to provide \$17,036 in matching funds for the projects identified by Atlantic Broadband.

Richmond County appreciates being part of this regional effort and your willingness to prepare the required grant application.

Thank you for your consideration.

Sincerely,

R. Morgan Quicke,  
County Administrator

DARRYL E. FISHER, CHAIRMAN  
ELECTION DISTRICT NO. 1  
HAGUE, VIRGINIA 22469

W. W. HYNSON, VICE CHAIRMAN  
ELECTION DISTRICT NO. 4  
COLONIAL BEACH, VIRGINIA 22443

RUSS CULVER  
ELECTION DISTRICT NO. 2  
MONTROSS, VIRGINIA 22520

DOROTHY DICKERSON TATE  
ELECTION DISTRICT NO. 3  
MONTROSS, VIRGINIA 22520

LARRY ROBERSON  
ELECTION DISTRICT NO. 5  
COLONIAL BEACH, VIRGINIA 22443



NORM RISAVI  
County Administrator  
P. O. BOX 1000  
MONTROSS, VIRGINIA 22520-1000  
PHONE: 804/493-0130  
FAX: 804/493-0134  
E-mail: nrisavi@westmoreland-county.org  
Web Page: www.westmoreland-county.org

WESTMORELAND COUNTY, VIRGINIA

*Board of Supervisors*

MONTROSS, VIRGINIA 22520-1000

August 16, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

On behalf of the Westmoreland County Board of Supervisors, I am writing to request that Westmoreland County be included in the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties through a partnership with Atlantic Broadband. Westmoreland County agrees to provide \$25,000 in matching funds for the projects identified by Atlantic Broadband. \$10,000 of that amount is being funded from Longwood University and \$15,000 is being funded by the County.

Westmoreland County appreciates being part of this regional effort and your willingness to prepare the required grant application.

Thank you for your consideration.

Sincerely,

A handwritten signature in blue ink that reads "Norm Risavi".

Norm Risavi  
County Administrator

NR:lms  
cc: Debra Whaley, Finance Director



LONGWOOD  
UNIVERSITY

201 High Street  
Farmville, Virginia 23909  
tel: 434.395.4987  
fax: 434.395.2506  
trs: 711

August 26, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

On behalf of Hull Springs and the Longwood University Real Estate Foundation, I am writing to request that Longwood University's Hull Springs be included in the Northern Neck Planning District Commission's (NNPDC) FY 2020 application to the Virginia Department of Housing and Community Development for a Virginia Telecommunication Initiative (VATI) grant to expand broadband service to Hull Springs in Westmoreland County.

Hull Springs Farm



Through a partnership with Atlantic Broadband, which will serve multiple counties in the NNPDC area, Hull Springs and the Longwood University Real Estate Foundation agree to provide \$10,000 in matching funds for the Hull Springs Project as identified by Atlantic Broadband.

In order to be successful and integral to Longwood's curriculum, the new building program at Hull Springs must include a laboratory research space and have a high-speed internet connection with a band width capacity to transmit laboratory data back to the main campus in Farmville. With the necessary infrastructure in place for expanded broadband service, academic programming can be further developed offering our students and faculty significantly enhanced academic experiences in new spaces where seminars, lectures and group learning can take place.

The enhancement of broadband service at Hull Springs is critical to our mission and to the development of much needed new facilities.

Hull Springs and the Longwood University Real Estate Foundation appreciate being included in this vital regional effort and the willingness of the NNPDC to prepare the required grant application.

Thank you in advance for your kind consideration of this request.

Sincerely,

Handwritten signature of Bill Walsh in black ink.

Bill Walsh  
President  
Longwood University REF

Handwritten signature of Sherry Swinson in black ink.

Sherry Swinson  
Director  
Hull Springs, Longwood University

Clifton Landing Property Owners Association  
P.O. Box 676  
Kilmarnock, Va. 22482

Date: 20 July 2019

From: Gwen Keane, President CLPOA

To: Mr. Luttrell Tadlock  
Northumberland County Administrator  
P.O. Box 129  
Heathsville, VA 22473

Dear Mr. Tadlock,

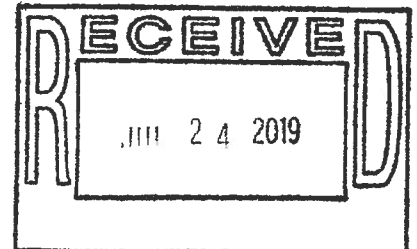
This letter is to confirm discussions you have had with Mr. Thomas Lintner, who is representing the CLPOA in the matter of the proposed VATI application supporting highspeed broadband service in our area.

On behalf of the Association, I can confirm we are in full support of participating in the VATI application to be filed in September 2019. Further, the Association has placed \$5,000.00 in an escrow account to be invested in the project, contingent upon the VATI grant being awarded and Clifton Landing being a named recipient of the new broadband service. It is understood that in the event the grant is not awarded, the monies will be de-obligated, or potentially used in a subsequent application at the sole discretion of the CLPOA.

Mr. Tadlock, we applaud your leadership in this matter, which we feel is critically important not just to our community, but to Northumberland County and the entire Northern Neck as well.

We standby to provide whatever additional information or assistance you may require.

Regards,  
*Gwen Keane, President CLPOA*



E. Luttrell Tadlock  
Northumberland County  
County Administrator  
P.O. Box 129  
Heathsville, VA 22473

Aug 14,2019

Mr. Tadlock,

I, as a homeowner serve as the project lead and organizer for the expansion of broadband for our subdivision. I represent the two HOAs/subdivisions in our neighborhood. There are 30 plus owners that are in full support of the expansion of broadband to our homes. The number of owners continues to increase as the capabilities of broadband become better understood.

On behalf of all the homeowners in both subdivisions, I can emphatically say that we are in full support of the project and are willing to financially committed \$30,000 dollars towards the overall funding of the project.

We are very excited about the project and see this as an incredible benefit and quality of life improvement to all our owners. We anxiously look forward to the beginning of the project.

Please let me know what the next step is, so I can meet your requirements.

Respectfully,



Jim Schrote

214 Tranquility Road

Reedville, Va 22539





**OYSTER COVE PROPERTY OWNERS ASSOCIATION**

**P.O. Box 490**

**Heathsville, VA 22473**

---

August 14, 2019

Luttrell Tadlock, Administrator  
Northumberland County  
P.O. Box 129  
Heathsville, Virginia 22473

Dear Mr. Tadlock,

On behalf of the Oyster Cove Property Owners Association, we applaud the efforts of the County in collaborating with Atlantic Broadband and other counties to apply for funding to extend "last mile" broadband service to underserved communities. At this year's OCPOA Annual Meeting in May, residents expressed ongoing frustration and discussed the impact of the lack of high speed Internet. The Association then reached out to you to express its strong interest in participating in the Virginia Telecommunications Initiative application to the Department of Housing and Community Development to extend broadband service to the homes and residents of our community.

Oyster Cove members understand the costs of bringing broadband service to last mile communities and, hence, the need for private resources to match the requested public dollars. Toward that end, OCPOA agrees to provide \$5,000 of its funds as match the VATI grant if the application is approved by the DHCD and the governor.

We appreciate the opportunity to be involved in this broadband application and hold high hopes for a successful application. Should you have any questions, please contact me at (804) 436-6135 or the Treasurer, Dave Griffith at (804) 238-6271.

Sincerely,

A handwritten signature in black ink that reads "Johnny Smithart". The signature is written in a cursive, flowing style.

Johnny Smithart, OCPOA President,

cc: David Griffith, OCPOA Treasurer  
Glenda Stephan, OCPOA Vice President  
Tammy Goshorn, OCPOA Secretary



# The Northern Neck Broadband Authority

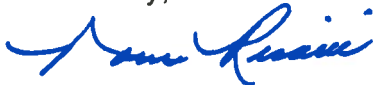
August 21, 2019

Mr. Jerry W. Davis, AICP  
Executive Director  
Northern Neck Planning District Commission  
P.O. Box 1600  
Warsaw VA 22572

Dear Mr. Davis:

The Northern Neck Broadband Authority would like to express its support for the regional Virginia Telecommunication Initiative (VATI) application that will be submitted at the end of this month on behalf of our member counties (Lancaster, Northumberland, Richmond, and Westmoreland), as well as the additional localities in the region—Caroline, Mathews, and Middlesex Counties—that have opted to join the Northern Neck's efforts to help expand Atlantic Broadband's fiber services to 17 communities in these 7 Eastern Virginia Counties. The Northern Neck Broadband Authority has determined that all 17 communities that are part of this grant application are currently unserved based on the VATI criteria.

Sincerely,



Norm Risavi  
Chair



COMMONWEALTH OF VIRGINIA  
HOUSE OF DELEGATES  
RICHMOND

MARGARET B. RANSONE  
POST OFFICE BOX 358  
KINSALE, VIRGINIA 22488

NINETY-NINTH DISTRICT

COMMITTEE ASSIGNMENTS:  
PRIVILEGES AND ELECTIONS (VICE CHAIRMAN)  
COURTS OF JUSTICE  
COMMERCE AND LABOR  
AGRICULTURE, CHESAPEAKE AND  
NATURAL RESOURCES

August 23, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis: *Jerry,*

I am proud to support the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in counties in the 99<sup>th</sup> District through a partnership with Atlantic Broadband.

Furthermore, I appreciate the time our local leaders have invested throughout the years committed to investigate the deployment of broadband infrastructure, our region will not progress if we continue to be overlooked in broadband funding.

We are at a turning point in our region for healthcare needs, education, and economic development without high speed internet I fear our rural area will no longer compete.

Your application is unique in that geographically you have considered service to hundreds of families extending many miles throughout several counties with local investment. Once again, I appreciate the patience, diligence, and research our local officials have done over the years in particular this project.

The project is regional in scope and utilizes state grant funds to maximize local and private funding. This application represents an excellent use of state funds with high rate of non-state leverage, and will be coordinated by a regional entity experienced in managing complex projects.

This project exemplifies government efficiency, and I endorse this application without reservation.

Sincerely,

Margaret Beyans Ransone  
Delegate, Virginia House of Delegates  
99<sup>th</sup> District

# SENATE OF VIRGINIA

**RICHARD H. STUART**  
28TH SENATORIAL DISTRICT  
PART OF KING GEORGE, PRINCE WILLIAM,  
SPOTSYLVANIA, STAFFORD, AND WESTMORELAND COUNTIES  
POST OFFICE BOX 1146  
MONTROSS, VIRGINIA 22520



COMMITTEE ASSIGNMENTS:  
AGRICULTURE, CONSERVATION  
AND NATURAL RESOURCES, CHAIR  
COMMERCE AND LABOR  
COURTS OF JUSTICE  
FINANCE  
RULES

August 21, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

I am pleased to support the Northern Neck Planning District Commission (NNPDC)'s FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) Grant application to expand broadband service in counties in the Northern Neck, Middle Peninsula and also Caroline County, through a partnership with the private service provider Atlantic Broadband.

Access to broadband has become an essential to academic curriculums and for businesses to maintain success. Expanding broadband access to the Northern Neck, Middle Peninsula, and Caroline County will not only provide greater opportunities in educating our youth, but will provide greater business opportunities to this region, further solidifying the Commonwealth's rank as number one to do business in.

The NNPDC is commended for coordinating this application for a project that is regional in scope and utilizes state grant funds to leverage funding from Atlantic Broadband, localities, and other private sources. I believe this application represents an excellent use of state funds and exemplifies government efficiency in expanding much-needed broadband to these areas. Having lived in the Northern Neck nearly all of my life, I am certain this project will strengthen the economy of rural Virginia and position the region for growth.

Thank you for your consideration. Please do not hesitate to contact me should you wish to discuss this matter in greater detail.

Sincerely,

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

Richard H. Stuart



# SENATE OF VIRGINIA

**RYAN T. McDOUGLE**

4TH SENATORIAL DISTRICT  
ALL OF CAROLINE, ESSEX, LANCASTER,  
MIDDLESEX, NORTHUMBERLAND, AND  
RICHMOND COUNTIES; AND PART OF  
HANOVER, KING GEORGE, SPOTSYLVANIA,  
AND WESTMORELAND COUNTIES  
POST OFFICE, BOX 187  
MECHANICSVILLE, VIRGINIA 23111



COMMITTEE ASSIGNMENTS

RULES, CHAIR  
COMMERCE AND LABOR  
COURTS OF JUSTICE  
FINANCE  
REHABILITATION AND SOCIAL SERVICES

August 27, 2019

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

I would like to express my strong support for the Northern Neck Planning District Commission (NNPDC)'s FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application. The application is submitted through a partnership with Atlantic Broadband, a private service provider.

Approval of this application would help meet a critical and growing need to expand broadband service in counties in the Northern Neck, Middle Peninsula and Caroline County. Bringing broadband to 750 homes fosters a myriad of benefits, including commercial growth for businesses, educational opportunities for students, and healthcare improvements via access to telemedicine.

I commend the NNPDC and the counties of Caroline, King George, Lancaster, Mathews, Middlesex, Northumberland, Richmond, and Westmoreland for coordinating this application for a project that is regional in scope and utilizes state grant funds to leverage funding from Atlantic Broadband, localities, and other private sources. This application represents an excellent use of state funds and exemplifies government efficiency by expanding broadband to these areas. Projects like this one strengthen the economy of rural Virginia and position the region for economic growth.

Thank you in advance for your consideration. If you have any questions or concerns, please do not hesitate to call my office.

Sincerely,

A handwritten signature in black ink that reads "Ryan T. McDougle".

Ryan T. McDougle

**ROBERT J. WITTMAN**

1ST DISTRICT, VIRGINIA

HOUSE ARMED SERVICES COMMITTEE  
RANKING MEMBER, SEAPOWER AND PROJECTION FORCES  
TACTICAL AIR AND LAND FORCES

NATURAL RESOURCES COMMITTEE  
WATER, OCEANS, AND WILDLIFE

CO-CHAIR, CONGRESSIONAL  
SHIPBUILDING CAUCUS

CO-CHAIR, CONGRESSIONAL  
CHESAPEAKE BAY WATERSHED TASK FORCE

CO-CHAIR, CONGRESSIONAL  
PUBLIC HEALTH CAUCUS

CO-CHAIR, CONGRESSIONAL  
RURAL BROADBAND CAUCUS



**Congress of the United States**  
**House of Representatives**  
**Washington, DC 20515**

August 22, 2019

WASHINGTON OFFICE:  
2055 RAYBURN HOUSE OFFICE BUILDING  
WASHINGTON, DC 20515  
(202) 225-4281

DISTRICT OFFICES:

STAFFORD OFFICE  
95 DUNN DRIVE SUITE 201  
STAFFORD, VA 22556  
(540) 659-2734

MECHANICSVILLE OFFICE  
6501 MECHANICSVILLE TURNPIKE SUITE 102  
MECHANICSVILLE, VA 23111  
(804) 730-6595

MIDDLE PENINSULA OFFICE  
508 CHURCH LANE  
P.O. Box 3106  
TAPPAHANNOCK, VA 22560  
(804) 443-0668

[WWW.WITTMAN.HOUSE.GOV](http://WWW.WITTMAN.HOUSE.GOV)

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
The Regional Center  
457 Main Street  
P.O. Box 1600  
Warsaw, Virginia 22572

Dear Mr. Davis:

I am writing in support of the Northern Neck Planning District Commission's FY 2020 Virginia Department of Housing and Community Development VATI (Virginia Telecommunication Initiative) grant application to expand broadband service in multiple counties in the First District through a partnership with Atlantic Broadband.

The project is designed to be regional in scope and utilize state grant funds to maximize local and private funding. This application is efficiently designed, represents an excellent use of state funds with a high rate of non-state leverage, and will be coordinated by a regional entity experienced in managing complex projects.

Thank you for your consideration for the Northern Neck Planning District Commission while you consider grant applications. Please do not hesitate to reach out to my office if you have any questions.

Sincerely,

A handwritten signature in blue ink that reads "Robert J. Wittman".

Robert J. Wittman



## *Seasoned Experience*

4 August 2019

**SUBJECT:** Technology Enhancement For Work-At-Home Capabilities: VATI ROI

This paper supports the engineering analysis of the VATI grant proposal for highspeed broadband service in the Northern Neck, including potential economic impact and return on investment (ROI).

**OVERVIEW:**

The Aloft Group, LLC, established in 2009, is an ideal example – and potential template for future startups - on how to successfully utilize technology and a new approach to consulting to provide customized service to clients. An international business operating in North America, Europe, Asia and parts of the Middle East, Aloft has resources across the globe – all operating from home offices.

Headquartered in Kilmarnock, VA with a western home office in Albuquerque, NM, the organization is based on mobile experts utilizing laptops and cell phones, working from home or client locations. Conferences are done via online video calls, files maintained via cloud technology, and software products delivered electronically.

While Aloft proves that “brick and mortar” offices are a thing of the past, our success is anchored on the reliance of viable high-speed online access. Aloft also proves that a business can be started, thrive, and grow from a home office with the proper infrastructure.

**POTENTIAL COMMERCIAL IMPACT FROM VATI GRANT PROPOSAL:**

In preparation for the VATI grant proposal, a survey was conducted on the Clifton Landing Property Owners Association (CLPOA), representing the Clifton Landing community. Within the survey there were two questions germane to this issue:

1. Do you currently engage in, or are you considering within the next 2 years, becoming involved in: Operating a small home-based business or doing consulting work?
2. Do you currently engage in, or are you considering within the next 2 years, becoming involved in: Outside employment (full or part-time) but doing some or all work from home?

Of the responses received, 66% indicated yes to both questions. While the survey was ‘informal’ the results clearly indicate a high potential for this activity.

**HUBZone Status:**

Kilmarnock, parts of Lancaster County, and all of Northumberland County, are designated Federal Historically Underutilized Business Zones (HUBZones) providing opportunity for small businesses competing in government contracting work. HUBZone designation is also endorsed by the state governor and The Aloft Group, LLC is currently applying for HUBZone certification from SBA.

**The Aloft Group, LLC**  
**PO Box 107**  
**Kilmarnock, VA 22482**  
**+1 505.306.5326**  
[www.thealoftgroup.com](http://www.thealoftgroup.com)



## *Seasoned Experience*

The HUBZone designation can serve as an economic engine for the region with growth opportunities for small business with cascading economic impact within the community.

Ironically, the current system of government applications requires all activity take place online with huge bandwidth requirements for data transfer, which requires high speed broadband. Thus the lack of this capability makes it almost impossible to function in an area targeted by State and Federal government as needing business opportunities.

In the case of Aloft, our 'work-around' to this challenge was all HUBZone application documents were submitted from our location in Albuquerque, New Mexico, where we have high-speed broadband capability that we lack in Kilmarnock, Virginia.

### **SUMMARY:**

While it is difficult to equate a specific 'home office ROI subset' from the VATI grant, current trends in small business, successes of start-up ventures, and the growing wave of work-at-home firms, offers a safe, common sense, conclusion that the overall investment will pay dividends throughout the communities, the Northern Neck and the State of Virginia both economically as well as socially through enhancements in education and opportunities for the citizens of Virginia.

Submitted by:

*Tom Lintner*

Thomas Lintner  
President & CEO  
The Aloft Group, LLC  
[Tom.Lintner@TheAloftGroup.com](mailto:Tom.Lintner@TheAloftGroup.com)

The Aloft Group, LLC  
PO Box 107  
Kilmarnock, VA 22482  
+1 505.306.5326  
[www.thealoftgroup.com](http://www.thealoftgroup.com)



# FUNDING SOURCES - Northern Neck PDC 2019 VATI Application

Please fill in the chart below with a description of the project funding source (local, federal, state, private, other), the amount from that source, the percentage of total project funding that source represents, and a description of the current status of the funds (pending, secured, etc.).

Source	Amount	%	Status
Requested VATI	\$675,114	51.01%	Pending
Atlantic Broadband	\$497,100	37.56%	Committed - co-applicant
Caroline County	\$21,304	1.61%	Committed
Mathews County	\$18,000	1.36%	Committed
Middlesex County	\$25,000	1.89%	Committed
Northumberland County	\$5,000	0.38%	Committed
Richmond County	\$17,036	1.29%	Committed
Westmoreland County	\$15,000	1.13%	Committed
Longwood University	\$10,000	0.76%	Committed
Clifton Landing Property Owners	\$5,000	0.38%	Committed
Tranquility HOAs	\$30,000	2.27%	Committed
Oyster Cove Property Owners	\$5,000	0.38%	Committed
<b>Total</b>	<b>\$1,323,554</b>	<b>100.00%</b>	

**BUDGET - Regional Last-Mile Initiative - First District - Application ID: 64506252019163751 - August 31, 2019**

<b>Product</b>	<b>Total</b>	<b>VATI</b>	<b>Non-VATI</b>	<b>Source of Estimate</b>	<b>Date</b>
Construction Contract Labor (See Labor tab for details)	\$ 830,763.00	\$ 409,702.40	\$ 421,060.60	Atlantic Broadband	08/31/19
Construction Materials (See Material tab for details)	\$ 448,625.87	\$ 221,246.13	\$ 227,379.74	Atlantic Broadband	08/31/19
Grant Administration	\$ 44,166.00	\$ 44,166.00	\$ -	Northern Neck PDC	08/31/19
<b>TOTAL</b>	<b>\$ 1,323,554.87</b>	<b>\$ 675,114.53</b>	<b>\$ 648,440.34</b>		

51.01%

48.99%

Quantity	Item/Part	Cost per unit	Item Total	Total Labor
20082	Install Fiber up to (2)	\$ 0.67	\$ 13,454.94	\$ 136,683.00
5	Power Supply Tran/Relo	\$ 800.00	\$ 4,000.00	\$ 38,914.02
4	Splice and Optimize Node	\$ 350.00	\$ 1,400.00	\$ 40,050.88
4	Bucket Truck 41' Height	\$ 48.00	\$ 192.00	\$ 37,332.75
2086	Cable only (Up to 2 cables) Easement	\$ 0.65	\$ 1,355.90	\$ 37,689.74
29514	Cable only (Up to 2 cables)>600'	\$ 0.56	\$ 16,527.84	\$ 49,927.90
2	Core Drill Up to 2"	\$ 120.00	\$ 240.00	\$ 24,716.29
9661	Dir Boring up to 2" Prior Approval	\$ 11.50	\$ 111,101.50	\$ 28,881.18
16	Fiber Enclosure Re-Entry	\$ 200.00	\$ 3,200.00	\$ 182,684.64
119	Fiber Splice 1-24	\$ 26.00	\$ 3,094.00	\$ 70,334.80
4	Fiber Splicer Straight	\$ 68.00	\$ 272.00	\$ 30,798.20
3199	Hand Trenching	\$ 10.00	\$ 31,990.00	\$ 60,221.30
60	Install Coax/ Fiber MDU Building	\$ 4.15	\$ 249.00	\$ 92,528.30
88	Install Fiber Enclosure	\$ 285.00	\$ 25,080.00	\$ 830,763.00
3	Install Fiber Node	\$ 275.00	\$ 825.00	
23	Install Fiber Storage Snow Shoes	\$ 200.00	\$ 4,600.00	
61	Install Fiber Storage in Vaults	\$ 200.00	\$ 12,200.00	
4	make ready poles	\$ 2,708.50	\$ 10,834.00	
5	Mid Entry Fiber Splice	\$ 250.00	\$ 1,250.00	
112	OTDR Traces	\$ 9.10	\$ 1,019.20	
650	Over Lash Fiber each Additional	\$ 0.58	\$ 377.00	
13639	Over lash Fiber Up to (2)	\$ 0.70	\$ 9,547.30	
2086	Over lash Fiber Easement No Vehicles	\$ 0.96	\$ 2,002.56	
4454	Plowing 12" to 24"> 600'	\$ 3.10	\$ 13,807.40	
19506	Plowing 12"to 24"<600"	\$ 3.25	\$ 63,394.50	
59682	Plowing 36"	\$ 4.40	\$ 262,600.80	
3	pole permit	\$ 636.33	\$ 1,909.00	
65435	Pull cable or fiber into occupied conduit	\$ 1.00	\$ 65,435.00	
2	Set-up Charge	\$ 120.00	\$ 240.00	
85284	Splicing/Activation	\$ 0.42	\$ 35,819.28	
3086	Strand only Easement	\$ 0.55	\$ 1,697.30	
48596	Strand only>600'New	\$ 0.50	\$ 24,298.00	
9	VDOT fees	\$ 1,570.18	\$ 14,131.60	
5448	Pull cable or fiber into occupied conduit	\$ 1.00	\$ 5,448.00	
15840	Splicing/Activation	\$ 0.42	\$ 6,652.80	
12678	Plowing 36"	\$ 4.40	\$ 55,783.20	
995	Dir Boring up to 2" Prior Approval	\$ 11.50	\$ 11,442.50	
469	Hand Trenching	\$ 10.00	\$ 4,690.00	
4024	Over lash Fiber Up to (2)	\$ 0.70	\$ 2,816.80	
6	Fiber Splice 1-24	\$ 26.00	\$ 156.00	
1	Install Fiber Enclosure	\$ 284.58	\$ 284.58	
2	Fiber Enclosure Re-Entry	\$ 200.00	\$ 400.00	
4	Install Fiber Storage Snow Shoes	\$ 200.00	\$ 800.00	
5	Install Fiber Storage in Vaults	\$ 200.00	\$ 1,000.00	
1	Power Supply Tran/Relo	\$ 800.00	\$ 800.00	
1	VDOT fees	\$ 2,344.00	\$ 2,344.00	
			<b>\$ 830,763.00</b>	

Quantity	Item/Part	Cost per unit	Item Total
5828	12 Ct Fiber armoured	\$ 0.21	\$ 1,223.88
1	24port wall mt kit with bulk conn.& pigtails	\$ 539.00	\$ 539.00
6	75 Foot Node Pigtail w/ 6 connectors	\$ 296.00	\$ 1,776.00
4816	12 Ct Armoured Fiber	\$ 0.20	\$ 963.20
13741.4	12 Loose Tube, Dry	\$ 0.19	\$ 2,658.69
6590	12ct Armored Loose Tube	\$ 0.25	\$ 1,647.50
8242	24 Ct Arm Fiber	\$ 0.42	\$ 3,461.64
21343	24 Ct Loose Tube Armoured	\$ 0.31	\$ 6,616.33
11918	24 Loose Tube, Dry	\$ 0.24	\$ 2,910.14
17923.4	48 Loose Tube, Dry	\$ 0.36	\$ 6,400.80
83	ADAPTER, 75 OHM PORT TERMINATOR, 6KV	\$ 9.60	\$ 796.43
30	ADAPTER, 90 DEGREE, EXT 3", SEIZURE SCREW	\$ 7.10	\$ 212.96
49	ADAPTER, 90 DEGREE, RIGHT ANGLE, 2" PIN	\$ 6.34	\$ 310.49
39	ADAPTER, HSG TO HSG, MALE SPLINE, 2" PIN, 2 PCE, ROTATIONAL	\$ 4.49	\$ 175.03
6	Alpha Battery Kit	\$ 34.50	\$ 207.00
18	Alpha Cell Battery	\$ 523.65	\$ 9,425.70
6	Alpha Surge Arrestor	\$ 28.00	\$ 168.00
37	AMPLIFIER, GM, LE, 40/52, SA	\$ 422.55	\$ 15,634.44
30	AMPLIFIER, GMN, HGD, 40/52, SA	\$ 620.13	\$ 18,603.97
123	ANCHOR, SCREW, 3/4"x66", 6" HELIX	\$ 17.47	\$ 2,148.81
37881	armored loose tube 24 Ct	\$ 0.41	\$ 15,531.21
7437	Armoured Ct 12	\$ 0.20	\$ 1,487.40
113	ATTACHMENT, GUY, 2X3/16"	\$ 1.73	\$ 195.49
44	BOLT, MACHINE, 5/8" X 12"	\$ 1.12	\$ 49.28
119	BOLT, MACHINE, 5/8" X 14"	\$ 1.24	\$ 147.56
47	BOLT, STRAIGHT, THIMBLE EYE, 5/8" X 14"	\$ 3.64	\$ 171.08
5	BOX, GRADE LEVEL, 14X19X12", (MULT OF120)	\$ 16.56	\$ 82.80
27186	Cable in duct 1"1/4 w 625	\$ 1.27	\$ 34,634.96
11869.2	Cable in duct 2" w 875	\$ 1.97	\$ 23,382.25
3913	Cable in duct 2" w 875 Underground	\$ 1.96	\$ 7,680.20
4	CAP, FINGER, 2", (2 CABLES)	\$ 1.52	\$ 6.08
78	CLAMP, 3-BOLT, CURVE, SUSPENSION	\$ 3.94	\$ 307.32
704	CLAMP, D, CABLE LASHING	\$ 0.29	\$ 204.16
32	CLAMP, GROUND ROD, 5/8", UL LISTED	\$ 1.76	\$ 56.32
81	CLAMP, SUSPENSION 3 BOLT STRAIGHT	\$ 3.30	\$ 267.30
1	Clamps With Offset Brackets	\$ 23.00	\$ 23.00
1610	CONDUIT, 3/4", EMPTY DUCT, TONEABLE, 200# ROPE, 13.5, 1000'	\$ 0.29	\$ 465.45
4	CONNECTOR, PIN, .500, MC2 CABLE, 2 PCE	\$ 3.30	\$ 13.20
263	CONNECTOR, PIN, .625, P3 CABLE, 2 PCE	\$ 7.04	\$ 1,851.20
1	CONNECTOR, PIN, .750, MC2 CABLE, 2 PCE	\$ 7.49	\$ 7.49
62	CONNECTOR, PIN, .875, P3 CABLE, 2 PCE	\$ 13.82	\$ 856.90
2	CONNECTOR, SPLICE, .625, P3, 2 PCE	\$ 8.99	\$ 17.99
2	CONNECTOR, SPLICE, .875, P3 CABLE, 2 PCS	\$ 20.98	\$ 41.96
4	COUPLER, DIRECTIONAL, 1.25GHZ, SURGE-GAP, 12DB	\$ 52.00	\$ 208.00
12	COUPLER, DIRECTIONAL, 1.25GHZ, SURGE-GAP, 8DB	\$ 52.00	\$ 624.00
5750	COUPLING, COMPRESSION, 1-1/2", PVC	\$ 4.52	\$ 25,990.00
273	DEADEND, PREFORMED, 1/4", GALVANIZED	\$ 1.44	\$ 393.12
54054	Empty duct 1"1/2	\$ 0.52	\$ 28,216.19
1236	Empty duct 3"	\$ 1.78	\$ 2,200.08
2	Enclosure 450 B Gell No Trays 4 Port	\$ 227.00	\$ 454.00
1	Entrance Kit	\$ 125.00	\$ 125.00
11414	Feeder-Aerial 625	\$ 0.53	\$ 5,994.52
1693	Feeder-Underground Cable in I Duct w/ 625	\$ 1.69	\$ 2,866.59
4	FOSC450 D GEL 6 Port	\$ 344.36	\$ 1,377.43
128	GUARD, 8', YELLOW, GUY	\$ 10.64	\$ 1,361.92
1	Headend gear lasers,edfa,jumpers	\$ 36,196.00	\$ 36,196.00
35	Heat shrink	\$ 7.92	\$ 277.20
122	Heat Sleeves	\$ 0.26	\$ 32.19
3	Inline EQ	\$ 52.00	\$ 156.00
1	Laser, combining, Narrowcast for V-hub (Hub site)	\$ 30,124.00	\$ 30,124.00
2	LC/UPC-LCUPC, Singlemode, 3 Meter	\$ 25.80	\$ 51.60
2	LC/UPC-SC/UPC, Singlemode, 5 meter	\$ 27.00	\$ 54.00
73	LG 500 complete	\$ 137.50	\$ 10,037.14
43	Markers 6' (matchstick)	\$ 34.67	\$ 1,490.88
1	ME-3400 (2 Combo + 2 SFP)	\$ 1,164.00	\$ 1,164.00
4	NODE, 1GHZ	\$ 1,538.99	\$ 6,155.96
4	NODE, GM-RS, HGBT, 40/52, SEG, CB, TC,PS, CTD HSG, SA, 2/131	\$ 6,480.60	\$ 25,922.39
339	NUT, 3/8", 32 THREAD	\$ 0.02	\$ 6.78
8	Optical splitter 1x4	\$ 164.88	\$ 1,319.00
14	Optical splitter 1x8	\$ 162.00	\$ 2,268.00
4375.8	P3-625	\$ 0.53	\$ 2,298.13
7621	P3-625 Aerial	\$ 0.53	\$ 4,039.13
5809.91	P3-875	\$ 0.95	\$ 5,533.76
5211	P3-875 Aerial	\$ 0.95	\$ 4,950.45
113	PEDESTAL, 12X12, LIGHT GREEN, DUAL FIBER BRKT, P-KEY	\$ 134.70	\$ 15,220.90
60	PEDESTAL, TAP, 9X20", RND, GRN, STD SELF LKG, HASP	\$ 30.20	\$ 1,812.00
6	Pole Mount 3 Battery	\$ 404.00	\$ 2,424.00
5	POWER INSERTER, 1.25GHZ, SURGE-GAP	\$ 60.00	\$ 300.00

Total Materials By Job	
Penola Rd	\$ 25,925.09
Peach Point Rd	\$ 28,821.98
Bennett Farm Rd	\$ 28,696.41
Kates Farm Rd	\$ 27,557.85
Oyster Way	\$ 39,070.26
Tranquility Rd	\$ 80,630.10
Buckner Creek Rd	\$ 18,883.71
Edge Hill Rd	\$ 13,358.82
Robley	\$ 85,963.38
Rose Hill & Creekview	\$ 16,209.20
Hull Springs Farm Rd	\$ 19,889.80
Red hill & Ivy Shores	\$ 29,427.55
Clifton landing Rd	\$ 34,191.72
	\$ 448,625.87



6	Power Supply Alpha	\$	1,565.73	\$	9,394.40
1	Rfog Dual	\$	1,527.47	\$	1,527.47
8	RISER GUARD, 2X8, GALVANIZED STEEL	\$	17.65	\$	141.20
49	ROD, GROUND, 5/8" X 8' , COPPER BONDED	\$	9.50	\$	465.50
2	SC/APC-LC/UPC, Singlemode, 12 meter	\$	34.00	\$	68.00
578	SCREW, LAG, 1/4" X 2" , G.P.	\$	0.07	\$	40.46
1	Sealing Kit	\$	26.00	\$	26.00
1	SFP-1510	\$	269.00	\$	269.00
4	Sno-shoe 16"	\$	19.95	\$	79.80
50	Sno-shoe 18"	\$	60.35	\$	3,017.50
5	SPLITTER, 2-WAY, 1.25GHZ, SURGE-GAP	\$	52.00	\$	260.00
56237	STRAND, 1/4", DOMESTIC	\$	0.14	\$	7,760.71
9	TAP, 2 PORT, 11DB, SURGE GAP, 1.25GHZ	\$	24.00	\$	216.00
19	TAP, 2 PORT, 14DB, SURGE GAP, 1.25GHZ	\$	24.00	\$	456.00
15	TAP, 2 PORT, 17DB, SURGE GAP, 1.25GHZ	\$	24.00	\$	360.00
6	TAP, 2 PORT, 20DB, SURGE GAP, 1.25GHZ	\$	24.00	\$	144.00
20	TAP, 2 PORT, 23DB, SURGE GAP, 1.25GHZ	\$	24.00	\$	480.00
12	TAP, 2 PORT, 4DB, SURGE GAP, 1.25GHZ	\$	24.00	\$	288.00
13	TAP, 2 PORT, 8DB, SURGE GAP, 1.25GHZ	\$	24.00	\$	312.00
1	TAP, 4 PORT, 11DB, SURGE GAP, 1.25GHZ	\$	29.00	\$	29.00
4	TAP, 4 PORT, 14DB, SURGE GAP, 1.25GHZ	\$	29.00	\$	116.00
6	TAP, 4 PORT, 17DB, SURGE GAP, 1.25GHZ	\$	29.00	\$	174.00
1	TAP, 4 PORT, 20DB, SURGE GAP, 1.25GHZ	\$	29.00	\$	29.00
13	TAP, 4 PORT, 23DB, SURGE GAP, 1.25GHZ	\$	29.00	\$	377.00
1	TAP, 4 PORT, 8DB, SURGE GAP, 1.25GHZ	\$	29.00	\$	29.00
1028	TIE, AERIAL, 16", SUPPORT, WITH SPACER	\$	0.35	\$	356.72
2	Tray B-24	\$	14.00	\$	28.00
6885	Trunk-Aerial P3 875	\$	0.95	\$	6,557.76
54	U-GUARD, PLASTIC, CABLE, GRAY, 2" X 10'	\$	25.50	\$	1,377.00
56	VAULT, FIBER, U/G, 24X36X24", THERMOPLASTIC LID, SUPPORTING	\$	416.21	\$	23,307.52
6	VAULT, FIBER, U/G, 13"x24"x15", POLYMER COVER, T15, BOLT-DOW	\$	119.79	\$	718.74
9	VAULT, UNDERGROUND, 24X36X24", POLYMER COVER, 33750# LOAD	\$	398.40	\$	3,585.60
480	WASHER, SQUARE, 1/8" X 2" , 11/16" I.D.	\$	0.20	\$	96.00
122	WIRE LASHING, 038X302X1600, 6/BOX	\$	12.57	\$	1,533.54
<b>Materials Total</b>				<b>\$</b>	<b>448,625.87</b>

	<b>Materials</b>	<b>Labor</b>	<b>TOTAL</b>
Penola Rd	\$ 25,925.09	\$ 136,683.00	\$ 162,608.09
Peach Point Rd	\$ 28,821.98	\$ 38,914.02	\$ 67,736.00
Bennett Farm Rd	\$ 28,696.41	\$ 40,050.88	\$ 68,747.29
Kates Farm Rd	\$ 27,557.85	\$ 37,332.75	\$ 64,890.60
Oyster Way	\$ 39,070.26	\$ 37,689.74	\$ 76,760.00
Tranquility Rd	\$ 80,630.10	\$ 49,927.90	\$ 130,558.00
Buckner Creek Rd	\$ 18,883.71	\$ 24,716.29	\$ 43,600.00
Edge Hill Rd	\$ 13,358.82	\$ 28,881.18	\$ 42,240.00
Robley	\$ 85,963.38	\$ 182,684.64	\$ 268,648.02
Rose Hill & Creekview	\$ 16,209.20	\$ 70,334.80	\$ 86,544.00
Hull Springs Farm Rd	\$ 19,889.80	\$ 30,798.20	\$ 50,688.00
Red hill & Ivy Shores	\$ 29,427.55	\$ 60,221.30	\$ 89,648.85
Clifton landing Rd	\$ 34,191.72	\$ 92,528.30	\$ 126,720.02
	<b>\$ 448,625.87</b>	<b>\$ 830,763.00</b>	<b>\$ 1,279,388.87</b>



## Bill of Materials

Date: August 30, 2019  
Job # Bennett Farm Rd  
Issued By: 0  
Address:   
Town: Locust Hill  
Node #   
Head End Middlesex  
Total ft 0

# of Homes 11  
# of Lots   
Total Hardline Footage:

Total Materials	\$28,696.41
Total Labor	\$40,050.88
<hr/> Total Project Costs	<hr/> \$68,747.29



## Bill of Materials

Job #

Quantity	Description	ABB Part #	Cost	Total
2044.08	Cable in duct 2" w 875		\$ 1.97	\$ 4,026.84
5889.48	Cable in duct 1"1/4 w 625	Comscope	\$ 1.27	\$ 7,479.64
5828	12 Ct Fiber armoured		\$ 0.21	\$ 1,223.88
3	AMPLIFIER, GMN, HGD, 40/52, SA		\$ 576.00	\$ 1,728.00
2	AMPLIFIER, GM, LE, 40/52, SA		\$ 346.32	\$ 692.64
1	Power Supply Alpha		\$ 1,358.00	\$ 1,358.00
1	Pole Mount 3 Battery		\$ 404.00	\$ 404.00
3	Alpha Cell Battery		\$ 201.92	\$ 605.76
1	Alpha Surge Arrestor		\$ 28.00	\$ 28.00
1	Alpha Battery Kit		\$ 24.00	\$ 24.00
1	NODE, GM-RS, HGBT, 40/52, SEG, CB, TC,PS, CTD HSG, SA, 2/131		\$ 6,084.00	\$ 6,084.00
1	NODE, 1GHZ		\$ 1,538.99	\$ 1,538.99
16	SCREW, LAG, 1/4" X 2", G.P.	INST0176	\$ 0.07	\$ 1.12
2	U-GUARD, PLASTIC, CABLE, GRAY, 2" X 10'	HDWE0351	\$ 25.50	\$ 51.00
6	PEDESTAL, TAP, 9X20", RND, GRN, STD SELF LKG, HASP	PEDL0003	\$ 30.20	\$ 181.20
7	PEDESTAL, 12X12, LIGHT GREEN, DUAL FIBER BRKT, P-KEY	PEDL0079	\$ 132.40	\$ 926.80
7	ROD, GROUND, 5/8" X 8", COPPER BONDED	HDWE0091	\$ 9.50	\$ 66.50
7	CLAMP, GROUND ROD, 5/8", UL LISTED	HDWE0092	\$ 1.31	\$ 9.17
1	TAP, 2 PORT, 8DB, SURGE GAP, 1.25GHZ	PASS9208	\$ 24.00	\$ 24.00
1	TAP, 2 PORT, 11DB, SURGE GAP, 1.25GHZ	PASS9211	\$ 24.00	\$ 24.00
3	TAP, 2 PORT, 14DB, SURGE GAP, 1.25GHZ	PASS9214	\$ 72.00	\$ 216.00
1	TAP, 2 PORT, 17DB, SURGE GAP, 1.25GHZ	PASS9217	\$ 24.00	\$ 24.00
1	TAP, 2 PORT, 20DB, SURGE GAP, 1.25GHZ	PASS9220	\$ 24.00	\$ 24.00
2	TAP, 2 PORT, 23DB, SURGE GAP, 1.25GHZ	PASS9223	\$ 48.00	\$ 96.00
5	ADAPTER, HSG TO HSG, MALE SPLINE, 2" PIN, 2 PCE, ROTATIONAL	CONN2120	\$ 14.85	\$ 74.23
4	ADAPTER, 90 DEGREE, RIGHT ANGLE, 2 " PIN	CONN2105	\$ 20.36	\$ 81.44
14	CONNECTOR, PIN, .625, P3 CABLE, 2 PCE	CONN2048	\$ 58.24	\$ 815.36
5	CONNECTOR, PIN, .875, P3 CABLE, 2 PCE	CONN3080	\$ 52.25	\$ 261.25
1	COUPLER, DIRECTIONAL, 1.25GHZ, SURGE-GAP, 8DB	PASS9831	\$ 52.00	\$ 52.00
1	COUPLER, DIRECTIONAL, 1.25GHZ, SURGE-GAP, 12DB	PASS9832	\$ 52.00	\$ 52.00
1	SPLITTER, 2-WAY, 1.25GHZ, SURGE-GAP	PASS9828	\$ 52.00	\$ 52.00
1	POWER INSERTER, 1.25GHZ, SURGE-GAP	PASS9827	\$ 60.00	\$ 60.00
6	ADAPTER, 75 OHM PORT TERMINATOR, 6KV	CONN1128	\$ 42.30	\$ 253.80





## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #
2896	Pull cable or fiber into occupied conduit	
7774	Splicing/Activation	
3080	Plowing 12"to 24"<600"	
1688	Plowing 36"	
946	Dir Boring up to 2" Prior Approval	
60	Hand Trenching	
1	Splice and Optimize Node	
1	Install Fiber Node	
8	Fiber Splice 1-24	
1	Install Fiber Enclosure	
1	Mid Entry Fiber Splice	
1	Fiber Enclosure Re-Entry	
4	Install Fiber Storage Snow Shoes	
5	Install Fiber Storage in Vaults	
16	OTDR Traces	
1	Power Supply Tran/Relo	
1	VDOT fees	

Cost	Total
\$1.00	\$ 2,896.00
\$0.42	\$ 3,265.08
\$3.25	\$10,010.00
\$4.40	\$ 7,427.20
\$11.50	\$10,879.00
\$10.00	\$ 600.00
\$350.00	\$ 350.00
\$275.00	\$ 275.00
\$26.00	\$ 208.00
\$285.00	\$ 285.00
\$250.00	\$ 250.00
\$200.00	\$ 200.00
\$200.00	\$ 800.00
\$200.00	\$ 1,000.00
\$9.10	\$ 145.60
\$800.00	\$ 800.00
\$660.00	\$ 660.00
<b>Total Labor</b>	<b>\$ 40,050.88</b>



## Bill of Materials

Date: August 30, 2019  
Job # Buckner Creek Rd  
Issued By: 0  
Address:   
Town: Montross  
Node #   
Head End Westmoreland  
Total ft 0

# of Homes 13  
# of Lots   
Total Hardline Footage:

Total Materials	\$18,883.71
Total Labor	\$24,716.29
<hr/> Total Project Costs	<hr/> \$43,600.00



**Bill of Materials**

Job #

Quantity	Description	ABB Part #	Cost	Total
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## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #	Cost
4993	Strand only>600'New	Comscope	\$0.50
4993	Cable only (Up to 2 cables)>600'	Comscope	\$0.56
11338	Splicing/Activation	Comscope	\$0.42
3365	Plowing 12"to 24"<600"		\$3.25
175	Dir Boring up to 2" Prior Approval	Corning	\$11.50
60	Hand Trenching	Multilink	\$10.00
1	Power Supply Tran/Relo	Corning	\$800.00
1	Pole permits	Multilink	\$313.00
<b>Total Labor</b>			

Total
<u>\$2,496.50</u>
<u>\$2,796.08</u>
<u>\$4,761.96</u>
<u>\$10,936.25</u>
<u>\$2,012.50</u>
<u>\$600.00</u>
<u>\$800.00</u>
<u>\$313.00</u>
<u><b>\$24,716.29</b></u>



### Bill of Materials - Business

Date:   
Job # Clifton Landing  
Issued By:  0  
Address:   
Town: Heathsville  
Node #   
Head End Northumberland  
Total ft  0

# of Homes 35  
# of Lots   
Total Hardline Footage:



Total Materials	\$34,191.72
Total Labor	\$92,528.30
<hr/> Total Project Costs	<hr/> \$126,720.02



**Bill of Materials**

Job #

Quantity	Description	ABB Part #	Cost	Total
2904	P3-875 Aerial	Comscope	\$ 0.96	\$ 2,787.84
2188	P3-625 Aerial	Comscope	\$ 0.53	\$ 1,159.64
13472	12 Ct Armoured Fiber		\$ 0.20	\$ 2,694.40
1	FOSC450 D GEL 6 Port		\$ 339.27	\$ 339.27
4	Sno-shoe 18"		\$ 60.35	\$ 241.40
12	Heat Sleeves		\$ 0.24	\$ 2.92
1	75 Foot Node Pigtail w/ 6 connectors		\$ 296.00	\$ 296.00
4	AMPLIFIER, GMN, HGD, 40/52, SA	ACTV1112	\$ 576.00	\$ 2,304.00
7	AMPLIFIER, GM, LE, 40/52, SA	ACTV1113	\$ 346.32	\$ 2,424.24
1	Power Supply Alpha		\$ 1,358.00	\$ 1,358.00
1	Pole Mount 3 Battery		\$ 404.00	\$ 404.00
3	Alpha Cell Battery		\$ 847.00	\$ 2,541.00
1	Alpha Surge Arrestor		\$ 28.00	\$ 28.00
1	Alpha Battery Kit		\$ 24.00	\$ 24.00
1	NODE, GM-RS, HGBT, 40/52, SEG, CB, TC,PS, CTD HSG, SA, 2/131	ACTV1151	\$ 6,084.00	\$ 6,084.00
1	NODE, 1GHZ	ACTV1148	\$ 1,538.99	\$ 1,538.99
7	ANCHOR, SCREW, 3/4"X66", 6" HELIX	HDWE0048	\$ 17.47	\$ 122.29
16	SCREW, LAG, 1/4" X 2", G.P.	INST0176	\$ 0.07	\$ 1.12
8	WIRE LASHING, 038X302X1600, 6/BOX	HDWE0089	\$ 12.57	\$ 100.56
2	U-GUARD, PLASTIC, CABLE, GRAY, 2" X 10'	HDWE0351	\$ 25.50	\$ 51.00
36	CLAMP, D, CABLE LASHING	HDWE0064	\$ 0.29	\$ 10.44
8	U-GUARD, PLASTIC, CABLE, GRAY, 2" X 10'	HDWE0351	\$ 25.50	\$ 204.00
7	GUARD, 8', YELLOW, GUY	HDWE0058	\$ 10.64	\$ 74.48
9	PEDESTAL, TAP, 9X20", RND, GRN, STD SELF LKG, HASP	PEDL0003	\$ 30.20	\$ 271.80
7	PEDESTAL, 12X12, LIGHT GREEN, DUAL FIBER BRKT, P-KEY	PEDL0079	\$ 132.40	\$ 926.80
5	VAULT, FIBER, U/G, 24X36X24", THERMOPLASTIC LID, SUPPORTING	PEDL0086	\$ 1,422.82	\$ 7,114.10
68	TIE, AERIAL, 16", SUPPORT, WITH SPACER	HDWE0294	\$ 0.35	\$ 23.60
34	CLAMP, D, CABLE LASHING	HDWE0064	\$ 0.29	\$ 9.86
5	ROD, GROUND, 5/8" X 8', COPPER BONDED	HDWE0091	\$ 9.50	\$ 47.50
5	CLAMP, GROUND ROD, 5/8", UL LISTED	HDWE0092	\$ 1.31	\$ 6.55
1	TAP, 2 PORT, 8DB, SURGE GAP, 1.25GHZ	PASS9208	\$ 24.00	\$ 24.00
4	TAP, 2 PORT, 14DB, SURGE GAP, 1.25GHZ	PASS9214	\$ 24.00	\$ 96.00





## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part#
5448	Pull cable or fiber into occupied conduit	
15840	Splicing/Activation	
12678	Plowing 36"	
995	Dir Boring up to 2" Prior Approval	
460	Hand Trenching	
4024	Over lash Fiber Up to (2)	
6	Fiber Splice 1-24	
1	Install Fiber Enclosure	
2	Fiber Enclosure Re-Entry	
4	Install Fiber Storage Snow Shoes	
5	Install Fiber Storage in Vaults	
1	Power Supply Tran/Relo	
1	VDOT fees	

**Total Labor**

	<b>Cost</b>	<b>Total</b>
\$	1.00	\$ 5,448.00
\$	0.42	\$ 6,652.80
\$	4.40	\$55,783.20
\$	11.50	\$11,442.50
\$	10.00	\$ 4,600.00
\$	0.70	\$ 2,816.80
\$	26.00	\$ 156.00
\$	285.00	\$ 285.00
\$	200.00	\$ 400.00
\$	200.00	\$ 800.00
\$	200.00	\$ 1,000.00
\$	800.00	\$ 800.00
\$	2,344.00	\$ 2,344.00

**\$ 92,528.30**



## Bill of Materials

Date: August 30, 2019  
Job # Edge Hill Rd  
Issued By: 0  
Address:   
Town: Montross  
Node #   
Head End Westmoreland  
Total ft 0

# of Homes 12  
# of Lots   
Total Hardline Footage:

Total Materials	\$13,358.82
Total Labor	\$28,881.18
<hr/> Total Project Costs	<hr/> \$42,240.00



## Bill of Materials

Job #

Quantity	Description	ABB Part #	Cost	Total
2554.08	Cable in duct 2" w 875	Comscope	\$ 1.96	\$ 5,012.99
3341.52	Cable in duct 1"1/4 w 625	Comscope	\$ 1.27	\$ 4,243.73
1	AMPLIFIER, GMN, HGD, 40/52, SA	ACTV1112	\$ 618.49	\$ 618.49
2	AMPLIFIER, GM, LE, 40/52, SA	ACTV1113	\$ 377.13	\$ 754.26
16	SCREW, LAG, 1/4" X 2", G.P.	INST0176	\$ 0.07	\$ 1.12
2	CAP, FINGER, 2", (2 CABLES)	HDWE0342	\$ 1.52	\$ 3.04
2	U-GUARD, PLASTIC, CABLE, GRAY, 2" X 10'	HDWE0351	\$ 25.50	\$ 51.00
5	PEDESTAL, TAP, 9X20", RND, GRN, STD SELF LKG, HASP	PEDL0003	\$ 30.20	\$ 151.00
5	PEDESTAL, 12X12, LIGHT GREEN, DUAL FIBER BRKT, P-KEY	PEDL0079	\$ 157.31	\$ 786.55
2	VAULT, FIBER, U/G, 24X36X24", THERMOPLASTIC LID, SUPPORTING	PEDL0086	\$ 434.26	\$ 868.52
5	ROD, GROUND, 5/8" X 8", COPPER BONDED	HDWE0091	\$ 9.50	\$ 47.50
5	CLAMP, GROUND ROD, 5/8", UL LISTED	HDWE0092	\$ 1.31	\$ 6.55
1	TAP, 2 PORT, 4DB, SURGE GAP, 1.25GHZ	PASS9204	\$ 24.00	\$ 24.00
1	TAP, 2 PORT, 8DB, SURGE GAP, 1.25GHZ	PASS9208	\$ 24.00	\$ 24.00
1	TAP, 2 PORT, 11DB, SURGE GAP, 1.25GHZ	PASS9211	\$ 24.00	\$ 24.00
4	TAP, 2 PORT, 14DB, SURGE GAP, 1.25GHZ	PASS9214	\$ 24.00	\$ 96.00
1	TAP, 2 PORT, 17DB, SURGE GAP, 1.25GHZ	PASS9217	\$ 24.00	\$ 24.00
1	TAP, 2 PORT, 20DB, SURGE GAP, 1.25GHZ	PASS9220	\$ 24.00	\$ 24.00
3	TAP, 2 PORT, 23DB, SURGE GAP, 1.25GHZ	PASS9223	\$ 24.00	\$ 72.00
3	ADAPTER, HSG TO HSG, MALE SPLINE, 2" PIN, 2 PCE, ROTATIONAL	CONN2120	\$ 2.97	\$ 8.91
4	ADAPTER, 90 DEGREE, RIGHT ANGLE, 2 " PIN	CONN2105	\$ 5.09	\$ 20.36
20	CONNECTOR, PIN, .625, P3 CABLE, 2 PCE	CONN2048	\$ 4.16	\$ 83.20
8	CONNECTOR, PIN, .875, P3 CABLE, 2 PCE	CONN3080	\$ 10.45	\$ 83.60
2	COUPLER, DIRECTIONAL, 1.25GHZ, SURGE-GAP, 8DB	PASS9831	\$ 52.00	\$ 104.00
3	SPLITTER, 2-WAY, 1.25GHZ, SURGE-GAP	PASS9828	\$ 52.00	\$ 156.00
8	ADAPTER, 75 OHM PORT TERMINATOR, 6KV	CONN1128	\$ 7.05	\$ 56.40
2	Heat shrink	17mm/4'	\$ 6.80	\$ 13.60





## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #	Cost
6954	Splicing/Activation		\$ 0.42
2210	Plowing 12"to 24"<600"		\$ 3.25
2410	Plowing 36"		\$ 4.40
460	Dir Boring up to 2" Prior Approval		\$ 11.50
200	Hand Trenching		\$ 10.00
1	VDOT fees		\$ 884.00
<b>Total Labor</b>			

Total
<u>\$ 2,920.68</u>
<u>\$ 7,182.50</u>
<u>\$10,604.00</u>
<u>\$ 5,290.00</u>
<u>\$ 2,000.00</u>
<u>\$ 884.00</u>
<u><b>\$ 28,881.18</b></u>



## Bill of Materials

**Date:** August 30, 2019  
**Job #** Hull Springs Farm Rd  
**Issued By:** 0  
**Address:**   
**Town:** Montross  
**Node #**   
**Head End** Westmoreland  
**Total ft** 0

**# of Homes** 1  
**# of Lots**   
**Total Hardline Footage:**



Total Materials	\$19,889.80
Total Labor	\$30,798.20
<b>Total Project Costs</b>	<b>\$50,688.00</b>



## Bill of Materials

Job #

Quantity	Description	ABB Part #	Cost	Total
3913	Cable in duct 2" w 875 Underground	Comscope	\$ 1.96	\$7,680.20
1236	Empty duct 3"	Comscope	\$ 1.78	\$2,200.08
732	Cable in duct 1"1/4 w 625	Comscope	\$ 1.27	\$929.64
1	Entrance Kit		\$ 125.00	\$125.00
6590	12ct Armored Loose Tube	Corning	\$ 0.25	\$1,647.50
4	Sno-shoe 16"	Multilink	\$ 19.95	\$79.80
10	Heat Sleeves	Corning	\$ 0.50	\$5.00
1	24port wall mt kit with bulk conn.& pigtails	Multilink	\$ 539.00	\$539.00
2	Enclosure 450 B Gell No Trays 4 Port		\$ 227.00	\$454.00
2	Tray B-24		\$ 14.00	\$28.00
1	Sealing Kit		\$ 26.00	\$26.00
1	Clamps With Offset Brackets		\$ 23.00	\$23.00
1	ME-3400 (2 Combo + 2 SFP)		\$ 1,164.00	\$1,164.00
1	SFP-1510		\$ 269.00	\$269.00
2	LC/UPC-SC/UPC, Singlemode, 5 meter		\$ 27.00	\$54.00
2	SC/APC-LC/UPC, Singlemode, 12 meter		\$ 34.00	\$68.00
2	LC/UPC-LCUPC, Singlemode, 3 Meter		\$ 25.80	\$51.60
2	AMPLIFIER, GMN, HGD, 40/52, SA	ACTV1112	\$ 576.00	\$1,152.00
1	Rfog Dual	RFog 1x2	\$ 1,527.47	\$1,527.47
12	SCREW, LAG, 1/4" X 2", G.P.	INST0176	\$ 0.07	\$0.84
4	WIRE LASHING, 038X302X1600, 6/BOX	HDWE0089	\$ 12.57	\$50.28
1610	CONDUIT, 3/4", EMPTY DUCT, TONEABLE, 200# ROPE, 13.5, 1000'	HDWE0362	\$ 0.29	\$465.45
2	U-GUARD, PLASTIC, CABLE, GRAY, 2" X 10'	HDWE0351	\$ 25.50	\$51.00
2	RISER GUARD, 2X8, GALVANIZED STEEL	HDWE0215	\$ 17.65	\$35.30
5	BOX, GRADE LEVEL, 14X19X12", (MULT OF120)	PEDL0069	\$ 16.56	\$82.80
6	VAULT, FIBER, U/G, 13"x24"x15", POLYMER COVER, T15, BOLT-DOW	PEDL0084	\$ 119.79	\$718.74
3	PEDESTAL, 12X12, LIGHT GREEN, DUAL FIBER BRKT, P-KEY	PEDL0079	\$ 132.40	\$397.20
24	TIE, AERIAL, 16", SUPPORT, WITH SPACER	HDWE0294	\$ 0.35	\$8.33
12	CLAMP, D, CABLE LASHING	HDWE0064	\$ 0.29	\$3.48
3	CLAMP, GROUND ROD, 5/8", UL LISTED	HDWE0092	\$ 0.99	\$2.97
2	CONNECTOR, PIN, .625, P3 CABLE, 2 PCE	CONN2048	\$ 4.16	\$8.32
4	CONNECTOR, PIN, .875, P3 CABLE, 2 PCE	CONN3080	\$ 10.45	\$41.80





## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #	Cost
4712	Pull cable or fiber into occupied conduit		\$1.00
5020	Splicing/Activation		\$0.42
2	Set-up Charge		\$120.00
3740	Plowing 12"to 24"<600"		\$3.25
600	Dir Boring up to 2" Prior Approval		\$11.50
60	Hand Trenching		\$10.00
60	Install Coax/ Fiber MDU Building		\$4.15
2	Core Drill Up to 2"		\$120.00
1350	Over lash Fiber Up to (2)		\$0.70
650	Over Lash Fiber each Additional		\$0.58
10	Fiber Splice 1-24		\$26.00
2	Install Fiber Enclosure		\$285.00
4	Fiber Enclosure Re-Entry		\$200.00
8	OTDR Traces		\$9.10
1	VDOT permit		\$105.00
4	Fiber Splicer Straight		\$68.00
4	Bucket Truck 41' Height		\$48.00
<b>Total Labor</b>			

Total
\$4,712.00
\$2,108.40
\$240.00
\$12,155.00
\$6,900.00
\$600.00
\$249.00
\$240.00
\$945.00
\$377.00
\$260.00
\$570.00
\$800.00
\$72.80
\$105.00
\$272.00
\$192.00
<b>\$30,798.20</b>



## Bill of Materials

**Date:** August 30, 2019  
**Job #** Kates Neck Road  
**Issued By:** 0  
**Address:**   
**Town:** Topping  
**Node #**   
**Head End** Middlesex  
**Total ft** 0

**# of Homes** 31  
**# of Lots**   
**Total Hardline Footage:**



Total Materials	\$27,557.85
Total Labor	\$37,332.75
<b>Total Project Costs</b>	<b>\$64,890.60</b>



## Bill of Materials

Job #

Quantity	Description	ABB Part #	Cost	Total
2649	P3-875 Aerial	Comscope	\$ 0.95	\$ 2,524.50
2656	Cable in duct 2" w 875	Comscope	\$ 1.97	\$ 5,232.32
2027	P3-625 Aerial	Comscope	\$ 0.53	\$ 1,074.31
2350	Cable in duct 1"1/4 w 625	Comscope	\$ 1.28	\$ 3,008.00
7437	Armoured Ct 12		\$ 0.20	\$ 1,487.40
1	FOSC450 D GEL 6 Port		\$ 346.05	\$ 346.05
12	Sno-shoe 18"		\$ 60.35	\$ 724.20
12	Heat Sleeves		\$ 0.24	\$ 2.88
1	`75 Foot Node Pigtail w/ 6 connectors		\$ 296.00	\$ 296.00
3	AMPLIFIER, GMN, HGD, 40/52, SA		\$ 576.00	\$ 1,728.00
4	AMPLIFIER, GM, LE, 40/52, SA		\$ 346.32	\$ 1,385.28
1	Power Supply Alpha		\$ 1,358.00	\$ 1,358.00
1	Pole Mount 3 Battery		\$ 404.00	\$ 404.00
3	Alpha Cell Battery		\$ 877.98	\$ 2,633.94
1	Alpha Surge Arrestor		\$ 28.00	\$ 28.00
1	Alpha Battery Kit		\$ 24.00	\$ 24.00
1	NODE, 1GHZ		\$ 1,538.99	\$ 1,538.99
10	ANCHOR, SCREW, 3/4"X66", 6" HELIX	HDWE0048	\$ 17.47	\$ 174.70
16	SCREW, LAG, 1/4" X 2", G.P.	INST0176	\$ 0.07	\$ 1.12
6842	STRAND, 1/4", DOMESTIC	HDWE0077	\$ 0.14	\$ 944.20
42	WASHER, SQUARE, 1/8" X 2", 11/16" I.D.	HDWE0044	\$ 0.20	\$ 8.40
12	WIRE LASHING, 038X302X1600, 6/BOX	HDWE0089	\$ 12.57	\$ 150.84
2	U-GUARD, PLASTIC, CABLE, GRAY, 2" X 10'	HDWE0351	\$ 25.50	\$ 51.00
10	GUARD, 8', YELLOW, GUY	HDWE0058	\$ 10.64	\$ 106.40
38	CLAMP, D, CABLE LASHING	HDWE0064	\$ 0.29	\$ 11.02
2	RISER GUARD, 2X8, GALVANIZED STEEL	HDWE0215	\$ 17.65	\$ 35.30
7	PEDESTAL, TAP, 9X20", RND, GRN, STD SELF LKG, HASP	PEDL0003	\$ 30.20	\$ 211.40
9	PEDESTAL, 12X12, LIGHT GREEN, DUAL FIBER BRKT, P-KEY	PEDL0079	\$ 132.40	\$ 1,191.60
12	BOLT, MACHINE, 5/8" X 12"	HDWE0007	\$ 1.12	\$ 13.44
8	BOLT, STRAIGHT, THIMBLE EYE, 5/8" X 14"	HDWE0012	\$ 3.64	\$ 29.12
84	TIE, AERIAL, 16", SUPPORT, WITH SPACER	HDWE0294	\$ 0.35	\$ 29.15
11	CLAMP, SUSPENSION 3 BOLT STRAIGHT	HDWE0029	\$ 3.30	\$ 36.30
10	ATTACHMENT, GUY, 2X3/16"	HDWE0047	\$ 1.73	\$ 17.30



## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #
6592	Strand only>600'New	
6592	Cable only (Up to 2 cables)>600'	
14169	Splicing/Activation	
5951	Plowing 12"to 24"<600"	
90	Dir Boring up to 2" Prior Approval	
160	Hand Trenching	
1095	Over lash Fiber Up to (2)	
12	Fiber Splice 1-24	
1	Mid Entry Fiber Splice	
1	Fiber Enclosure Re-Entry	
2	Install Fiber Storage in Vaults	
1	VDOT fees	



Cost		Total
\$ 0.50		\$ 3,296.00
\$ 0.56		\$ 3,691.52
\$ 0.42		\$ 5,950.98
\$ 3.25		\$19,340.75
\$ 11.50		\$ 1,035.00
\$ 10.00		\$ 1,600.00
\$ 0.70		\$ 766.50
\$ 26.00		\$ 312.00
\$ 250.00		\$ 250.00
\$ 200.00		\$ 200.00
\$ 200.00		\$ 400.00
\$ 490.00		\$ 490.00
<b>Total Labor</b>		<b>\$ 37,332.75</b>



## Bill of Materials

Date: August 30, 2019  
Job # Oyster Way  
Issued By: 0  
Address:   
Town: Heathsville  
Node #   
Head End Northumberland  
Total ft 0

# of Homes 38  
# of Lots   
Total Hardline Footage:

Total Materials	\$39,070.26
Total Labor	\$37,599.74
<hr/> Total Project Costs	<hr/> \$76,670.00



# Bill of Materials

Job #

Quantity	Description	ABB Part #	Cost	Total
6885	Trunk-Aerial P3 875	Comscope	\$ 0.95	\$ 6,557.76
11414	Feeder-Aerial 625	Comscope	\$ 0.53	\$ 5,994.52
1693	Feeder-Underground Cable in I Duct w/ 625	Comscope	\$ 1.69	\$ 2,866.59
8242	24 Ct Arm Fiber	Corning	\$ 0.42	\$ 3,461.64
1	FOSC450 D GEL 6 Port		\$ 346.05	\$ 346.05
14	Sno-shoe 18"		\$ 60.35	\$ 844.90
16	Heat Sleeves	Corning	\$ 0.24	\$ 3.90
1	75 Foot Node Pigtail w/ 6 connectors		\$ 296.00	\$ 296.00
2	AMPLIFIER, GMN, HGD, 40/52, SA		\$ 576.00	\$ 1,152.00
7	AMPLIFIER, GM, LE, 40/52, SA		\$ 709.27	\$ 4,964.89
1	NODE, GM-RS, HGBT, 40/52, SEG, CB, TC,PS, CTD HSG, SA, 2/131		\$ 6,084.00	\$ 6,084.00
106	DEADEND, PREFORMED,1/4", GALVANIZED	HDWE0082	\$ 1.44	\$ 152.64
40	ANCHOR, SCREW, 3/4"X66", 6" HELIX	HDWE0048	\$ 17.47	\$ 698.80
192	SCREW, LAG, 1/4" X 2", G.P.	INST0176	\$ 0.07	\$ 13.44
14813	STRAND, 1/4", DOMESTIC	HDWE0077	\$ 0.14	\$ 2,044.19
196	WASHER, SQUARE, 1/8" X 2", 11/16" I.D.	HDWE0044	\$ 0.20	\$ 39.20
44	WIRE LASHING, 038X302X1600, 6/BOX	HDWE0089	\$ 12.57	\$ 553.08
12	U-GUARD, PLASTIC, CABLE, GRAY, 2" X 10'	HDWE0351	\$ 25.50	\$ 306.00
40	GUARD, 8', YELLOW, GUY	HDWE0058	\$ 10.64	\$ 425.60
184	CLAMP, D, CABLE LASHING	HDWE0064	\$ 0.29	\$ 53.36
6	PEDESTAL, TAP, 9X20", RND, GRN, STD SELF LKG, HASP	PEDL0003	\$ 30.20	\$ 181.20
45	BOLT, MACHINE, 5/8" X 14"	HDWE0011	\$ 1.24	\$ 55.80
14	BOLT, STRAIGHT, THIMBLE EYE, 5/8" X 14"	HDWE0012	\$ 3.64	\$ 50.96
368	TIE, AERIAL, 16", SUPPORT, WITH SPACER	HDWE0294	\$ 0.35	\$ 127.70
11	CLAMP, SUSPENSION 3 BOLT STRAIGHT	HDWE0029	\$ 3.30	\$ 36.30
40	ATTACHMENT, GUY, 2X3/16"	HDWE0047	\$ 1.73	\$ 69.20
34	CLAMP, 3-BOLT, CURVE, SUSPENSION	HDWE0030	\$ 3.94	\$ 133.96
110	CLAMP, D, CABLE LASHING	HDWE0064	\$ 0.29	\$ 31.90
6	ROD, GROUND, 5/8" X 8', COPPER BONDED	HDWE0091	\$ 9.50	\$ 57.00
126	NUT, 3/8", 32 THREAD	INST0038	\$ 0.02	\$ 2.52
6	CLAMP, GROUND ROD, 5/8", UL LISTED	HDWE0092	\$ 1.31	\$ 7.86
7	TAP, 2 PORT, 4DB, SURGE GAP, 1.25GHZ	PASS9204	\$ 24.00	\$ 168.00
4	TAP, 2 PORT, 8DB, SURGE GAP, 1.25GHZ	PASS9208	\$ 24.00	\$ 96.00



## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #	Cost
13069	Strand only>600'New		\$ 0.50
13069	Cable only (Up to 2 cables)>600'		\$ 0.56
18370	Splicing/Activation		\$ 0.42
1500	Plowing 36"		\$ 4.40
100	Dir Boring up to 2" Prior Approval		\$ 11.50
60	Hand Trenching		\$ 10.00
7418	Over lash Fiber Up to (2)		\$ 0.70
8	Fiber Splice 1-24		\$ 26.00
1	Install Fiber Enclosure		\$ 285.00
1	Mid Entry Fiber Splice		\$ 250.00
1	Fiber Enclosure Re-Entry		\$ 200.00
7	Install Fiber Storage Snow Shoes		\$ 200.00
16	OTDR Traces		\$ 9.10
<b>Total Labor</b>			

Total
<u>\$ 6,534.50</u>
<u>\$ 7,318.64</u>
<u>\$ 7,715.40</u>
<u>\$ 6,600.00</u>
<u>\$ 1,150.00</u>
<u>\$ 600.00</u>
<u>\$ 5,192.60</u>
<u>\$ 208.00</u>
<u>\$ 285.00</u>
<u>\$ 250.00</u>
<u>\$ 200.00</u>
<u>\$ 1,400.00</u>
<u>\$ 145.60</u>
<b><u>\$ 37,599.74</u></b>





## Bill of Materials

Date: August 30, 2019  
Job # Peach Point Rd  
Issued By: 0  
Address:   
Town: Mathews  
Node #   
Head End Mathews  
Total ft 0

# of Homes 19  
# of Lots   
Total Hardline Footage:

Total Materials	\$28,821.98
Total Labor	\$38,914.02
<hr/> Total Project Costs	<hr/> \$67,736.00



## Bill of Materials

Job #

Quantity	Description	ABB Part #	Cost	Total
2562	P3-875 Aerial	Comscope	\$ 0.95	\$ 2,433.90
5594	P3-625 Aerial	Comscope	\$ 0.53	\$ 2,964.82
4816	12 Ct Armoured Fiber	Corning	\$ 0.20	\$ 963.20
1	FOSC450 D GEL 6 Port		\$ 339.28	\$ 339.28
4	Sno-shoe 18"		\$ 60.35	\$ 241.40
12	Heat Sleeves	Corning	\$ 0.24	\$ 2.92
1	`75 Foot Node Pigtail w/ 6 connectors	Times	\$ 296.00	\$ 296.00
5	AMPLIFIER, GMN, HGD, 40/52, SA		\$ 576.00	\$ 2,880.00
6	AMPLIFIER, GM, LE, 40/52, SA		\$ 346.32	\$ 2,077.92
1	Power Supply Alpha		\$ 2,604.40	\$ 2,604.40
1	Pole Mount 3 Battery		\$ 404.00	\$ 404.00
3	Alpha Cell Battery		\$ 831.00	\$ 2,493.00
1	Alpha Surge Arrestor		\$ 28.00	\$ 28.00
1	Alpha Battery Kit		\$ 24.00	\$ 24.00
1	NODE, GM-RS, HGBT, 40/52, SEG, CB, TC,PS, CTD HSG, SA, 2/131		\$ 6,040.00	\$ 6,040.00
1	NODE, 1GHZ		\$ 1,538.99	\$ 1,538.99
57	DEADEND, PREFORMED,1/4", GALVANIZED	HDWE0082	\$ 1.44	\$ 82.08
22	ANCHOR, SCREW, 3/4"X66", 6" HELIX	HDWE0048	\$ 17.47	\$ 384.34
24	SCREW, LAG, 1/4" X 2", G.P.	INST0176	\$ 0.07	\$ 1.68
7621	STRAND, 1/4", DOMESTIC	HDWE0077	\$ 0.14	\$ 1,051.70
74	WASHER, SQUARE, 1/8" X 2", 11/16" I.D.	HDWE0044	\$ 0.20	\$ 14.80
14	WIRE LASHING, 038X302X1600, 6/BOX	HDWE0089	\$ 12.57	\$ 175.98
2	U-GUARD, PLASTIC, CABLE, GRAY, 2" X 10'	HDWE0351	\$ 25.50	\$ 51.00
27	GUARD, 8', YELLOW, GUY	HDWE0058	\$ 10.64	\$ 287.28
78	CLAMP, D, CABLE LASHING	HDWE0064	\$ 0.29	\$ 22.62
1	PEDESTAL, TAP, 9X20", RND, GRN, STD SELF LKG, HASP	PEDL0003	\$ 40.20	\$ 40.20
14	BOLT, MACHINE, 5/8" X 12"	HDWE0007	\$ 1.12	\$ 15.68
12	BOLT, MACHINE, 5/8" X 14"	HDWE0011	\$ 1.24	\$ 14.88
14	BOLT, STRAIGHT, THIMBLE EYE, 5/8" X 14"	HDWE0012	\$ 3.64	\$ 50.96
156	TIE, AERIAL, 16", SUPPORT, WITH SPACER	HDWE0294	\$ 0.35	\$ 54.13
16	CLAMP, SUSPENSION 3 BOLT STRAIGHT	HDWE0029	\$ 3.30	\$ 52.80
27	ATTACHMENT, GUY, 2X3/16"	HDWE0047	\$ 1.73	\$ 46.71
10	CLAMP, 3-BOLT, CURVE, SUSPENSION	HDWE0030	\$ 3.94	\$ 39.40



## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #
4860	Strand only>600'New	
2086	Strand only Easement	
4860	Cable only (Up to 2 cables)>600'	
2086	Cable only (Up to 2 cables) Easement	
8673	Splicing/Activation	
560	Dir Boring up to 2" Prior Approval	
100	Hand Trenching	
2	Splice and Optimize Node	
2	Install Fiber Node	
2036	Over lash Fiber Up to (2)	
2086	Over lash Fiber Easement No Vehicles	
12	Fiber Splice 1-24	
1	Install Fiber Enclosure	
2	Fiber Enclosure Re-Entry	
4	Install Fiber Storage Snow Shoes	
48	OTDR Traces	
1	Power Supply Tran/Relo	
4	make ready poles	
1	pole permits	
1	VDOT fees	

Cost	Total
\$0.50	\$ 2,430.00
\$0.55	\$ 1,147.30
\$0.56	\$ 2,721.60
\$0.65	\$ 1,355.90
\$0.42	\$ 3,642.66
\$11.50	\$ 6,440.00
\$10.00	\$ 1,000.00
\$350.00	\$ 700.00
\$275.00	\$ 550.00
\$0.70	\$ 1,425.20
\$0.96	\$ 2,002.56
\$26.00	\$ 312.00
\$285.00	\$ 285.00
\$200.00	\$ 400.00
\$200.00	\$ 800.00
\$9.10	\$ 436.80
\$800.00	\$ 800.00
\$2,708.50	\$ 10,834.00
\$741.00	\$ 741.00
\$890.00	\$ 890.00

**\$ 38,914.02**



## Bill of Materials

**Date:** August 30, 2019  
**Job #** Penola Rd  
**Issued By:** 0  
**Address:**   
**Town:** Caroline  
**Node #**   
**Head End** Bowling Green  
**Total ft** 0

**# of Homes** 50  
**# of Lots**   
**Total Hardline Footage:**



Total Materials	\$25,925.09
Total Labor	\$136,683.00
<b>Total Project Costs</b>	<b>\$162,608.09</b>





## Bill of Materials

Job #

Quantity	Description	ABB Part #	Cost	Total
20732	Empty duct 1"1/2	Comscope	\$ 0.63	\$13,061.16
21343	24 Ct Loose Tube Armoured		\$ 0.31	\$ 6,616.33
2	Opitical splitter 1x4		\$ 169.00	\$ 338.00
2	Opitical splitter 1x8		\$ 162.00	\$ 324.00
14	PEDESTAL, 12X12, LIGHT GREEN, DUAL FIBER BRKT, P-KEY	PEDL0079	\$ 132.40	\$ 1,853.60
10	VAULT, FIBER, U/G, 24X36X24", THERMOPLASTIC LID, SUPPORTING	PEDL0086	\$ 373.20	\$ 3,732.00



## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #
20326	Pull cable or fiber into occupied conduit	
17664	Plowing 36"	
1670	Dir Boring up to 2" Prior Approval	
992	Hand Trenching	
11	Fiber Splice 1-24	
14	Install Fiber Enclosure	
1	Mid Entry Fiber Splice	
1	Fiber Enclosure Re-Entry	
10	Install Fiber Storage in Vaults	
24	OTDR Traces	
1	VDOT fees	
		<b>Total Labor</b>

	Cost	Total
\$	1.00	\$ 20,326.00
\$	4.40	\$ 77,721.60
\$	11.50	\$ 19,205.00
\$	10.00	\$ 9,920.00
\$	26.00	\$ 286.00
\$	285.00	\$ 3,990.00
\$	250.00	\$ 250.00
\$	200.00	\$ 200.00
\$	200.00	\$ 2,000.00
\$	8.10	\$ 194.40
\$	2,590.00	\$ 2,590.00

**\$ 136,683.00**



## Bill of Materials

**Date:** August 30, 2019  
**Job #** Red Hill & Ivy Shores  
**Issued By:** 0  
**Address:**   
**Town:** Warsaw  
**Node #**   
**Head End** Warsaw  
**Total ft** 0

**# of Homes** 33  
**# of Lots**   
**Total Hardline Footage:**

Total Materials	\$29,427.55
Total Labor	\$60,221.72
<b>Total Project Costs</b>	<b>\$89,649.27</b>



## Bill of Materials

Job #

Quantity	Description	ABB Part #	Cost	Total
4615	Cable in duct 2" w 875	Comscope	\$ 1.97	\$ 9,091.55
7529	Cable in duct 1"1/4 w 625	Comscope	\$ 1.28	\$ 9,637.12
3	AMPLIFIER, GMN, HGD, 40/52, SA	ACTV1112	\$ 576.00	\$ 1,728.00
2	AMPLIFIER, GM, LE, 40/52, SA	ACTV1113	\$ 346.32	\$ 692.64
1	Power Supply Alpha		\$ 1,358.00	\$ 1,358.00
1	Pole Mount 3 Battery		\$ 404.00	\$ 404.00
3	Alpha Cell Battery		\$ 937.00	\$ 2,811.00
1	Alpha Surge Arrestor		\$ 28.00	\$ 28.00
1	Alpha Battery Kit		\$ 22.00	\$ 22.00
32	SCREW, LAG, 1/4" X 2", G.P.	INST0176	\$ 0.07	\$ 2.24
2	CAP, FINGER, 2", (2 CABLES)	HDWE0342	\$ 1.52	\$ 3.04
4	U-GUARD, PLASTIC, CABLE, GRAY, 2" X 10'	HDWE0351	\$ 25.50	\$ 102.00
8	CLAMP, D, CABLE LASHING	HDWE0064	\$ 0.29	\$ 2.32
12	PEDESTAL, TAP, 9X20", RND, GRN, STD SELF LKG, HASP	PEDL0003	\$ 30.20	\$ 362.40
5	PEDESTAL, 12X12, LIGHT GREEN, DUAL FIBER BRKT, P-KEY	PEDL0079	\$ 132.40	\$ 662.00
3	VAULT, FIBER, U/G, 24X36X24", THERMOPLASTIC LID, SUPPORTING	PEDL0086	\$ 365.50	\$ 1,096.50
10	ROD, GROUND, 5/8" X 8', COPPER BONDED	HDWE0091	\$ 9.50	\$ 95.00
10	CLAMP, GROUND ROD, 5/8", UL LISTED	HDWE0092	\$ 1.31	\$ 13.10
1	TAP, 2 PORT, 4DB, SURGE GAP, 1.25GHZ	PASS9204	\$ 24.00	\$ 24.00
1	TAP, 2 PORT, 8DB, SURGE GAP, 1.25GHZ	PASS9208	\$ 24.00	\$ 24.00
1	TAP, 2 PORT, 11DB, SURGE GAP, 1.25GHZ	PASS9211	\$ 24.00	\$ 24.00
3	TAP, 2 PORT, 14DB, SURGE GAP, 1.25GHZ	PASS9214	\$ 24.00	\$ 72.00
1	TAP, 2 PORT, 17DB, SURGE GAP, 1.25GHZ	PASS9217	\$ 24.00	\$ 24.00
1	TAP, 2 PORT, 20DB, SURGE GAP, 1.25GHZ	PASS9220	\$ 24.00	\$ 24.00
3	TAP, 2 PORT, 23DB, SURGE GAP, 1.25GHZ	PASS9223	\$ 24.00	\$ 72.00
2	TAP, 4 PORT, 14DB, SURGE GAP, 1.25GHZ	PASS9414	\$ 29.00	\$ 58.00
3	TAP, 4 PORT, 17DB, SURGE GAP, 1.25GHZ	PASS9417	\$ 29.00	\$ 87.00
2	TAP, 4 PORT, 23DB, SURGE GAP, 1.25GHZ	PASS9423	\$ 29.00	\$ 58.00
6	ADAPTER, HSG TO HSG, MALE SPLINE, 2" PIN, 2 PCE, ROTATIONAL	CONN2120	\$ 2.97	\$ 17.81
9	ADAPTER, 90 DEGREE, RIGHT ANGLE, 2 " PIN	CONN2105	\$ 5.09	\$ 45.81
4	CONNECTOR, PIN, .500, MC2 CABLE, 2 PCE	CONN4164	\$ 3.30	\$ 13.20
1	CONNECTOR, PIN, .750, MC2 CABLE, 2 PCE	CONN3104	\$ 7.49	\$ 7.49
35	CONNECTOR, PIN, .625, P3 CABLE, 2 PCE	CONN2048	\$ 4.16	\$ 145.60





## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #
12986	Splicing/Activation	
9744	Plowing 36"	
510	Dir Boring up to 2" Prior Approval	
200	Hand Trenching	
1	Power Supply Tran/Relo	
1	VDOT fees	
		<b>Total Labor</b>

<b>Cost</b>	<b>Total</b>
\$0.42	\$5,454.12
\$4.40	\$42,873.60
\$11.50	\$5,865.00
\$10.00	\$2,000.00
\$800.00	\$800.00
\$3,229.00	\$3,229.00
	<b>\$60,221.72</b>



## Bill of Materials

Date: August 30, 2019  
Job # Robley  
Issued By: 0  
Address:   
Town: Robley  
Node #   
Head End Warsaw  
Total ft 0

# of Homes 80  
# of Lots   
Total Hardline Footage:



Total Materials	\$85,963.38
Total Labor	\$182,684.64
<hr/> Total Project Costs	<hr/> \$268,648.02



## Bill of Materials

Job #

Quantity	Description	ABB Part #	Cost	Total
22299	Empty duct 1"1/2	Comscope	\$ 0.47	\$10,480.53
37881	armored loose tube 24 Ct		\$ 0.41	\$15,531.21
28	LG 500 complete		\$ 137.50	\$ 3,849.86
28	Markers 6' (matchstick)		\$ 34.67	\$ 970.80
18	Heat Sleeves		\$ 0.24	\$ 4.38
1	Power Supply Alpha		\$ 1,358.00	\$ 1,358.00
1	Pole Mount 3 Battery		\$ 404.00	\$ 404.00
3	Alpha Cell Battery		\$ 147.00	\$ 441.00
1	Alpha Surge Arrestor		\$ 28.00	\$ 28.00
1	Alpha Battery Kit		\$ 89.00	\$ 89.00
3	Optical splitter 1x4		\$ 158.00	\$ 474.00
12	Optical splitter 1x8		\$ 162.00	\$ 1,944.00
1	Laser, combining, Narrowcast for V-hub (Hub site)		\$ 30,124.00	\$30,124.00
38	DEADEND, PREFORMED,1/4", GALVANIZED	Preformed Line Prc	\$ 1.44	\$ 54.72
15	ANCHOR, SCREW, 3/4"X66", 6" HELIX	Joslyn	\$ 17.47	\$ 262.05
160	SCREW, LAG, 1/4" X 2", G.P.	Allied Bolt	\$ 0.07	\$ 11.20
11882	STRAND, 1/4", DOMESTIC	Century Wire	\$ 0.14	\$ 1,639.72
90	WASHER, SQUARE, 1/8" X 2", 11/16" I.D.	Joslyn	\$ 0.20	\$ 18.00
20	WIRE LASHING, 038X302X1600, 6/BOX	Century Wire	\$ 12.57	\$ 251.40
10	U-GUARD, PLASTIC, CABLE, GRAY, 2" X 10'	Joslyn	\$ 25.50	\$ 255.00
15	GUARD, 8', YELLOW, GUY	Preformed Line Prc	\$ 10.64	\$ 159.60
90	CLAMP, D, CABLE LASHING	Senior Industry	\$ 0.29	\$ 26.10
28	PEDESTAL, 12X12, LIGHT GREEN, DUAL FIBER BRKT, P-KEY	Channel	\$ 132.40	\$ 3,707.20
20	VAULT, FIBER, U/G, 24X36X24", THERMOPLASTIC LID, SUPPORTING	Channel	\$ 365.50	\$ 7,310.00
5	BOLT, MACHINE, 5/8" X 12"	Joslyn	\$ 1.12	\$ 5.60
30	BOLT, MACHINE, 5/8" X 14"	Joslyn	\$ 1.24	\$ 37.20
5	BOLT, STRAIGHT, THIMBLE EYE, 5/8" X 14"	Joslyn	\$ 3.64	\$ 18.20
180	TIE, AERIAL, 16", SUPPORT, WITH SPACER	Tyton	\$ 0.35	\$ 62.46
30	CLAMP, SUSPENSION 3 BOLT STRAIGHT	Joslyn	\$ 3.30	\$ 99.00
15	ATTACHMENT, GUY, 2X3/16"	Joslyn	\$ 1.73	\$ 25.95
10	CLAMP, 3-BOLT, CURVE, SUSPENSION	Joslyn	\$ 3.94	\$ 39.40
90	NUT, 3/8", 32 THREAD	Holland	\$ 0.02	\$ 1.80
10	VAULT, FIBER, U/G, 24X36X24", THERMOPLASTIC LID, SUPPORTING		\$ 628.00	\$ 6,280.00



## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #
21651	Pull cable or fiber into occupied conduit	
11282	Strand only>600'New	
17664	Plowing 36"	
3641	Dir Boring up to 2" Prior Approval	
992	Hand Trenching	
1	Splice and Optimize Node	
11282	Install Fiber up to (2)	
18	Fiber Splice 1-24	
28	Install Fiber Enclosure	
1	Mid Entry Fiber Splice	
1	Fiber Enclosure Re-Entry	
20	Install Fiber Storage in Vaults	
36	OTDR Traces	
1	Power Supply Tran/Relo	
1	pole permit	
1	VDOT fees	
		<b>Total Labor</b>



	Cost	Total
\$	1.00	\$21,651.00
\$	0.50	\$5,641.00
\$	4.40	\$77,721.60
\$	11.50	\$41,871.50
\$	10.00	\$9,920.00
\$	350.00	\$350.00
\$	0.67	\$7,558.94
\$	26.00	\$468.00
\$	285.00	\$7,980.00
\$	250.00	\$250.00
\$	200.00	\$200.00
\$	200.00	\$4,000.00
\$	9.10	\$327.60
\$	800.00	\$800.00
\$	855.00	\$855.00
\$	3,090.00	\$3,090.00
		<b>\$182,684.64</b>



## Bill of Materials

**Date:** August 30, 2019  
**Job #** Rose Hill Dr & Creekview Ln  
**Issued By:** 0  
**Address:**   
**Town:** Warsaw  
**Node #**   
**Head End** Warsaw  
**Total ft** 0

**# of Homes** 39  
**# of Lots**   
**Total Hardline Footage:**



Total Materials	\$16,209.20
Total Labor	\$70,334.80
<hr/> Total Project Costs	<hr/> \$86,544.00



# Bill of Materials

Job #

Quantity	Description	ABB Part #	Cost	Total
11023	Empty duct 1"1/2		\$ 0.42	\$ 4,676.07
11918	24 Loose Tube, Dry		\$ 0.24	\$ 2,910.14
19	LG 500 complete		\$ 137.50	\$ 2,612.50
12	Heat Sleeves		\$ 0.24	\$ 2.88
16	SCREW, LAG, 1/4" X 2", G.P.	INST0176	\$0.07	\$ 1.12
2	RISER GUARD, 2X8, GALVANIZED STEEL	HDWE0215	\$17.65	\$ 35.29
17	PEDESTAL, 12X12, LIGHT GREEN, DUAL FIBER BRKT, P-KEY	PEDL0079	\$140.33	\$ 2,385.61
9	VAULT, UNDERGROUND, 24X36X24", POLYMER COVER, 33750# LOAD	PEDL0087	\$398.40	\$ 3,585.60



## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #
10818	Pull cable or fiber into occupied conduit	
1160	Plowing 12"to 24"<600"	
9012	Plowing 36"	
406	Dir Boring up to 2" Prior Approval	
240	Hand Trenching	
10	Fiber Splice 1-24	
15	Install Fiber Enclosure	
4	Fiber Enclosure Re-Entry	
9	Install Fiber Storage in Vaults	
1	VDOT fees	
		<b>Total Labor</b>

	Cost	Total
\$	1.00	\$10,818.00
\$	3.25	\$ 3,770.00
\$	4.40	\$39,652.80
\$	11.50	\$ 4,669.00
\$	10.00	\$ 2,400.00
\$	26.00	\$ 260.00
\$	285.00	\$ 4,275.00
\$	200.00	\$ 800.00
\$	200.00	\$ 1,800.00
\$	1,890.00	\$ 1,890.00
		<b>\$ 70,334.80</b>





## Bill of Materials

Date: August 30, 2019  
Job # Tranquility Rd  
Issued By: 0  
Address:   
Town: Reedville  
Node #   
Head End Northumberland  
Total ft 0

# of Homes 46  
# of Lots   
Total Hardline Footage:

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Total Materials	\$80,630.10
Total Labor	\$49,927.90
<b>Total Project Costs</b>	<b>\$130,558.00</b>



## Bill of Materials

Job #

Quantity	Description	ABB Part #	Cost	Total
17923.4	48 Loose Tube, Dry		\$ 0.36	\$ 6,400.80
26	LG 500 complete		\$ 137.50	\$ 3,574.87
16	Sno-shoe 18"		\$ 60.35	\$ 965.60
15	Markers 6' (matchstick)		\$ 34.67	\$ 520.07
30	Heat Sleeves		\$ 0.24	\$ 7.31
1	Headend gear lasers,edfa,jumpers		\$ 36,196.00	\$ 36,196.00
50	DEADEND, PREFORMED,1/4", GALVANIZED	HDWE0082	\$ 1.44	\$ 72.00
22	ANCHOR, SCREW, 3/4"X66", 6" HELIX	HDWE0048	\$ 17.47	\$ 384.34
14	SCREW, LAG, 1/4" X 2", G.P.	INST0176	\$ 0.07	\$ 0.98
9885	STRAND, 1/4", DOMESTIC	HDWE0077	\$ 0.14	\$ 1,364.13
38	WASHER, SQUARE, 1/8" X 2", 11/16" I.D.	HDWE0044	\$ 0.20	\$ 7.60
20	WIRE LASHING, 038X302X1600, 6/BOX	HDWE0089	\$ 12.57	\$ 251.40
5750	COUPLING, COMPRESSION, 1-1/2", PVC	HDWE0163	\$ 4.52	\$ 25,990.00
22	GUARD, 8', YELLOW, GUY	HDWE0058	\$ 10.64	\$ 234.08
2	RISER GUARD, 2X8, GALVANIZED STEEL	HDWE0215	\$ 17.65	\$ 35.30
16	PEDESTAL, 12X12, LIGHT GREEN, DUAL FIBER BRKT, P-KEY	PEDL0079	\$ 132.40	\$ 2,118.40
6	VAULT, FIBER, U/G, 24X36X24", THERMOPLASTIC LID, SUPPORTING	PEDL0086	\$ 365.50	\$ 2,193.00
30	BOLT, MACHINE, 5/8" X 14"	HDWE0011	\$ 1.24	\$ 37.20
80	TIE, AERIAL, 16", SUPPORT, WITH SPACER	HDWE0294	\$ 0.35	\$ 27.76
21	ATTACHMENT, GUY, 2X3/16"	HDWE0047	\$ 1.73	\$ 36.33
19	CLAMP, 3-BOLT, CURVE, SUSPENSION	HDWE0030	\$ 3.94	\$ 74.86
80	CLAMP, D, CABLE LASHING	HDWE0064	\$ 0.29	\$ 23.20
1	TAP, 2 PORT, 17DB, SURGE GAP, 1.25GHZ	PASS9217	\$ 24.00	\$ 24.00
1	TAP, 2 PORT, 20DB, SURGE GAP, 1.25GHZ	PASS9220	\$ 24.00	\$ 24.00
1	TAP, 2 PORT, 23DB, SURGE GAP, 1.25GHZ	PASS9223	\$ 24.00	\$ 24.00
1	ADAPTER, HSG TO HSG, MALE SPLINE, 2" PIN, 2 PCE, ROTATIONAL	CONN2120	\$ 2.97	\$ 2.97
2	ADAPTER, 90 DEGREE, RIGHT ANGLE, 2 " PIN	CONN2105	\$ 5.09	\$ 10.18
4	CONNECTOR, PIN, .625, P3 CABLE, 2 PCE	CONN2048	\$ 4.16	\$ 16.64
1	ADAPTER, 75 OHM PORT TERMINATOR, 6KV	CONN1128	\$ 7.08	\$ 7.08
1	Heat shrink	13mm/4'	\$ 6.00	\$ 6.00
			\$	-
			\$	-



## Bill of Materials - Labor

Job #

Quantity	Description	ABB Part #
5032	Pull cable or fiber into occupied conduit	
7800	Strand only >600' New	
1000	Strand only Easement	
4454	Plowing 12" to 24" > 600'	
503	Dir Boring up to 2" Prior Approval	
75	Hand Trenching	
8800	Install Fiber up to (2)	
1740	Over lash Fiber Up to (2)	
30	Fiber Splice 1-24	
26	Install Fiber Enclosure	
1	Fiber Enclosure Re-Entry	
8	Install Fiber Storage Snow Shoes	
15	Install Fiber Storage in Vaults	
		<b>Total Labor</b>

	Cost	Total
\$	1.00	\$ 5,032.00
\$	0.50	\$ 3,900.00
\$	0.55	\$ 550.00
\$	3.10	\$ 13,807.40
\$	11.50	\$ 5,784.50
\$	10.00	\$ 750.00
\$	0.67	\$ 5,896.00
\$	0.70	\$ 1,218.00
\$	26.00	\$ 780.00
\$	285.00	\$ 7,410.00
\$	200.00	\$ 200.00
\$	200.00	\$ 1,600.00
\$	200.00	\$ 3,000.00

**\$49,927.90**



(RETAIN FOR YOUR RECORDS)  
Form 477 Filing Summary

FRN: 0015336449 | Data as of: Dec 31, 2018 | Operations: Non-ILEC | Submission Status: Revised - Submitted | Last Updated: Jun 3, 2019 14:33:45

## Filer Identification

Section	Question	Response
<b>Filer Information</b>	Company Name	Atlantic Broadband Finance, LLC
	Holding Company Name	Acquisitions Cogeco Cable Holdings II Inc.
	SAC ID	
	499 ID	826014
<b>Data Contact Information</b>	Data Contact Name	Alan Harris
	Data Contact Phone Number	(617) 786-8800 ext: 118
	Data Contact E-mail	aharris@atlanticbb.com
<b>Emergency Operations Contact Information</b>	Emergency Operations Name	Jeremy McMasters
	Emergency Operations Phone Number	(814) 949-6335 ext: 3464
	Emergency Operations E-mail	JMcMasters@atlanticbb.com
<b>Certifying Official Contact Information</b>	Certifying Official Name	THOMAS J. GUNERMAN
	Certifying Official Phone Number	(617) 786-8800 ext: 137
	Certifying Official E-mail	tgunerman@atlanticbb.com

## Data Submitted

Form Section	File Name	Date & Time	Number of Rows
Fixed Broadband Deployment	UPLOAD Broadband Deployment File.csv	Jun 3, 2019 13:59:09	68144
Fixed Broadband Subscription	UPLOAD Broadband Subscription File.csv	Jun 3, 2019 13:59:37	9015
Fixed Voice Subscription	UPLOAD Voice Subscription File.csv	Jun 3, 2019 14:11:00	585

## Fixed Broadband Deployment

### Census Block Counts by State, DBA Name and Technology

State	DBA Name	Technology	Blocks
Connecticut	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.1	2611
		Optical Carrier/Fiber to the End User	2611



State	DBA Name	Technology	Blocks
		Cable Modem – DOCSIS 3.1	518
		Optical Carrier/Fiber to the End User	518
<b>Florida</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.1	1954
		Optical Carrier/Fiber to the End User	1954
<b>Maine</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.1	853
		Optical Carrier/Fiber to the End User	853
<b>Maryland</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.1	4975
		Optical Carrier/Fiber to the End User	4975
<b>New Hampshire</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.1	3920
		Optical Carrier/Fiber to the End User	3920
<b>New York</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.1	282
		Optical Carrier/Fiber to the End User	282
<b>Pennsylvania</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.1	14395
		Optical Carrier/Fiber to the End User	14395
<b>South Carolina</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.1	433
		Optical Carrier/Fiber to the End User	433
<b>Virginia</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.1	3264
		Optical Carrier/Fiber to the End User	3264
<b>West Virginia</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.1	867
		Optical Carrier/Fiber to the End User	867
<b>Total</b>			<b>68144</b>

### Fixed Broadband Subscription

#### Fixed Broadband Subscriptions by State, Technology and End-user Type

State	Technology	Census Tracts	Subscriptions		
			Consumer	Business / Govt	Total
<b>Connecticut</b>	Cable Modem	674	30295	2239	32534
	Optical Carrier/Fiber to the End User	1	0	1	1
<b>Delaware</b>	Cable Modem	194	2894	181	3075
<b>Florida</b>	Cable Modem	1674	75782	3294	79076
<b>Maine</b>	Cable Modem	115	10797	490	11287
<b>Maryland</b>	Cable Modem	1245	64789	3982	68771
	Optical Carrier/Fiber to the End User	8	0	30	30
<b>New Hampshire</b>	Cable Modem	607	54312	2933	57245

State	Technology	Census Tracts	Subscriptions		
			Consumer	Business / Govt	Total
New York	Cable Modem	99	2399	176	2575
Pennsylvania	Cable Modem	3269	108492	7320	115812
	Optical Carrier/Fiber to the End User	5	0	5	5
South Carolina	Cable Modem	438	22266	1854	24120
	Optical Carrier/Fiber to the End User	13	0	39	39
Virginia	Cable Modem	297	22123	1477	23600
	Optical Carrier/Fiber to the End User	31	0	244	244
West Virginia	Cable Modem	344	7243	465	7708
	Optical Carrier/Fiber to the End User	1	0	1	1
<b>Total</b>		<b>9015</b>	<b>401392</b>	<b>24731</b>	<b>426123</b>

#### Fixed Broadband Subscriptions by Bandwidths and End-user Type

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
1.000	0.227	0	3	3
1.000	0.517	215	96	311
1.000	0.947	0	1	1
2.000	0.453	0	4	4
2.000	0.680	0	7	7
2.000	1.000	3153	4	3157
2.000	2.000	998	1	999
3.000	0.517	0	2	2
5.000	0.767	0	2	2
5.000	1.000	66	1	67
7.000	0.680	0	4	4
8.000	1.000	4	21	25
8.000	6.000	0	1	1
9.000	1.000	22	0	22
10.000	1.000	6690	1109	7799
10.000	2.000	1482	0	1482
12.000	1.000	37	0	37
15.000	1.000	80	325	405
15.000	2.000	23337	26	23363
15.000	5.000	1434	0	1434
16.000	1.000	81	0	81

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
17.000	1.000	7	0	7
18.000	1.000	49	0	49
19.000	1.000	54	457	511
20.000	2.000	15570	9	15579
21.000	2.000	2	13	15
22.000	1.000	2	0	2
22.000	2.000	861	0	861
25.000	2.000	36	1765	1801
25.000	5.000	1257	3277	4534
25.000	10.000	9	250	259
26.000	3.000	0	11	11
27.000	2.000	0	1	1
29.000	3.000	0	2	2
30.000	2.000	51	169	220
30.000	3.000	587	6	593
30.000	6.000	41	0	41
31.000	5.000	5	0	5
37.000	5.000	0	3	3
40.000	4.000	2517	16	2533
40.000	5.000	216	6	222
46.000	5.000	8	0	8
48.000	4.000	1	0	1
50.000	3.000	12	592	604
50.000	4.000	38	2613	2651
50.000	5.000	5266	4	5270
50.000	6.000	8423	21	8444
50.000	10.000	45	2625	2670
51.000	4.000	0	1	1
53.000	7.000	1	210	211
55.000	5.000	2	0	2
56.000	3.000	0	1	1
56.000	4.000	0	7	7
60.000	3.000	336	0	336
60.000	4.000	0	15	15

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
60.000	5.000	7	0	7
60.000	6.000	75312	91	75403
60.000	7.000	681	1	682
61.000	6.000	152	0	152
63.000	6.000	1	0	1
64.000	6.000	22	0	22
64.000	7.000	215	0	215
65.000	10.000	0	1	1
69.000	6.000	13	0	13
70.000	4.000	0	6	6
70.000	6.000	1	0	1
73.000	7.000	1	0	1
74.000	6.000	5	0	5
74.000	7.000	30	0	30
75.000	5.000	2	221	223
75.000	6.000	7	903	910
75.000	15.000	1	0	1
75.000	27.000	0	2	2
77.000	8.000	1	0	1
80.000	6.000	1	102	103
81.000	5.000	0	1	1
81.000	6.000	0	1	1
85.000	6.000	0	1	1
85.000	10.000	11	0	11
95.000	7.000	0	4	4
100.000	5.000	82444	11	82455
100.000	6.000	3	0	3
100.000	10.000	11	4837	4848
100.000	15.000	9060	13	9073
100.000	20.000	3	392	395
110.000	7.000	0	12	12
120.000	3.000	0	1	1
120.000	6.000	8483	4	8487
120.000	8.000	19205	18	19223

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
120.000	9.000	10	0	10
120.000	10.000	26812	796	27608
120.000	11.000	2049	3	2052
120.000	12.000	63	0	63
120.000	14.000	1607	100	1707
120.000	15.000	8	961	969
121.000	10.000	46	1	47
123.000	10.000	2	0	2
124.000	10.000	14	170	184
124.000	11.000	75	0	75
125.000	10.000	43	0	43
126.000	10.000	4	1	5
133.000	10.000	0	1	1
134.000	10.000	9	0	9
134.000	11.000	14	1	15
135.000	8.000	2	0	2
144.000	11.000	0	1	1
145.000	10.000	10	1	11
150.000	1.000	3	0	3
156.000	18.000	0	1	1
158.000	17.000	0	47	47
167.000	10.000	2	0	2
180.000	14.000	1	6	7
190.000	10.000	6	0	6
200.000	10.000	36410	58	36468
200.000	13.000	151	0	151
200.000	15.000	24015	837	24852
200.000	30.000	2	111	113
215.000	10.000	1	0	1
215.000	17.000	7	0	7
240.000	8.000	6	0	6
250.000	10.000	8583	15	8598
250.000	20.000	16637	40	16677
250.000	23.000	0	29	29

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
250.000	24.000	123	10	133
250.000	25.000	4	277	281
250.000	26.000	11	0	11
250.000	27.000	123	0	123
250.000	28.000	0	2	2
275.000	15.000	2	0	2
300.000	20.000	10817	167	10984
300.000	30.000	28	0	28
315.000	20.000	1	0	1
330.000	14.000	547	0	547
330.000	23.000	143	0	143
350.000	20.000	32	0	32
385.000	20.000	1	0	1
400.000	20.000	654	3	657
400.000	30.000	1	0	1
400.000	40.000	19	0	19
425.000	25.000	127	0	127
500.000	20.000	17	0	17
500.000	40.000	1	237	238
1000.000	46.000	37	0	37
1000.000	48.000	348	2	350
1000.000	50.000	2917	157	3074
1000.000	1000.000	180	393	573
<b>Total</b>		<b>401392</b>	<b>24731</b>	<b>426123</b>

#### Fixed Broadband Subscriptions by Technology, Bandwidths and End-user Type

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
Cable Modem	1.000	0.227	0	3	3
	1.000	0.517	215	96	311
	1.000	0.947	0	1	1
	2.000	0.453	0	4	4
	2.000	0.680	0	7	7
	2.000	1.000	3153	4	3157
	2.000	2.000	998	1	999
	3.000	0.517	0	2	2



Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
	5.000	0.767	0	2	2
	5.000	1.000	66	1	67
	7.000	0.680	0	4	4
	8.000	1.000	4	21	25
	8.000	6.000	0	1	1
	9.000	1.000	22	0	22
	10.000	1.000	6690	1109	7799
	10.000	2.000	1482	0	1482
	12.000	1.000	37	0	37
	15.000	1.000	80	325	405
	15.000	2.000	23337	26	23363
	15.000	5.000	1434	0	1434
	16.000	1.000	81	0	81
	17.000	1.000	7	0	7
	18.000	1.000	49	0	49
	19.000	1.000	54	457	511
	20.000	2.000	15570	9	15579
	21.000	2.000	2	13	15
	22.000	1.000	2	0	2
	22.000	2.000	861	0	861
	25.000	2.000	36	1764	1800
	25.000	5.000	1257	3188	4445
	25.000	10.000	9	250	259
	26.000	3.000	0	11	11
	27.000	2.000	0	1	1
	29.000	3.000	0	2	2
	30.000	2.000	51	169	220
	30.000	3.000	587	6	593
	30.000	6.000	41	0	41
	31.000	5.000	5	0	5
	37.000	5.000	0	2	2
	40.000	4.000	2517	16	2533
	40.000	5.000	216	6	222

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
	46.000	5.000	8	0	8
	48.000	4.000	1	0	1
	50.000	3.000	12	592	604
	50.000	4.000	38	2611	2649
	50.000	5.000	5266	4	5270
	50.000	6.000	8423	21	8444
	50.000	10.000	45	2610	2655
	51.000	4.000	0	1	1
	53.000	7.000	1	209	210
	55.000	5.000	2	0	2
	56.000	3.000	0	1	1
	56.000	4.000	0	7	7
	60.000	3.000	336	0	336
	60.000	4.000	0	15	15
	60.000	5.000	7	0	7
	60.000	6.000	75312	91	75403
	60.000	7.000	681	1	682
	61.000	6.000	152	0	152
	63.000	6.000	1	0	1
	64.000	6.000	22	0	22
	64.000	7.000	215	0	215
	65.000	10.000	0	1	1
	69.000	6.000	13	0	13
	70.000	4.000	0	6	6
	70.000	6.000	1	0	1
	73.000	7.000	1	0	1
	74.000	6.000	5	0	5
	74.000	7.000	30	0	30
	75.000	5.000	2	221	223
	75.000	6.000	7	903	910
	75.000	15.000	1	0	1
	75.000	27.000	0	2	2
	77.000	8.000	1	0	1

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
	80.000	6.000	1	102	103
	81.000	5.000	0	1	1
	81.000	6.000	0	1	1
	85.000	6.000	0	1	1
	85.000	10.000	11	0	11
	95.000	7.000	0	4	4
	100.000	5.000	82444	11	82455
	100.000	6.000	3	0	3
	100.000	10.000	11	4679	4690
	100.000	15.000	9060	13	9073
	100.000	20.000	3	387	390
	110.000	7.000	0	12	12
	120.000	3.000	0	1	1
	120.000	6.000	8483	4	8487
	120.000	8.000	19205	17	19222
	120.000	9.000	10	0	10
	120.000	10.000	26812	793	27605
	120.000	11.000	2049	3	2052
	120.000	12.000	63	0	63
	120.000	14.000	1607	100	1707
	120.000	15.000	8	956	964
	121.000	10.000	46	1	47
	123.000	10.000	2	0	2
	124.000	10.000	14	170	184
	124.000	11.000	75	0	75
	125.000	10.000	43	0	43
	126.000	10.000	4	1	5
	133.000	10.000	0	1	1
	134.000	10.000	9	0	9
	134.000	11.000	14	1	15
	135.000	8.000	2	0	2
	144.000	11.000	0	1	1
	145.000	10.000	10	1	11

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
	150.000	1.000	3	0	3
	156.000	18.000	0	1	1
	158.000	17.000	0	47	47
	167.000	10.000	2	0	2
	180.000	14.000	1	6	7
	190.000	10.000	6	0	6
	200.000	10.000	36410	58	36468
	200.000	13.000	151	0	151
	200.000	15.000	24015	813	24828
	200.000	30.000	2	111	113
	215.000	10.000	1	0	1
	215.000	17.000	7	0	7
	240.000	8.000	6	0	6
	250.000	10.000	8583	15	8598
	250.000	20.000	16637	40	16677
	250.000	23.000	0	29	29
	250.000	24.000	123	10	133
	250.000	25.000	4	277	281
	250.000	26.000	11	0	11
	250.000	27.000	123	0	123
	250.000	28.000	0	2	2
	275.000	15.000	2	0	2
	300.000	20.000	10817	158	10975
	300.000	30.000	28	0	28
	315.000	20.000	1	0	1
	330.000	14.000	547	0	547
	330.000	23.000	143	0	143
	350.000	20.000	32	0	32
	385.000	20.000	1	0	1
	400.000	20.000	654	3	657
	400.000	30.000	1	0	1
	400.000	40.000	19	0	19
	425.000	25.000	127	0	127

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
	500.000	20.000	17	0	17
	500.000	40.000	1	232	233
	1000.000	46.000	37	0	37
	1000.000	48.000	348	2	350
	1000.000	50.000	2917	156	3073
	1000.000	1000.000	180	393	573
<b>Optical Carrier/Fiber to the End User</b>	25.000	2.000	0	1	1
	25.000	5.000	0	89	89
	37.000	5.000	0	1	1
	50.000	4.000	0	2	2
	50.000	10.000	0	15	15
	53.000	7.000	0	1	1
	100.000	10.000	0	158	158
	100.000	20.000	0	5	5
	120.000	8.000	0	1	1
	120.000	10.000	0	3	3
	120.000	15.000	0	5	5
	200.000	15.000	0	24	24
	300.000	20.000	0	9	9
	500.000	40.000	0	5	5
	1000.000	50.000	0	1	1
<b>Total</b>			<b>401392</b>	<b>24731</b>	<b>426123</b>

### Fixed Voice Subscription

#### VGE Lines and VoIP Subscriptions by State and End-user Type

State	Total VGE Lines	Consumer VGE Lines	Total VoIP Subscriptions	Consumer VoIP Subscriptions
Connecticut	0	0	11146	9962
Delaware	0	0	1456	1359
Florida	0	0	16643	14851
Maine	0	0	2878	2672
Maryland	0	0	20949	18963
New Hampshire	0	0	16533	15574
New York	0	0	762	683

State	Total VGE Lines	Consumer VGE Lines	Total VoIP Subscriptions	Consumer VoIP Subscriptions
Pennsylvania	0	0	49014	45019
South Carolina	0	0	8244	7003
Virginia	0	0	5135	4384
West Virginia	0	0	3779	3489
<b>Total</b>	<b>0</b>	<b>0</b>	<b>136539</b>	<b>123959</b>

### Fixed Voice Subscription (iVoIP)

#### Over-the-top VoIP Subscriptions by State and End-user Type

State	Total	Consumer	Business / Govt
Connecticut	0	0	0
Delaware	0	0	0
Florida	0	0	0
Maine	0	0	0
Maryland	0	0	0
New Hampshire	0	0	0
New York	0	0	0
Pennsylvania	0	0	0
South Carolina	0	0	0
Virginia	0	0	0
West Virginia	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

#### All other VoIP Subscriptions by State, End-user Type, Bundle and Last-mile Medium

State	Total	by End-user Type		by Bundle		by Last-mile Medium			
		Consumer	Business / Government	Sold w/ Internet	Sold w/o Internet	FTTP	Coax	Fixed Wireless	Copper
Connecticut	11146	9962	1184	11146	0	0	11146	0	0
Delaware	1456	1359	97	1456	0	0	1456	0	0
Florida	16643	14851	1792	16643	0	0	16643	0	0
Maine	2878	2672	206	2878	0	0	2878	0	0
Maryland	20949	18963	1986	20949	0	0	20949	0	0
New Hampshire	16533	15574	959	16533	0	0	16533	0	0
New York	762	683	79	762	0	0	762	0	0
Pennsylvania	49014	45019	3995	49014	0	0	49014	0	0
South Carolina	8244	7003	1241	8244	0	0	8244	0	0



State	Total	by End-user Type		by Bundle		by Last-mile Medium			
		Consumer	Business / Government	Sold w/ Internet	Sold w/o Internet	FTTP	Coax	Fixed Wireless	Copper
Virginia	5135	4384	751	5135	0	0	5135	0	0
West Virginia	3779	3489	290	3779	0	0	3779	0	0
<b>Total</b>	<b>136539</b>	<b>123959</b>	<b>12580</b>	<b>136539</b>	<b>0</b>	<b>0</b>	<b>136539</b>	<b>0</b>	<b>0</b>



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Form 477 Filing Summary

FRN: 0015336449 | Data as of: Jun 30, 2018 | Operations: Non-ILEC | Submission Status: Original - Submitted | Last Updated: Aug 16, 2018 07:57:01

## Filer Identification

Section	Question	Response
<b>Filer Information</b>	Company Name	Atlantic Broadband Finance, LLC
	Holding Company Name	Acquisitions Cogeco Cable Holdings II Inc.
	SAC ID	
	499 ID	826014
<b>Data Contact Information</b>	Data Contact Name	Alan Harris
	Data Contact Phone Number	(617) 786-8800 ext: 118
	Data Contact E-mail	aharris@atlanticbb.com
<b>Emergency Operations Contact Information</b>	Emergency Operations Name	Jeremy McMasters
	Emergency Operations Phone Number	(814) 949-6335 ext: 3464
	Emergency Operations E-mail	JMcMasters@atlanticbb.com
<b>Certifying Official Contact Information</b>	Certifying Official Name	Leslie Brown
	Certifying Official Phone Number	(617) 786-8800 ext: 127
	Certifying Official E-mail	lbrown@atlanticbb.com

## Data Submitted

Form Section	File Name	Date & Time	Number of Rows
Fixed Broadband Deployment	UPLOAD Broadband Deployment File - 2nd REVISED.csv	Aug 16, 2018 07:51:02	83359
Fixed Broadband Subscription	UPLOAD Broadband Subscription File.csv	Aug 15, 2018 12:49:56	5825
Fixed Voice Subscription	UPLOAD Voice Subscription File.csv	Aug 15, 2018 12:50:27	583

## Fixed Broadband Deployment

### Census Block Counts by State, DBA Name and Technology

State	DBA Name	Technology	Blocks
Connecticut	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.0	2619
		Optical Carrier/Fiber to the End User	2618

State	DBA Name	Technology	Blocks
		Cable Modem – DOCSIS 3.0	692
		Optical Carrier/Fiber to the End User	683
<b>Florida</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.0	2404
		Optical Carrier/Fiber to the End User	2404
<b>Maine</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.0	897
		Optical Carrier/Fiber to the End User	897
<b>Maryland</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.0	5195
		Optical Carrier/Fiber to the End User	5192
<b>New Hampshire</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.0	4134
		Optical Carrier/Fiber to the End User	4134
<b>New York</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.0	325
		Optical Carrier/Fiber to the End User	324
<b>Pennsylvania</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.0	16751
		Optical Carrier/Fiber to the End User	16750
<b>South Carolina</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.0	4131
		Optical Carrier/Fiber to the End User	4053
<b>Virginia</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.0	3476
		Optical Carrier/Fiber to the End User	3476
<b>West Virginia</b>	Atlantic Broadband Finance, LLC	Cable Modem – DOCSIS 3.0	1102
		Optical Carrier/Fiber to the End User	1102
<b>Total</b>			<b>83359</b>

### Fixed Broadband Subscription

#### Fixed Broadband Subscriptions by State, Technology and End-user Type

State	Technology	Census Tracts	Subscriptions		
			Consumer	Business / Govt	Total
<b>Connecticut</b>	Cable Modem	481	30429	2154	32583
	Optical Carrier/Fiber to the End User	15	0	19	19
<b>Delaware</b>	Cable Modem	90	2905	196	3101
<b>Florida</b>	Cable Modem	1015	40432	3375	43807
	Optical Carrier/Fiber to the End User	46	0	126	126
<b>Maine</b>	Cable Modem	72	10511	454	10965
<b>Maryland</b>	Cable Modem	628	62272	3915	66187
	Optical Carrier/Fiber to the End User	31	0	44	44

State	Technology	Census Tracts	Subscriptions		
			Consumer	Business / Govt	Total
	Cable Modem	368	53229	2850	56079
<b>New York</b>	Cable Modem	63	2334	169	2503
	Optical Carrier/Fiber to the End User	3	0	4	4
<b>Pennsylvania</b>	Cable Modem	2010	105278	7199	112477
	Optical Carrier/Fiber to the End User	76	0	104	104
<b>South Carolina</b>	Cable Modem	425	21617	1852	23469
	Optical Carrier/Fiber to the End User	8	0	14	14
<b>Virginia</b>	Cable Modem	258	21201	1696	22897
<b>West Virginia</b>	Cable Modem	227	6872	450	7322
	Optical Carrier/Fiber to the End User	9	0	12	12
<b>Total</b>		<b>5825</b>	<b>357080</b>	<b>24633</b>	<b>381713</b>

#### Fixed Broadband Subscriptions by Bandwidths and End-user Type

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
1.000	0.512	4529	86	4615
3.000	0.500	0	72	72
3.000	0.512	0	4	4
5.000	0.768	9511	1110	10621
5.000	1.000	1236	0	1236
7.000	1.000	0	209	209
8.000	0.512	0	1966	1966
10.000	1.000	2709	693	3402
10.000	2.000	15490	0	15490
10.000	10.000	0	1	1
15.000	1.500	683	110	793
15.000	2.000	30997	0	30997
15.000	5.000	92	0	92
20.000	20.000	0	8	8
25.000	2.000	0	5460	5460
25.000	5.000	0	1453	1453
25.000	10.000	0	1328	1328
50.000	4.000	0	2994	2994
50.000	6.000	1857	0	1857
50.000	50.000	0	12	12

Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
60.000	6.000	187119	0	187119
75.000	6.000	0	714	714
100.000	10.000	31631	2165	33796
100.000	20.000	0	2409	2409
100.000	100.000	0	24	24
110.000	7.000	2	0	2
120.000	8.000	26080	0	26080
120.000	10.000	38806	1543	40349
200.000	15.000	2	633	635
200.000	30.000	0	856	856
200.000	200.000	0	5	5
250.000	20.000	5653	0	5653
300.000	20.000	0	15	15
400.000	20.000	13	0	13
500.000	40.000	0	362	362
500.000	500.000	0	1	1
1000.000	50.000	670	128	798
1000.000	1000.000	0	272	272
<b>Total</b>		<b>357080</b>	<b>24633</b>	<b>381713</b>

#### Fixed Broadband Subscriptions by Technology, Bandwidths and End-user Type

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
Cable Modem	1.000	0.512	4529	86	4615
	3.000	0.500	0	72	72
	3.000	0.512	0	4	4
	5.000	0.768	9511	1110	10621
	5.000	1.000	1236	0	1236
	7.000	1.000	0	209	209
	8.000	0.512	0	1966	1966
	10.000	1.000	2709	693	3402
	10.000	2.000	15490	0	15490
	15.000	1.500	683	110	793
	15.000	2.000	30997	0	30997
	15.000	5.000	92	0	92
	25.000	2.000	0	5460	5460

Technology	Downstream Bandwidth (in Mbps)	Upstream Bandwidth (in Mbps)	Consumer	Business / Govt	Total
	25.000	5.000	0	1453	1453
	25.000	10.000	0	1328	1328
	50.000	4.000	0	2994	2994
	50.000	6.000	1857	0	1857
	60.000	6.000	187119	0	187119
	75.000	6.000	0	714	714
	100.000	10.000	31631	2165	33796
	100.000	20.000	0	2409	2409
	110.000	7.000	2	0	2
	120.000	8.000	26080	0	26080
	120.000	10.000	38806	1543	40349
	200.000	15.000	2	633	635
	200.000	30.000	0	856	856
	250.000	20.000	5653	0	5653
	300.000	20.000	0	15	15
	400.000	20.000	13	0	13
	500.000	40.000	0	362	362
	1000.000	50.000	670	128	798
<b>Optical Carrier/Fiber to the End User</b>	10.000	10.000	0	1	1
	20.000	20.000	0	8	8
	50.000	50.000	0	12	12
	100.000	100.000	0	24	24
	200.000	200.000	0	5	5
	500.000	500.000	0	1	1
	1000.000	1000.000	0	272	272
<b>Total</b>			<b>357080</b>	<b>24633</b>	<b>381713</b>

### Fixed Voice Subscription

#### VGE Lines and VoIP Subscriptions by State and End-user Type

State	Total VGE Lines	Consumer VGE Lines	Total VoIP Subscriptions	Consumer VoIP Subscriptions
Connecticut	0	0	10888	9759
Delaware	0	0	1439	1336
Florida	0	0	10048	8366



State	Total VGE Lines	Consumer VGE Lines	Total VoIP Subscriptions	Consumer VoIP Subscriptions
Maine	0	0	2601	2440
Maryland	0	0	19509	17659
New Hampshire	0	0	15598	14753
New York	0	0	689	616
Pennsylvania	0	0	44413	40678
South Carolina	0	0	7803	6582
Virginia	0	0	4894	4202
West Virginia	0	0	3344	3061
<b>Total</b>	<b>0</b>	<b>0</b>	<b>121226</b>	<b>109452</b>

### Fixed Voice Subscription (iVoIP)

#### Over-the-top VoIP Subscriptions by State and End-user Type

State	Total	Consumer	Business / Govt
Connecticut	0	0	0
Delaware	0	0	0
Florida	0	0	0
Maine	0	0	0
Maryland	0	0	0
New Hampshire	0	0	0
New York	0	0	0
Pennsylvania	0	0	0
South Carolina	0	0	0
Virginia	0	0	0
West Virginia	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

#### All other VoIP Subscriptions by State, End-user Type, Bundle and Last-mile Medium

State	Total	by End-user Type		by Bundle		by Last-mile Medium			
		Consumer	Business / Government	Sold w/ Internet	Sold w/o Internet	FTTP	Coax	Fixed Wireless	Copper
Connecticut	10888	9759	1129	10888	0	0	10888	0	0
Delaware	1439	1336	103	1439	0	0	1439	0	0
Florida	10048	8366	1682	10048	0	0	10048	0	0
Maine	2601	2440	161	2601	0	0	2601	0	0
Maryland	19509	17659	1850	19509	0	0	19509	0	0

State	Total	by End-user Type		by Bundle		by Last-mile Medium			
		Consumer	Business / Government	Sold w/ Internet	Sold w/o Internet	FTTP	Coax	Fixed Wireless	Copper
New Hampshire	15598	14753	845	15598	0	0	15598	0	0
New York	689	616	73	689	0	0	689	0	0
Pennsylvania	44413	40678	3735	44413	0	0	44413	0	0
South Carolina	7803	6582	1221	7803	0	0	7803	0	0
Virginia	4894	4202	692	4894	0	0	4894	0	0
West Virginia	3344	3061	283	3344	0	0	3344	0	0
<b>Total</b>	<b>121226</b>	<b>109452</b>	<b>11774</b>	<b>121226</b>	<b>0</b>	<b>0</b>	<b>121226</b>	<b>0</b>	<b>0</b>

## **PUBLIC NOTICE**

### **INTENT TO REQUEST FUNDS FROM THE VIRGINIA TELECOMMUNICATIONS INITIATIVE**

August 2, 2019

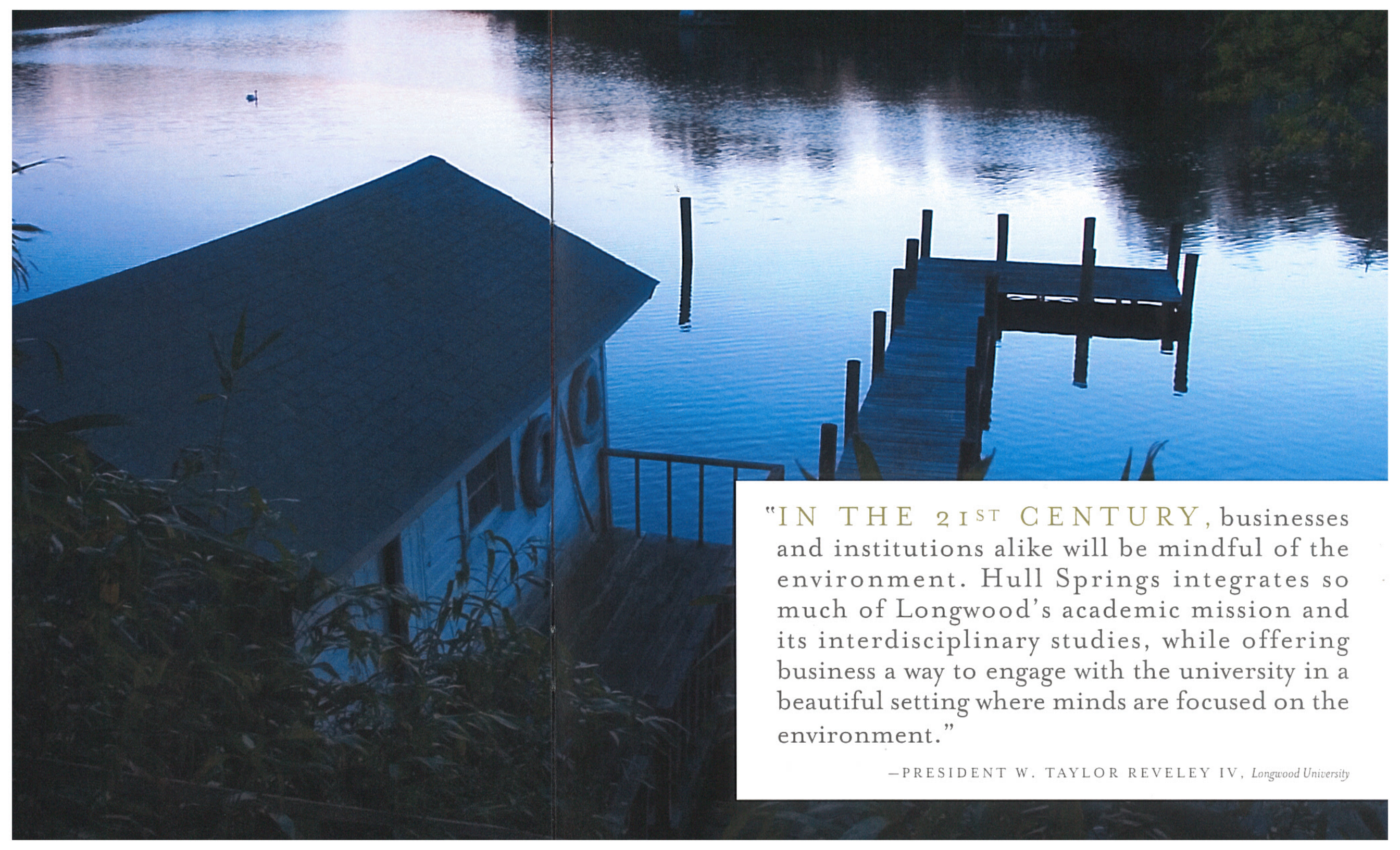
The Northern Neck Planning District Commission will submit a grant application to the Virginia Telecommunications Initiative (VATI) which seeks financial assistance to supplement construction costs of a regional public/private effort to extend broadband services to unserved areas within eight Virginia counties.

The application is being submitted in partnership with Atlantic Broadband, the region's private sector broadband service provider. The estimated total investment for this "last mile" project is \$2,700,000, resulting in the availability of high-speed Internet—with access speeds of at least 25 Mbps download and 3 Mbps upload—to 750 homes and home-based businesses in the counties of Westmoreland, Richmond, Northumberland, Lancaster, King George, Caroline, Mathews, and Middlesex. Service would also be extended into Longwood University's Hull Spring Farms in Westmoreland County.

The Virginia Department of Housing and Community Development (DHCD) implements the VATI grant program. The goal of the program is "to enhance sustainability and growth of communities throughout the Commonwealth by preparing those communities to build, utilize, and capitalize on telecommunications infrastructure." VATI applications are due on September 3, 2019. Grievances, questions, or comments should be addressed to:

Jerry W. Davis, AICP, Executive Director  
Northern Neck Planning District Commission  
P.O. Box 1600  
457 Main Street  
Warsaw VA 22572  
(804) 333-1900 ex.22 (M-F 8:30AM-5:00PM)  
jdavis@nnpdc17.state.va.us





“IN THE 21<sup>ST</sup> CENTURY, businesses and institutions alike will be mindful of the environment. Hull Springs integrates so much of Longwood’s academic mission and its interdisciplinary studies, while offering business a way to engage with the university in a beautiful setting where minds are focused on the environment.”

—PRESIDENT W. TAYLOR REVELEY IV, *Longwood University*



HULL SPRINGS OFFERS **662 acres**  
of EDUCATIONAL OPPORTUNITIES featuring



**8,400 feet**  
of SHORELINE

used for an award-winning "Living Shoreline" erosion control and habitat research project

**457 acres**  
of FOREST HABITATS

including pine, hardwood, bottomland and wetland hardwoods

**400 year old**  
SOUTHERN RED OAK

Borings indicate the tree is circa 1595 A.D.

**152 acres**  
of WETLANDS

with vital habitats for the Chesapeake Bay watershed and riparian lands

**7,466 linear feet** of STREAM RESTORATION



ARCHAEOLOGICAL SITES

both prehistoric and historic, dating back to the presence of Native American Indians 3,800 years ago

FISHERY and RIVER BOTTOM resources

A wide range of outdoor "classrooms" providing  
EDUCATION through EXPERIENCE



» *discovering the* «  
**FUTURE**



**EXTENDED STAYS INCREASE OPPORTUNITIES TO  
STUDY, LEARN, AND SOCIALIZE**

OUR VISION FOR HULL SPRINGS goes beyond the facilities you see today. The idea is centered around place-based courses and activities that leverage aspects of the environment, particularly the wetlands, near-shore brackish estuarine habitats, environmental remediation efforts and the presence of artifacts of archaeological significance.





#### FACILITIES

The existing facilities at Hull Springs were not designed to be living and learning spaces for students and researchers. The proposed building program will embrace, utilize and illustrate an understanding of the entire property.

#### ACADEMICS

With the development of teaching and research laboratories and classroom space, Hull Springs can increase its use by faculty and students across all departments.

#### RESEARCH

Beyond the role of the facility to directly enhance courses and programming aimed at students, these improvements to buildings and upgraded infrastructure will attract individual investigators, from Longwood and from other institutions, to site their research programs at Hull Springs.

#### COMMUNITY

Improved accommodations have the potential to further enhance relationships between the University, Hull Springs and the Northern Neck community.



» explore the «

# PROPERTY

## MAPPING OUT THE FUTURE FOR CONSERVATION AND FUNCTION

HULL SPRINGS currently has a number of buildings on the property, including houses, farm storage/workshop buildings, student bunk cabins and bath houses.

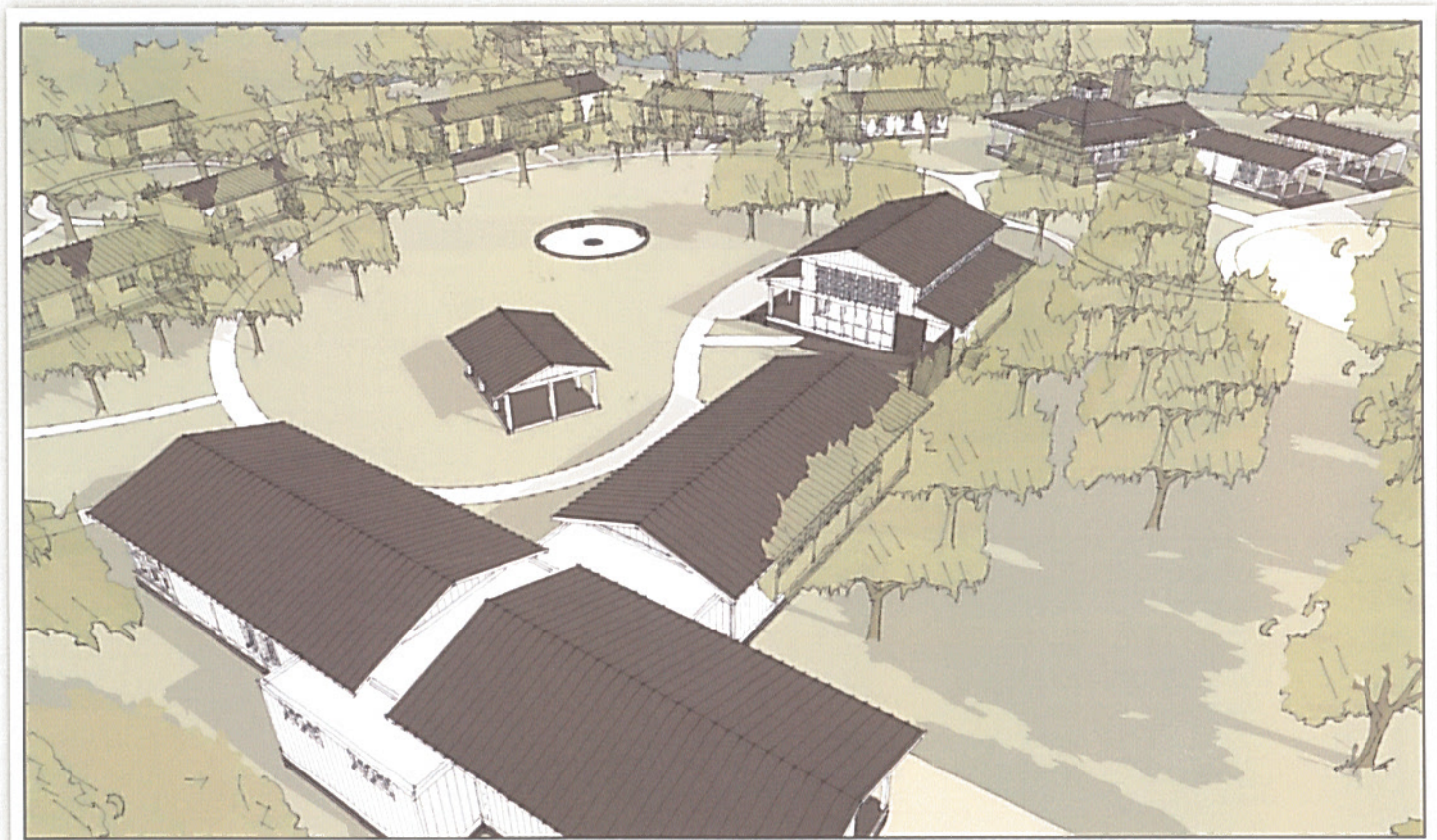
Longwood University engaged Train Architects to conduct a study to evaluate and develop options for the renovation or replacement of these buildings on what is known as the Camp House site.

Other needed facilities will include research and teaching laboratories, meal preparation and dining areas, a field classroom, storage facilities and places for social gathering—indoor and outside.

### OUR VISION

The new lodgings were envisioned by Longwood to:

- » BE VERY MODEST — simple, durable, and easily maintainable
- » REFLECT OUR COMMITMENT to sustainable design and building practices
- » BE ARRANGED ORGANICALLY, mirroring the informal nature of the site and property
- » SUPPORT AND AFFIRM the connection between the land, the water, and the sky



» a model of »

# SUSTAINABILITY



**HULL SPRINGS IS POISED TO BE A MODEL OF SUSTAINABILITY**, dedicated to demonstrating the many ways to use low-impact design to enhance and sustain our environment. Through the implementation of good land and water stewardship practices and green design and construction, Hull Springs will be an example of reducing human impact on air and water quality, rivers, estuaries, coasts, the Chesapeake Bay and the Atlantic Ocean.

Since 2016, more than 152 acres of wetlands, 38 acres of riparian forest, and 7,466 linear feet of stream have been restored, enhanced and preserved at Hull Springs. Additionally, 57 acres of farm field have been planted with trees to convert the fields into forests. These activities improve water quality, expand wildlife habitat, and enhance ecosystem biodiversity. The projects function as a Mitigation Bank and a Nutrient Bank, which generate credits that can be purchased by land development entities to offset their wetland and stream impacts within the watershed. Ecosystem restoration and preservation allows the Hull Springs property to be more economically sustainable, while being a good steward of the Chesapeake Bay.



## BACKGROUND

OVER THE COURSE OF TWO MONTHS AND SIX MEETINGS, Train met with representatives of the University to develop a building program for Hull Springs. In addition to the meetings, Train developed a questionnaire that was distributed to the study participants. That questionnaire addressed not only programming, but also the look and feel of a proposed facility.

THE BUILDING PROGRAM AIMS TO MAKE HULL SPRINGS A FULL-SERVICE DESTINATION — A PLACE WHERE GROUPS CAN COME TO EXPLORE, STUDY, LEARN AND SOCIALIZE FOR EXTENDED STAYS.





» about «

# HULL SPRINGS



HULL SPRINGS, A 662-ACRE PROPERTY IN WESTMORELAND COUNTY, is an important part of Longwood's educational offerings. Located less than 2 miles from the Chesapeake Bay, Hull Springs is situated between two tidal tributaries to the Potomac River. With 152 acres in wetlands and nutrient bank development, 8,400 feet of shoreline, and 400 acres of established forest, it is an excellent environmental demonstration site for students, researchers and the local community.

Mary Farley Ames Lee, a 1938 Longwood graduate, bequeathed the property to the Longwood University Foundation to "...be used for the purposes of agriculture, archaeology, forestry and education and for natural resource conservation."







# Key Individuals

<b>Name</b>	<b>Association</b>	<b>Role</b>
1) Scott Randall	Atlantic Broadband*	Vice President - DelMarVa Region
2) William Newborg	Atlantic Broadband*	General Manager - Virginia Region
3) William Weeks	Atlantic Broadband*	Construction Manager
4) Michael Scott	Atlantic Broadband*	MD-VA Construction Supervisor
5) Jerry W. Davis	Northern Neck PDC	Grant Manager

Atlantic Broadband (ABB) has been in operation since 2004, though it can trace its origins back many decades through the companies it has acquired. It is a subsidiary of Cogeco Cable Inc. (TSX: CCA), the 8th largest cable operator in the United States. The company provides TV, Internet, Phone and enterprise business services to more than 450,000 business and residential customers located in eleven states: Connecticut, Delaware, Florida, Pennsylvania, Maine, Maryland, New Hampshire, New York, South Carolina, Virginia, and West Virginia. Corporate annual reports enclosed.

RESOLUTELY  
FUTURE-DRIVEN

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2018 ANNUAL REPORT



# PROFILE

Cogeco Communications Inc. is a communications corporation. It is the 8<sup>th</sup> largest cable operator in North America, operating in Canada under the Cogeco Connexion name in Québec and Ontario, and in the United States under the Atlantic Broadband name in 11 states along the East Coast, from Maine to Florida. Cogeco Communications Inc. provides its residential and business customers with Internet, video and telephony services through its two-way broadband fibre networks.

Through its subsidiary Cogeco Peer 1, Cogeco Communications Inc. provides its business customers with a suite of information technology services (colocation, network connectivity, hosting, cloud and managed services), by way of its 16 data centres, extensive FastFiber Network<sup>®</sup> and more than 50 points of presence in North America and Europe.

Cogeco Communications Inc.'s subordinate voting shares are listed on the Toronto Stock Exchange (TSX: CCA).

## POWERFUL CONNECTIONS FOR OUR CUSTOMERS GENUINE CONNECTIONS WITH OUR CUSTOMERS

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# THREE-YEAR FINANCIAL PERFORMANCE

## REVENUE

(in thousands of Canadian dollars)

2018	2,423,549
2017	2,226,851
2016	2,176,149

## ADJUSTED EBITDA<sup>1</sup> AND ADJUSTED EBITDA MARGIN<sup>1</sup>

(in thousands of Canadian dollars, except percentages)

2018	44.8%	1,085,985
2017	45.1%	1,004,970
2016	45.2%	983,449

## PROFIT (LOSS) FOR THE YEAR

(in thousands of Canadian dollars)

2018	356,341
2017	299,225
2016	(189,628)

## CASH FLOW FROM OPERATING ACTIVITIES

(in thousands of Canadian dollars)

2018	694,100
2017	956,657
2016	745,168

## ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS AND CAPITAL INTENSITY<sup>1</sup>

(in thousands of Canadian dollars, except percentages)

2018 <sup>2</sup>	21.3%	515,576
2017	19.2%	428,057
2016	21.5%	467,510

## FREE CASH FLOW<sup>1</sup>

(in thousands of Canadian dollars)

2018	326,460
2017	373,735
2016	280,998

<sup>1</sup> The indicated terms do not have standardized definitions prescribed by International Financial Reporting Standards ("IFRS") and, therefore, may not be comparable to similar measures presented by other companies. For more details, please consult the "Non-IFRS financial measures" section of the Management's Discussion and Analysis ("MD&A").

<sup>2</sup> The definition of acquisitions of intangible and other assets excludes the purchases of Spectrum licenses.

# FINANCIAL HIGHLIGHTS

<b>YEARS ENDED AUGUST 31</b> (in thousands of Canadian dollars, except percentages and per share data)	<b>2018</b> \$	2017 \$	Change %	Change in constant currency <sup>1</sup> %	Foreign exchange impact <sup>2</sup> \$
<b>OPERATIONS</b>					
Revenue	<b>2,423,549</b>	2,226,851	8.8	10.2	(29,377)
Adjusted EBITDA	<b>1,085,985</b>	1,004,970	8.1	9.2	(11,658)
Adjusted EBITDA margin	<b>44.8%</b>	45.1%			
Integration, restructuring and acquisition costs <sup>3</sup>	<b>20,328</b>	3,191	—		
Profit for the year	<b>356,341</b>	299,225	19.1		
Profit for the year attributable to owners of the Corporation	<b>347,150</b>	299,225	16.0		
<b>CASH FLOW</b>					
Cash flow from operating activities	<b>694,100</b>	956,657	(27.4)		
Acquisitions of property, plant and equipment, intangible and other assets <sup>4</sup>	<b>515,576</b>	428,057	20.4	22.4	(8,400)
Free cash flow	<b>326,460</b>	373,735	(12.6)	(13.1)	1,735
<b>CAPITAL INTENSITY</b>					
	<b>21.3%</b>	19.2%			
<b>FINANCIAL CONDITION</b>					
Cash and cash equivalents	<b>84,725</b>	211,185	(59.9)		
Short-term investments	—	54,000	(100.0)		
Total assets	<b>7,167,413</b>	5,348,380	34.0		
Indebtedness <sup>5</sup>	<b>3,914,711</b>	2,598,058	50.7		
Equity attributable to owners of the Corporation	<b>1,967,341</b>	1,599,267	23.0		
<b>PER SHARE DATA<sup>6</sup></b>					
Earnings per share					
Basic	<b>7.04</b>	6.08	15.8		
Diluted	<b>6.98</b>	6.03	15.8		
Dividends	<b>1.90</b>	1.72	10.5		

1 The indicated terms do not have standardized definitions prescribed by the International Financial Reporting Standards ("IFRS") and, therefore, may not be comparable to similar measures presented by other companies. For more details, please consult the "Non-IFRS financial measures" section of the MD&A.

2 Key performance indicators presented on a constant currency basis are obtained by translating financial results of the current period denominated in US dollars and GBP currency at the foreign exchange rates of the prior year. For the year ended August 31, 2017, the average foreign exchange rates used for translation were 1.3205 USD/CDN and 1.6711 GBP/CDN, respectively.

3 For fiscal years 2018 and 2017, integration, restructuring and acquisition costs were related to the MetroCast acquisition completed on January 4, 2018.

4 The definition of acquisitions of intangible and other assets excludes the purchases of Spectrum licenses. For the year ended August 31, 2018, acquisitions of property, plant and equipment, intangible and other assets in constant currency amounted to \$524.0 million.

5 Indebtedness is defined as the aggregate of bank indebtedness, balance due on a business combination and principal on long-term debt.

6 Per multiple and subordinate voting share.



# MESSAGE TO SHAREHOLDERS

Dear Fellow Shareholders,

Fiscal 2018 was a year of change at Cogeco Communications Inc. ("Cogeco Communications" or the "Corporation"). We stepped into our 61<sup>st</sup> year proud of our history and what we've accomplished, yet with our eyes fixed firmly on the future. Our organic financial performance was stable despite increased market pressure, and we are mindful of the trust and expectations you and all of our stakeholders have put in us as we continue to build a foundation for transformational change.

Consolidated revenue increased by 8.8% in fiscal 2018 to reach \$2.42 billion, while adjusted EBITDA reached \$1.09 billion, up by 8.1%. Profit for the year reached \$356.3 million and the Corporation generated free cash flow of \$326.5 million. Dividends paid to our shareholders increased by 10.5% to \$1.90 per share.

## LAYING THE GROUNDWORK FOR A NEW CHAPTER

This past fiscal year was marked by important milestones in each of our three operating segments: a significant acquisition in our American broadband services subsidiary; a new advanced customer management system in our Canadian broadband services subsidiary; a change in leadership at our Business information and communications technology ("Business ICT") services subsidiary. We also took our first positive step in the exploration of our options in the mobile wireless market with Cogeco Connexion's auction win of 23 licenses of 2,500 MHz and 2,300 MHz spectrum, primarily in its Ontario and Québec footprint. This followed our acquisition of ten Spectrum licenses of 2,500 MHz in non-metropolitan areas of Ontario from Kian Telecom.

At the same time, the Board of Directors and I have determined that this is an opportune moment to elevate a new President and Chief Executive Officer as I move on to become Executive Chairman of the Board. The Board of Directors and I believe that it is time to pass the leadership to the next generation of leaders in the spirit of continuity. Philippe Jetté became the President and Chief Executive Officer of Cogeco Communications on September 1, 2018. He is part of the next generation of leaders who can bring fresh, new perspectives and innovation to the business. Mr. Jetté who has been with Cogeco Communications since 2011, most recently as President of Cogeco Peer 1, is such a leader. I am confident that, supported by the full Board of Directors and his executive team, Mr. Jetté and our more than 4,500 staff members will write a new chapter in the life of Cogeco Communications, furthering our company's great history.

## INITIATIVES

### CANADIAN BROADBAND SERVICES SEGMENT

At Cogeco Connexion, fiscal 2018 was a year for consolidation and enhancement of products, services and systems.

At the midpoint of the fiscal year, the team undertook the much-anticipated and transformative task of upgrading its customer management system, consolidating 22 different legacy systems into one integrated, advanced platform, supported by an industry leading supplier. Among its many benefits, this new system will allow Cogeco Connexion to provide improved customer service in terms of response time and greater digital interaction capabilities. This upgrade has come with its share of challenges and in some cases disruptions. Cogeco Connexion teams worked tirelessly for months, sparing no effort, to ensure these cases would be resolved as efficiently as possible and that we could continue to provide the amazing customer service experience our customers deserve and for which Cogeco Connexion is recognized.

Enhancements to existing products and services were also made during the year throughout Cogeco Connexion's footprint. The subsidiary enhanced uploading and downloading Internet speeds while also further launching its new high-speed unlimited UltraFibre 120 package for residential customers in different regions of Québec, and announced the continuation of its 1 Gigabit network enhancement program, enabling the progressive roll-out of its gigabit offering in Ontario and Québec markets. For its business customers, Cogeco Connexion enhanced its voice solutions offering with a new and superior hosted private branch exchange ("HPBX") Unified Communications service.

Cogeco Connexion closed the fiscal year with the announcement that it will be offering customers the MediaFirst next generation Internet protocol television ("IPTV") platform in Canada, taking its customers into the future with the introduction of MediaKind's state-of-the-art solution. This evolution toward IPTV will further enhance Cogeco Connexion's TV platform offering.

### AMERICAN BROADBAND SERVICES SEGMENT

Following the initial announcement made in July 2017, Atlantic Broadband finalized its acquisition of the entire MetroCast cable systems, including close to 251,000 primary service units in New Hampshire, Maine, Pennsylvania, Maryland and Virginia. Atlantic Broadband followed this by delivering Internet speed upgrades to all MetroCast residential and business customers, giving access to Internet speeds up to 200 megabits per second ("Mbps") to residential customers and as high as 500 Mbps to businesses. These increases allow homes and businesses to surf, stream, download, work and play games online at the same time, with greatly enhanced speed, reliability and productivity.



**LOUIS AUDET**  
Executive Chairman  
of the Board

**PHILIPPE JETTÉ**  
President and Chief  
Executive Officer

Atlantic Broadband has continued rolling out enhancements throughout its footprint. It announced widespread availability of Gigabit Internet service in its New Hampshire, Maine and Aiken, South Carolina service areas, as well as the availability of new, faster business Internet speeds. The subsidiary also launched the new TiVo Experience 4 combined with IP-based Video On Demand ("VOD") and voice activated remotes.

Since Atlantic Broadband launched its expansion initiative in Florida, the number of connected buildings is progressing very well. The FiberLight LLC acquisition, which was announced in January and closed on October 1, 2018, will help Atlantic Broadband accelerate its expansion plans in Florida and more than double its fibre footprint in the Miami to Palm Beach region while increasing the coverage of potential data centre and bulk unit customers. This acquisition offers a great opportunity to service businesses and carriers in that region as Atlantic Broadband will bring significantly faster, more reliable and scalable fibre connectivity.

### **BUSINESS ICT SERVICES SEGMENT**

During fiscal 2018, Cogeco Peer 1 expanded its product portfolio with the introduction of a software-defined wide area network offering ("SD-WAN") and added Managed Microsoft Azure services. Cogeco Peer 1 is one of the first international managed services providers to offer an innovative SD-WAN solution to businesses in Canada, the United States and the United Kingdom. The subsidiary also delivered a significant upgrade of its global server technology through new server offerings to customers in all 16 data centres, ensuring they have access to the newest and best server technology.

The team significantly enhanced its indirect sales channel with the addition of 34 new partners to help manage and drive revenue growth through these new routes to market. In addition, Cogeco Peer 1 increased focus on professional services by offering customers the option to access a variety of enhanced services including custom solution design, migration services, solution audit/review and optimization, and security vulnerability testing.

The Business ICT services subsidiary closed the fiscal year with a change in leadership announcement, as Susan Bowen was named to the role of President. With over 20 years of experience in the technology industry, Ms. Bowen was Cogeco Peer 1's Vice President and General Manager, Europe, Middle East and Africa, where she spearheaded strategic and tactical direction of business operations.

### **CORPORATE SOCIAL RESPONSIBILITY - PROGRESS AND RECOGNITION**

At Cogeco Communications, our corporate social responsibility ("CSR") program is designed to ensure we are operating responsibly and sustainably, while being a good corporate citizen. Concretely, this means striving to integrate practices which improve the environmental and social impact of our operations while ensuring the Corporation's continued growth.

During fiscal 2018, most notable amongst our achievements was the publication of our fourth Corporate Social Responsibility report in January. In addition, key initiatives of the CSR Program were rolled out in all of our subsidiaries. We continued to measure and track our Greenhouse Gas Emissions (“GHG”) reductions. We updated our policy for the granting of donations and sponsorships and contributed over \$3.4 million in donations and sponsorships.

For a fifth year in a row, Cogeco Communications was part of the *Jantzi Social Index*, consisting of 60 Canadian companies that passed a set of broadly based environmental, social, and governance rating criteria. We also appeared in the *Corporate Knights’ 2018* list of the Best 50 Corporate Citizens in Canada. In addition, Cogeco Connexion was named to the 2018 Waste Diversion Champions list, Excellence Level, from REfficient. This recognition is given to organizations that have diverted over 100,000 pounds of waste.

## CONCLUDING REMARKS

The end of fiscal 2018 and the start of a new fiscal year mark an important milestone in my career at Cogeco Communications. I am delighted to be taking on a new role, which will allow me to ensure a smooth transition for Mr. Jetté while devoting all my time to important business matters and future corporate strategies.

Today, Cogeco Communications holds a truly enviable position in the communications industry in Canada and internationally, and I am extremely proud of this and I am convinced that we are well positioned for the future.

Let me take this opportunity to convey to each of our more than 4,500 employees my most sincere appreciation for their unwavering support and enormous contribution to our company.

Lastly, I would like to extend my most sincere gratitude to Jan Peeters who is stepping down from our Board of Directors in January 2019. A director of the Board since 1998, Mr. Peeters has played an important supervisory role at Cogeco Communications as Chair of the Board, a position he has held since 2004. His contribution has been immense and I consider myself privileged to have benefited from his trust and insight for the past 20 years as we worked together with the Board to make Cogeco Communications what it is today.



**LOUIS AUDET**  
Executive Chairman of the Board

October 31, 2018

## Dear Fellow Shareholders,

I am both delighted and proud to mark the start of fiscal 2019 in my new position as President and CEO of Cogeco Communications. While I am acutely aware that it will come with its share of challenges, I am firmly committed to addressing these challenges with the executive team, and to building on Cogeco Communications’ more than 60 years of success. I will continue to work hard to maintain the confidence and trust that our management team and our Board of Directors have developed with our shareholders throughout the years. I am also firmly committed to continue to grow the company in the spirit of continuity.

I am looking forward to exploring what the future holds for Cogeco Communications in 2019 and beyond. In our broadband services segments, there are many opportunities on the horizon, such as an advanced IPTV platform in our Canadian footprint and new, enhanced service offerings we can extend in our new American markets. In our Business ICT segment, I look forward to building on the work we have done in past years to continue to solidify our foothold in this intensely competitive market.

Building on our fiscal 2018 results, we are well positioned for continued growth and success. On a constant currency and consolidated bases, Cogeco Communications expects fiscal 2019 revenue to grow between 6% and 8%, adjusted EBITDA between 8% and 10% and free cash flow between 18% and 25% through organic growth and reflecting the full year impact of the MetroCast acquisition in the American broadband services segment.

I believe we have the talent and a solid strategic plan to deliver growth from increased revenue in all operating segments and margin improvements in both of our broadband services segments, and remain focused on the speed and accuracy of our execution. Ultimately, I am committed to leading the team with the same promise to keep our customers at the heart of everything we do. Through all our businesses and across our geographies, we strive to offer powerful connections for our customers supported by genuine connections with our customers.

Finally, on behalf of the Board of Directors and Cogeco Communications’ more than 4,500 employees, I would like to sincerely thank Louis Audet for his decades of commitment to Cogeco Communications. He grew up alongside Cogeco and joined his father in the business in the early 1980s. He has been closely tied to Cogeco Communications’ development and history and has been the driving force behind the company’s success and impressive growth for 25 years. Thanks to his devotion and leadership, Cogeco Communications has become a leader in the Canadian communications industry while continuing its expansion in the United States, creating a strong platform.



**PHILIPPE JETTÉ**  
President and Chief Executive Officer

October 31, 2018

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

## MD&A

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# 1. FORWARD-LOOKING STATEMENTS

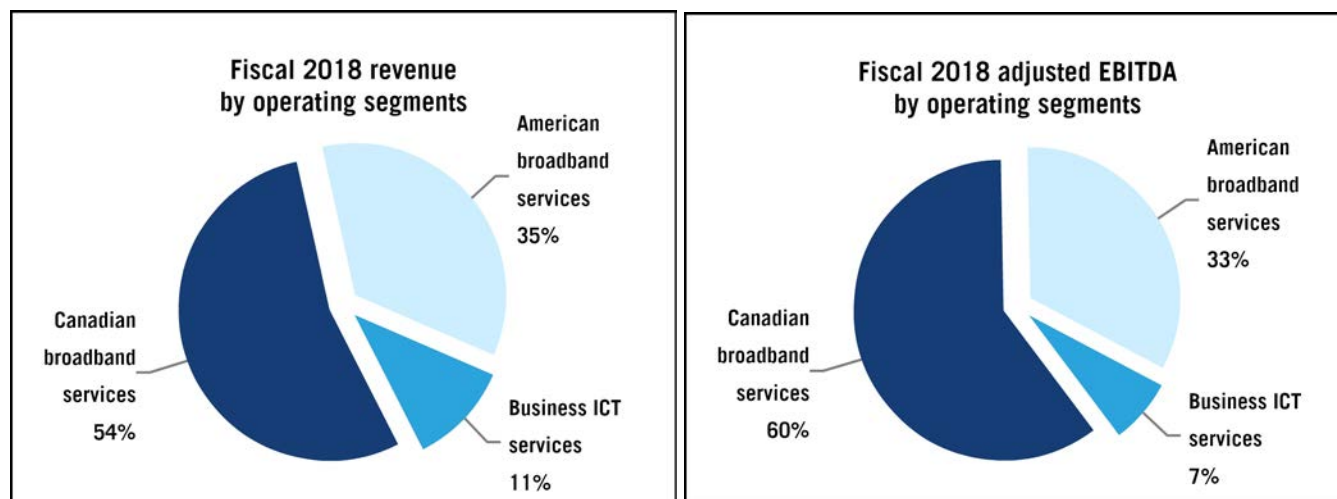
*Certain statements contained in this Management's Discussion and Analysis ("MD&A") may constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to Cogeco Communications Inc.'s ("Cogeco Communications" or the "Corporation") future outlook and anticipated events, business, operations, financial performance, financial condition or results and, in some cases, can be identified by terminology such as "may"; "will"; "should"; "expect"; "plan"; "anticipate"; "believe"; "intend"; "estimate"; "predict"; "potential"; "continue"; "foresee", "ensure" or other similar expressions concerning matters that are not historical facts. Particularly, statements regarding the Corporation's financial guidelines, future operating results and economic performance, objectives and strategies are forward-looking statements. These statements are based on certain factors and assumptions including expected growth, results of operations, performance and business prospects and opportunities, which Cogeco Communications believes are reasonable as of the current date. Refer in particular to the "Corporate Objectives and Strategies" and "Fiscal 2019 Financial Guidelines" sections of the present MD&A for a discussion of certain key economic, market and operational assumptions we have made in preparing forward-looking statements. While Management considers these assumptions to be reasonable based on information currently available to the Corporation, they may prove to be incorrect. Forward-looking information is also subject to certain factors, including risks and uncertainties that could cause actual results to differ materially from what Cogeco Communications currently expects. These factors include risks such as competitive risks, business risks, regulatory risks, technology risks, financial risks, economic conditions, human-caused and natural threats to our network, infrastructure and systems, community acceptance risks, ethical behavior risks, ownership risks and litigation risks, many of which are beyond the Corporation's control. For more exhaustive information on these risks and uncertainties, the reader should refer to the "Uncertainties and Main Risk Factors" section of the present MD&A. These factors are not intended to represent a complete list of the factors that could affect Cogeco Communications and future events and results may vary significantly from what Management currently foresees. The reader should not place undue importance on forward-looking information contained in this MD&A which represent Cogeco Communications' expectations as of the date of this MD&A (or as of the date they are otherwise stated to be made) and are subject to change after such date. While Management may elect to do so, the Corporation is under no obligation (and expressly disclaims any such obligation) and does not undertake to update or alter this information at any particular time, whether as a result of new information, future events or otherwise, except as required by law.*

*All amounts are stated in Canadian dollars unless otherwise indicated. This report should be read in conjunction with the Corporation's consolidated financial statements and the notes thereto prepared in accordance with the International Financial Reporting Standards ("IFRS") for the year ended August 31, 2018*



## 2. OVERVIEW OF THE BUSINESS

Cogeco Communications is a communications corporation. It is the 8<sup>th</sup> largest cable operator in North America. In fiscal 2018, the Corporation reported its operating results in three operating segments: Canadian broadband services, American broadband services and Business information and communications technology ("Business ICT") services. The reporting structure reflects how the Corporation manages its business activities to make decisions about resources to be allocated to the segments and to assess their performance. For the year ended August 31, 2018, the proportion of each segment as a percentage of the Corporation's consolidated revenue and adjusted EBITDA<sup>(1)</sup> excluding inter-segment eliminations, intercompany transactions and head office activities were as follows:



For further details on the Corporation's segmented operating results, please refer to the "Segmented operating results" section.

### 2.1 CANADIAN AND AMERICAN BROADBAND SERVICES

#### DESCRIPTION OF SERVICES

The Canadian and American broadband services segments provide a wide range of Internet, video and telephony services primarily to residential customers as well as business services across its coverage areas.

The Canadian broadband services activities are carried out by Cogeco Connexion in the provinces of Québec and Ontario and the American broadband services activities are carried out by Atlantic Broadband in 11 states: Connecticut, Delaware, Florida, Maine, Maryland, New Hampshire, New York, Pennsylvania, South Carolina, Virginia and West Virginia.

The following four services represent our core suite of offerings:

**Internet services:** In most of our territories we offer a range of Internet packages with download speeds of up to 120 Mbps and 200 Mbps in Canada and the United States, respectively. We also offer faster speeds in an increasing proportion of our Canadian and American footprint with speeds up to 1 Gbps. Simple and complete security suite and email solutions are available to our Internet customers with automatic updates to protect their devices. As an added benefit, Internet customers can connect wirelessly to the Internet at no extra cost from designated WiFi Internet hotspots in our Canadian and American footprints.

**Video services:** We offer our customers a full array of digital video services and programming offerings. Our customers have access to a basic service, various digital tier packages, discretionary services, pay-per-view ("PPV") channels, video on demand ("VOD") services, high definition television ("HD"), TiVo advanced video services and 4K television.

**Telephony services:** Telephony services use internet protocol ("IP") to transport digitised voice signals over the same private network that brings video and Internet services to customers. Residential customers can subscribe to different packages. All residential telephony service customers have access to direct international calling and can subscribe to various international long distance plans, voicemail and other popular custom calling features.

**Business services:** We offer to our business customers, depending on the area, a wide range of Internet packages, video services, telephony services, managed cloud services and other advanced network connectivity services, such as session initiation protocol ("SIP"), primary rate interface ("PRI") trunk solutions, hosted private branch exchange ("HPBX") solutions and business and software efficiency services.

Furthermore, we actively bundle our services into "two services" and "three services" offerings at competitive prices to encourage cross-selling within our customer base and to attract new customers.

(1) The indicated terms do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more details, please consult the "Non-IFRS financial measures" section of the MD&A.

## NETWORKS AND INFRASTRUCTURE

Cogeco Connexion and Atlantic Broadband provide residential Internet, video and telephony services and business services through advanced fibre optic and two-way broadband distribution networks. Cogeco Connexion and Atlantic Broadband deliver these services through long distance fibre optic systems, advanced hybrid fibre-coaxial ("HFC") broadband distribution networks, point-to-point fibre networks and fibre-to-the-home ("FTTH") network technologies.

Cogeco Connexion's distribution network covers a large territory from the Western part of Ontario to the Eastern part of Québec. Atlantic Broadband's distribution network covers the Eastern seaboard of the United States, from the southern part of Maine to southern Virginia, as well as portions of South Carolina and a large footprint in Southeast Florida. The broad reach of Cogeco Connexion and Atlantic Broadband's core transport network is designed to easily interconnect, at very high speed, its many local distribution systems to video content providers, other public telephony networks, software application providers and the world-wide Internet.

For residential services, Cogeco Connexion and Atlantic Broadband are deploying optical fibres to nodes serving small clusters of homes passed, with multiple fibres per node in most cases to rapidly extend the capacity of the system with smaller clusters when necessary. This just in time process, known as "node splitting", leads to further improvement in quality and reliability while increasing the capacity of two-way services such as Internet, VOD and telephony and optimizing the efficiency of capital investments. The HFC distribution infrastructure is designed with radio frequency ("RF") capacity of up to 1 GHz of bandwidth capacity, depending on the market served and customer needs.

In each market, the signals are carried on our hybrid fibre network for delivery to our customers. Cogeco Connexion and Atlantic Broadband believe that active use of fibre optic technology in combination with coaxial cable plays a major role in expanding capacity and improving the performance of the systems. Fibre optic strands are capable of carrying hundreds of video, data and voice channels over extended distances without signal amplification. Cogeco Connexion and Atlantic Broadband will continue to deploy fibre optic cable as warranted to further reduce amplifier cascades, which improves system reliability and reduces system maintenance cost. This hybrid combination of fibre optic and coaxial cable is the most efficient choice when it comes to delivering high quality networks with judicious capital investments.

Cogeco Connexion and Atlantic Broadband use the CableLabs' DOCSIS technology to deliver Internet and business services over HFC networks. DOCSIS has numerous advanced features to ensure a continuous transmission and high quality of service delivery. In addition, this technology provides a flexible and expandable platform to further increase IP transmission speeds and to provide other products such as symmetrical services, which are particularly well suited for commercial customer applications. Today, Cogeco Connexion and Atlantic Broadband offer top Internet speeds of 120 Mbps and 200 Mbps to 100% and 86% of homes passed, respectively, and in certain areas up to 1 Gbps. Cogeco Connexion and Atlantic Broadband intend to continue deploying 1 Gbps progressively in the coming years through several technologies depending on the location, with DOCSIS 3.1 being the most cost effective. Cogeco Connexion and Atlantic Broadband intend to upgrade the network to 1 Gbps Internet speeds to approximately 60% and 85%, respectively, of their footprint at the end of fiscal 2019.

Finally, Cogeco Connexion and Atlantic Broadband are deploying FTTH technology in all new residential developments which meet specific criteria of size, proximity to the existing plant and service penetration rate. Cogeco Connexion and Atlantic Broadband use a FTTH technology called radio frequency over glass ("RFOG"). The primary benefit of RFOG is its compatibility backward and forward with existing cable modem termination system ("CMTS") investments and back-office systems.

The following table shows the percentage of Cogeco Connexions' and Atlantic Broadband's homes passed where digital video, VOD, Internet and telephony services were available at August 31, 2018:

Service	% of homes passed where service is available	
	Cogeco Connexion	Atlantic Broadband
Digital video	99%	100%
VOD	98%	99%
Internet (DOCSIS 3.0)	98%	99%
Telephony	97%	99%

## 2.2 BUSINESS ICT SERVICES

### DESCRIPTION OF SERVICES

The Business ICT services segment provides colocation, network connectivity, hosting, cloud and an extensive portfolio of managed services primarily in Canada, the United States and Europe to small, medium and large enterprises around the globe. Cogeco Peer 1 provides these services in key vertical markets including: Internet/media, artificial intelligence, technology, financial services, public sector, on-line retail, education, health services and online gaming.

The primary activities of the Business ICT services segment are carried out by Cogeco Peer 1 across Canada (British Columbia, Ontario and Québec), the United States (California, Texas, Virginia, Florida, New York and Georgia) and Europe (London, Southampton and Portsmouth, United Kingdom and France). Cogeco Peer 1 has more than 50 points of presence, including in France, Germany, the Netherlands and Mexico.

The following five services represent our core suite of offerings:

**Colocation:** Colocation services allow customers to host “customer-owned” IT infrastructure within a Cogeco Peer 1 data centre where they benefit from a superior data centre environment, uninterruptible power sources and our FastFiber Network® connectivity infrastructure. These services include cabinets, cage space, redundant power supply, physical security and operational support. This type of solution also enables customers to further leverage other Cogeco Peer 1 services including cloud, backup and disaster recovery, and managed services.

**Network Connectivity:** Cogeco Peer 1 operates an advanced high speed transport fibre optic network to serve its customers in the territories where it provides its services. This core backbone is equipped with state-of-the-art, carrier grade infrastructure connecting its data centres and facilities. The network has multiple interconnections with Tier 1 peering partners, carriers and extended geographic reach via leased facilities with third party carriers. Cogeco Peer 1 also owns and operates an all-optical fibre access network in Montréal and Toronto. These combined transport and access facilities enable Cogeco Peer 1 to provide an extensive suite of high performance network connectivity options including wavelength, Ethernet, SD-WAN, IP virtual private network and high speed internet services.

**Hosting:** Cogeco Peer 1’s hosting solution provides customers with access to servers, storage, security and content distribution network infrastructure that are managed by Cogeco Peer 1’s support teams in its data centres, in order to host a customer’s application layer.

**Cloud:** Cogeco Peer 1 provides customers with access to a suite of secure, high performance and scalable cloud platforms, for their compute and storage requirements. The cloud portfolio is comprised of public cloud platforms (multi-tenant infrastructure to support multiple customers), managed private cloud platforms (single tenant infrastructure dedicated to a single customer) and hybrid cloud platforms (integrated combination of public and private virtual machines and servers). Cogeco Peer 1’s cloud platforms consist of a wholly owned and managed computing infrastructure housed within company operated data centres located in Canada, the United States and Europe, as well as third party computing infrastructures. Cogeco Peer 1 also offers Microsoft’s scalable Azure™ and Office 365™ cloud services.

**Managed services:** Cogeco Peer 1 provides customers with value-added managed services to maximize the productivity of their IT environment. These services include:

- backup/disaster recovery, which provides customers with access to disk storage, tape archival and data replication services to protect customers’ data and applications in the event of a disaster. Cogeco Peer 1 works closely with customers to design solutions to meet customers’ recovery time objectives and data residency/compliance requirements;
- e-commerce, which provides customers with access to fully managed hosted services including servers, storage, software, load-balancers, networking, security, in addition to support experts to help manage e-commerce online applications. The solution may also provide certain customers with access to payment card industry data security standard (“PCI-DSS”) compliant environments for their online applications and their web hosting in select geographies; and
- security services, which provide customers with access to a suite of security services to help protect a customer environment from malwares, cyber-attacks or viruses. The AppArmor portfolio includes firewall, anti virus/spam, content filtering, intrusion detection services, load-balancer, secure virtual private network, hardened operating systems and distributed denial of service mitigation services and are supported around the clock by a team of security experts.

## INFRASTRUCTURE

At August 31, 2018, Cogeco Peer 1 provided its services through 16 data centres in Canada, the United States and the United Kingdom, covering approximately 475,000 gross square feet and more than 50 points of presence, including in France, Germany, the Netherlands and Mexico. A fully managed network across North America and Europe, augmented by extensive peering arrangements, allows customers to access and transport business-critical data rapidly, efficiently and securely. Cogeco Peer 1 also manages fiber connections directly to 1,800 on-net buildings in Montreal and Toronto, providing customers with high performance Internet services and direct access to Cogeco Peer 1’s full suite of data centre, cloud and security services.

Cogeco Peer 1’s data centres include highly secure and redundant IT infrastructure, including 24/7/365 monitoring, regulated climate control, power redundancy, support, and biometric security access. In addition, Cogeco Peer 1’s data centres are designed, built, and operated to data centre industry standards in order to meet both service and compliance requirements of its enterprise customers.

## 2.3 BUSINESS DEVELOPMENT AND OTHER

On August 14, 2018, the Corporation's subsidiary, Cogeco Connexion, announced that it has entered into an agreement with MediaKind (previously Ericsson Media Solutions) to offer to its customers, in Canada, the MediaFirst next generation Internet protocol television ("IPTV") platform. This evolution toward IPTV will further enhance its video platform offerings by enhancing its customer experience with highly customizable video content, wireless receivers, voice activated controls and access to Android Google Mobile Services for a complete video offering.

In June 2018, the Corporation announced that its subsidiary, Cogeco Connexion, acquired 10 Spectrum licenses of 2,500 MHz in non-metropolitan areas of Ontario, from Kian Telecom, for \$8 million. The transfer was approved by Innovation, Science & Economic Development ("ISED") Canada on June 21, 2018. In May 2018, Cogeco Connexion, was also the successful bidder on 23 Spectrum licenses of 2,500 MHz and 2,300 MHz, primarily in its Ontario and Québec wireline footprints, in the auction for residual Spectrum licenses organized by ISED Canada for a total price of \$24.3 million. Both transactions were completed in June 2018. The purchase of these licenses provides an option to offer wireless services to complement our current service offering to customers within our traditional footprint and grow our share of our customers' telecommunications spending. Our objective is to offer wireless services on the basis that it be a profitable business, investing prudently within our strategic priorities and financial means.

On January 4, 2018, the Corporation's subsidiary, Atlantic Broadband, completed the acquisition of substantially all of the assets of Harron Communications, L.P. cable systems operating under the MetroCast brand name ("MetroCast") which served about 130,000 Internet, 88,000 video and 33,000 telephony customers. This acquisition extends Atlantic Broadband's footprint across 11 states on the East Coast of the United States from Maine to Florida. The transaction valued at US\$1.4 billion was subject to customary closing adjustments. This acquisition was financed through a combination of US\$1.7 billion under a new Senior Secured Term Loan B, whereby US\$583 million was used to refinance the existing First Lien Credit Facilities, and US\$150 million under a new Senior Secured Revolving Credit facility combined with a US\$315 million equity investment by Caisse de dépôt et placement du Québec ("CDPQ") in Atlantic Broadband's holding company, representing 21% of Atlantic Broadband.

On December 30, 2017 Atlantic Broadband purchased several dark fibres throughout south Florida from FiberLight, LLC for a consideration of US\$16.8 million. On the same day, Atlantic Broadband signed an Asset Purchase Agreement ("APA") with FiberLight, LLC to acquire all of its fibre network and corresponding assets located on the East Coast of south Florida for a consideration of US\$34 million, which was subject to regulatory approvals and customary closing adjustments. This transaction was completed on October 1, 2018.

On December 22, 2017, the US Federal administration enacted the Tax Cuts and Jobs Act (the "Act"). The tax reform reduces the general federal corporate tax rate from 35% to 21% starting after 2017 which reduced net deferred tax liabilities by approximately \$89 million (US\$70 million). In addition, the Act calls for other changes such as interest deductibility limitations, full deduction of acquisitions of tangible assets, net operating losses limitations as well as base erosion anti-avoidance, which together with tax rate reductions, will have an overall favorable impact on the income tax expense in the future.

On December 11, 2017, the Corporation extended its \$800 million Term Revolving Facility maturity date by an additional year until January 24, 2023.

Since October 2017, a US subsidiary of Cogeco Communications has entered into eight interest rate swap agreements on a notional amount totalling US\$1.1 billion of its LIBOR based loans. These agreements have the effect of converting the floating US LIBOR benchmark base rate, excluding the applicable credit spread, into an average fixed rate of 2.06%, for maturities between January 31, 2021 and November 30, 2024, under the US\$1.7 billion Senior Secured Term Loan B.

## 2.4 CORPORATE OBJECTIVES AND STRATEGIES

Our vision is to be a leading communications and technology services company through strong customer relations built on trust and reliability. As our customers are at the core of everything we do, we continuously seek to innovate our processes, operations, services and products while efficiently managing capital utilization to secure future growth. We are also dedicated to optimizing profitability and consequently increasing shareholder value. To achieve these objectives, we are pursuing the following strategies:

Canadian broadband services	American broadband services	Business ICT services
Delivering organic growth by introducing value added services for residential customers and by growing our business customer base	Leveraging Internet superiority to support loyalty and promote growth	Focusing on sustainable revenue growth
Optimizing the return on investments by delivering our services more efficiently and improving loyalty through a differentiated customer experience strategy	Focusing on business services in the enterprise market with expanded sales channels, enhanced product offerings and aggressive market pricing strategy	Optimizing the use of current assets in order to optimize cash flows
Exploring a potential wireless service in a profitable manner and within our financial means	Building on initial successes in expanding the Florida market	Strengthening internal processes and systems to improve operational efficiency and optimize infrastructure
Investing in the development of our people	Improving our networks with state-of-the-art advanced technologies	Leveraging our global workforce

In addition to the above, the Corporation seeks to integrate practices which improve the environmental and social impacts of its operations, while ensuring the Corporation's continued development. This is why we designed a corporate social responsibility ("CSR") program aimed at operating responsibly and sustainably while being a model of good corporate citizen. The Corporation is committed to listening to its stakeholders, setting concrete CSR commitments accordingly, disclosing CSR information transparently and maintaining the highest ethical standards.

### ANTICIPATED RESULTS OF THE CORPORATION'S STRATEGIES

The following sections contain forward-looking statements concerning the business outlook of our Canadian and American broadband services and Business ICT services segments. These sections also describe certain key economic, market and operational assumptions we have made in preparing such forward-looking statements and other forward-looking statements contained in this MD&A. For a description of risk factors that could cause actual results or events to differ materially from our expectations expressed in this Annual Report, please refer in particular to the "Uncertainties and main risk factors" section of this report.

The successful implementation of the strategies described below should result in increased revenue and adjusted EBITDA which combined, should lead to heightened profitability that will be measured based on the criteria described in greater details in the "Fiscal 2019 financial guidelines" section. Please refer to the "Key performance indicators and performance highlights" section for further details on the fiscal 2018 results and achievements.

## CANADIAN BROADBAND SERVICES SEGMENT

### DELIVERING ORGANIC GROWTH BY INTRODUCING VALUE ADDED SERVICES FOR RESIDENTIAL CUSTOMERS AND BY GROWING OUR BUSINESS CUSTOMER BASE

We focus on leveraging our superior Internet speeds and video services by improving our offerings and constantly investing in technology.

We continue concentrating on growing our business customer base in our footprint in Canada. We remain focused on increasing our market share of addressable business customers by strategically investing in network expansion programs, by launching enhanced products and by improving the effectiveness of our sales and marketing initiatives in conjunction with a stronger focus on digital strategies.

We strive to build a powerful brand identity inspired by our ability to innovate and deliver strong customer experiences and further strengthen our leadership in communities we serve.

#### *Progress in fiscal 2018*

We continued to expand our Gigabit offerings and latest WiFi technology which are now available for homes and businesses in over 30 Ontario communities.

In February 2018, we deployed the Smartbox Qi3 to deliver the TiVo® User Experience to our customers. The Qi3 Smartbox is a hybrid device and cost effective solution that can be used as a standalone HD set-top box or as a TiVo video gateway on the home network. In addition, we also deployed, the new Tivo VOD interface which replace the previous VOD interface. This new interface displays a more efficient structure which facilitates the customer experience looking for a specific content. It also provides a greater speed in fast-forwarding and rewinding, as well as collapses SD and HD variants into a single title.

As a part of our commitment to offer the most advanced video capabilities, we have entered into an agreement with MediaKind (previously Ericsson Media Solutions) to offer to our customers, in Canada, the MediaFirst next generation Internet protocol television ("IPTV") platform. This evolution toward IPTV will further enhance our video platform offerings by enhancing our customers experience with highly customizable video content, wireless enabled equipment, voice activated controls and access to the Google Play store for a complete video offering.



In order to improve our Business services, we continued to develop packages and service experiences that are tailored to business needs. We enhanced our Gigabit offering for business by increasing upload speeds and integrating cloud business applications to meet the data intense needs of our customers. Furthermore, we launched enhancements to our business HPBX and SIP trunking services, with an updated customer portal, allowing the management of popular features and configurations in real-time. We also launched a unified management platform on next-generation IP trunking, bringing HPBX to customers requiring as little as a single phone line, while reducing costs.

#### ***Focus in fiscal 2019***

We will continue to invest in our network in order to increase bandwidth to 1 gigabit Internet speeds in approximately 60% of our footprint by the end of fiscal 2019. We will also introduce a new solution that will optimize the in-home wireless experience using the latest WiFi technology alongside cutting-edge Internet equipment across our entire footprint.

Moreover, we intend to grow our residential video services by investing in additional capabilities such as IPTV and cloud services as well as by enhancing our over-the-top ("OTT") services. To complement our IPTV initiative, we will work on a business specific, IPTV based solutions for multi-outlet environments, such as hotels or hospitals, that can deliver video signals over fibre to customers.

MediaFirst IPTV platform is expected to be launched throughout our footprint by the end of fiscal 2019 and will then become the standard video experience offered to new customers. Customers currently enjoying our existing video services, including the advanced TiVo solution, will continue to be offered their current services in the future as MediaFirst will coexist with these video platforms.

Our Tivo offer will also present new features. The on-screen user interface will be completely redesigned with a modern and sleek horizontal navigation system that is highly appealing. Cutting-edge technology will deliver personalized and tailored programming recommendations enabling customers to find what they want to watch quickly and easily. Content will also be searchable across multiple sources, including live TV, digital video recorder ("DVR") recordings, VOD and streaming applications, including Netflix and YouTube.

We plan to introduce new products and bundles with compelling, productivity enhancing solutions. We will continue to grow our business services via releases of our HPBX and SIP Trunking portfolio, and enhance our fibre-based private networking services to meet the needs of a broader group of customers. In addition, we intend to further evolve our engagement in the managed services sector, focusing on WiFi, security and software as a service ("SaaS") as an enabling layer for businesses in our footprint.

### **OPTIMIZING RETURN ON INVESTMENTS BY DELIVERING OUR SERVICES MORE EFFICIENTLY AND IMPROVING LOYALTY THROUGH A DIFFERENTIAL CUSTOMER EXPERIENCE STRATEGY**

We focus on achieving the best in-class operating efficiencies by optimizing our cost structure in order to improve our ability to manage our capital utilization to support future growth.

#### ***Progress in fiscal 2018***

For the ninth time in eleven years, Cogeco Connexion was recognized by the Service Quality Measurement Group ("SQM") for our customer service reflecting our continued focus and the very high standard we set in our commitment to superior customer service. Cogeco Connexion distinguished itself in the three following categories: "Highest Customer Service - Telecommunications/TV", "Highest Field Services Customer Service" and "Highest Customer Service - Retail/Service (storefront)". These awards reflect our enduring commitment over these past years to differentiate our customer experience through our contact centres and retail locations.

In fiscal 2018, we implemented a new advanced customer management system, replacing 22 legacy systems. This new platform will increase our overall organizational efficiency by reducing the number of business processes from 1,000 to 300, empower our front line employees with new tools to improve the quality of the customer experience by addressing their needs during the first call and will significantly increase our ability to develop targeted offers that meet customer profile and segments.

We also continued our transformation journey towards more digitization by introducing new self-help videos and launching a multi year digitalization effort.

Moreover, we continued to promote our digital marketing automation for our business sector. Continuous efforts were made to improve the digital customer journey via a web technology migration and integration of customer management system and marketing automation, yielding improved targeting and sales tools.

#### ***Focus in fiscal 2019***

We expect to enrich residential and business customer experience to strengthen loyalty, engagement and brand advocacy through continuous process improvements and value-added products, services and support.

We will strive to improve our customer's digital experience, driving higher online conversion and delivering features to enable customer self-serve and self-care. Each customer will benefit from features which allow them to tailor their services to better meet their needs.

## EXPLORING A POTENTIAL WIRELESS SERVICE IN A PROFITABLE MANNER AND WITHIN OUR FINANCIAL MEANS

We believe that offering wireless services to complement our current service offering to customers within our traditional footprint will grow our share of our customers' telecommunications spending.

Our objective is to offer profitable wireless services by investing prudently within our strategic priorities and financial means.

We believe that the model most likely to be achievable while satisfying our profitability requirements will be a hybrid model consisting of segments relying on the mobile virtual network operator model, as well as some segments where we would be a facilities-based operator.

### ***Progress in fiscal 2018***

On June 21, 2018, Cogeco Connexion acquired 10 Spectrum licenses of 2,500 MHz in non-metropolitan areas of Ontario, from Kian Telecom, for \$8 million. In May 2018, Cogeco Connexion was also the successful bidder on 23 Spectrum licenses of 2,500 MHz and 2,300 MHz, primarily in its Ontario and Québec footprints, in the auction for residual Spectrum licenses organized by Innovation, Science & Economic Development ("ISED") Canada for a total price of \$24.3 million.

The purchase of these Spectrum licenses is a first step in our potential entry into the Canadian wireless market. This could enable us to increase our wallet share of total telecommunications expenses, in addition to offering a complimentary service to our existing customers. We will proceed in a disciplined and thoughtful manner, ensuring there is no negative disruption to our existing business and strategic priorities. We are well situated to profit from the evolving wireless market as it shifts to 5G technology, with our deep fibre networks in our operating territories.

### ***Focus in fiscal 2019***

We will continue to explore all the options available to us in order to potentially launch a Canadian wireless service which satisfies our profitability and capital allocation objectives.

## INVESTING IN THE DEVELOPMENT OF OUR PEOPLE

At Cogeco Connexion, our employees are the heart of our success. We constantly invest in and develop our employees by improving our training, development programs and tools in order to ensure they are highly engaged to deliver on our customer promises. We recognize that creating an engaging employee experience will lead to a superior experience for our customers and have a significant impact to the communities we serve.

### ***Progress in fiscal 2018***

In our pursuit of enhancing our employee experience, we continued to identify areas of focus in order to make Cogeco Connexion one of the best places to work. We focussed on proactive change management and communication initiatives to support our employees through digital transformation initiatives and on evolving our workspace to enable collaboration. In addition, we continued to elevate our health and safety practices and invested in the promotion of global wellness.

For the second year in a row, Cogeco Connexion has been ranked among Montréal's Top 35 Employers for 2018 by Mediacorp Canada. In addition, Cogeco Connexion has been named Company of the Year for 2018 by the Canadian organization, Women in Communications and Technology.

We continue to be an influential partner to communities we serve with our 37 community television stations across Ontario and Québec offering close to 9,000 hours of programming produced by local artisans with the assistance of more than 1,200 volunteers who, along with our full time staff think, create and support our community television for our local customers.

Finally, our brand ambassadors have participated in more than 250 events across our markets this past year to support many different types of organizations, bringing great visibility to our residential and commercial segments. We also continue to be a partner of choice in fundraising and thanks to our involvement, more than \$7 million has been raised in various activities for non-profit organizations to help people in need.

### ***Focus in fiscal 2019***

We will pursue the deployment of our rigorous change management approach to support the acceleration of our digital transformation. Specific training and development initiatives will be deployed to evolve our workforce and management skill set in order to embrace the new digital environment. Also, to optimize people performance, engagement and productivity, new collaborative tools will be launched. Lastly, there will be an important focus on health, safety and wellness through prevention initiatives, training and proper governance.

## AMERICAN BROADBAND SERVICES SEGMENT

### LEVERAGING INTERNET SUPERIORITY TO SUPPORT LOYALTY AND PROMOTE GROWTH

Continuing to deliver the best Internet service speed offerings as well as providing customers with an enhanced, state-of-the-art video experience is essential to support loyalty and promote growth.

### ***Progress in fiscal 2018***

In late August 2017, Gigabit Internet service was launched and made available to residents and businesses in Miami Beach and surrounding areas, marking the arrival of the first widely deployed Gigabit Internet speeds. Gigabit speeds were also launched in the Aiken, South Carolina markets in February 2018 and in the New Hampshire markets in August 2018. With GigaEdge's significantly faster and more powerful Internet speeds,

users have an entirely new level of experience as they are able to surf, stream, download, work and game online at the same time, with greatly enhanced speed and reliability. The Miami launch marks the completion of the final phase of an initiative which began in fiscal 2016 to deliver Gigabit Internet, significant HD channel additions, new Spanish-language and international channels, enhanced digital picture quality and sound as well as greater reliability across the network.

The final step in the acquisition of MetroCast cable systems was completed on May 1, 2018 with the Atlantic Broadband brand launch. As part of the rebranding, automatic Internet speed upgrades were delivered to all legacy MetroCast residential and business customers. All residential customers now have access to speeds of up to 200 Mbps and businesses as high as 300 Mbps, depending on the market.

The new TiVo Experience 4 combined with IP-based VOD was launched in the Connecticut, New Hampshire and Maine markets, with deployments planned for the remaining markets by the end of the calendar year. Within TiVo Experience 4, the on-screen user interface has been completely redesigned with a modern and sleek horizontal navigation system that is highly appealing. Cutting-edge technology delivers personalized and tailored programming recommendations enabling customers to find what they want to watch quickly and easily. The new voice remote, a key element of the platform upgrade, takes search and discovery to a new level, providing fast, highly-accurate results of searched-for programs. Content also is searchable across multiple sources, including live TV, DVR recordings, VOD and OTT applications, including Netflix. TiVo Experience 4 also allows customers to access content on multiple screens-across TVs, smartphones, tablets and more, both in-home and on-the-go.

#### ***Focus in fiscal 2019***

Residential growth in legacy markets will be supported with updated bundles and newly launched TiVo enhanced offerings which are expected to drive improved margin and unit performance.

Launch of our products, including TiVo, in former Metrocast markets is expected to drive bundle sales, increased video and telephony penetration and ramping Internet growth.

### **FOCUSING ON BUSINESS SERVICES IN THE ENTERPRISE MARKET WITH EXPANDED CHANNELS, ENHANCED PRODUCT OFFERINGS AND AGGRESSIVE PRICING STRATEGY**

Enterprise customers, which are typically larger and served with fibre to the premise, now contribute to approximately 60% of total business growth and will continue to serve as a growth accelerator as product offerings evolve to meet the demands of larger scale opportunities.

#### ***Progress in fiscal 2018***

Fibre based connectivity and hosted voice phone system sales have accelerated in fiscal 2018. The carrier channel which provides last mile connectivity to national and international customers is also growing rapidly.

We have implemented speed increases across all regions when integrating the MetroCast systems in order to move customers up market and increase the average revenue per user.

#### ***Focus in fiscal 2019***

Steady business services growth is expected across all markets with a continued emphasis on Enterprise opportunities. An aggressive Gigabit launch plan will be executed in remaining key markets across the network. Additionally, the launch of Hosted Voice is planned for the former Metrocast markets and the newly acquired Fiberlight markets in Florida as well as the launch of a Hosted Voice Light product in all markets, aimed at the small to medium sized business segment. The Hosted Voice offering will be expanded to nearly 100 more zip codes as an on-net strategy is expanded to a near-net strategy.

The addition of the Fiberlight network in Florida supports further expansion into the Enterprise and Carrier segment. Initiatives include on-net building sales, lighting up additional buildings with fibre, multi-point Ethernet networks and data centre to data centre services ranging from 10 Gbps to 100 Gbps.

Finally, new WiFi offerings into medium and large enterprises are planned, with a particular focus on the hospitality vertical as well as a plan to explore the leveraging of software-defined wide area network offering ("SD-WAN") to offer managed network services.

### **BUILDING ON INITIAL SUCCESSES IN EXPANDING THE FLORIDA MARKET**

The successful pursuit of bulk opportunities in the Miami market is the foundation for significant future growth in Miami and the expanded footprint.

#### ***Progress in fiscal 2018***

Atlantic Broadband has been successful in signing several large bulk residential properties, some of which are expected to come online in the first quarter of fiscal 2019.

On January 25, 2018, Atlantic Broadband signed a definitive agreement to purchase the entire South Florida fibre network from FiberLight, LLC, an industry leader in providing high-performance fibre-optic network solutions. With the completion of the agreement on October 1, 2018, we will be adding approximately 350 route miles to our existing South Florida footprint, more than doubling our existing fibre footprint in the region. The network will extend from South Miami to North Palm Beach.

### ***Focus in fiscal 2019***

Fiscal 2019 activity from the Florida expansion investment which began in fiscal year 2018 includes projected strong growth of additional primary service units, supported by additional headcount covering technical, engineering, customer care and sales and marketing functions.

Growth plans for the FiberLight investment include an expanded sales team, added sales channels, shift of product focus to include Hosted Voice, full lit fibre service and dark fibre leases as well as a standard pricing strategy.

## **IMPROVING OUR NETWORKS WITH STATE-OF-THE-ART ADVANCED TECHNOLOGIES**

We operate in an industry characterized by rapid technological innovation which will continue to require capital for the upgrade, expansion and maintenance of our network and the launch and expansion of new services.

### ***Progress in fiscal 2018***

In fiscal 2018, we installed more DOCSIS 3.1 equipment in our head ends in order to offer 1 Gbps speeds in former Atlantic Broadband and MetroCast regions. We also completed an analogue to digital bandwidth recovery project in Connecticut, reclaiming spectrum for broadband activities.

Business services benefited from the completion of SIP telephony migration providing additional scalability and features at lower costs.

Focused efforts continued for downtown Miami network extension and support of ongoing signed bulk unit contracts.

### ***Focus in fiscal 2019***

A number of projects and initiatives are planned for fiscal 2019 as our products are launched in the former Metrocast markets and as concentration continues on building and maintaining a network capable of delivering the best in Internet speeds and TV experiences to our growing customer base.

Fiscal 2019 significant projects include TiVo rollouts in former Metrocast markets combined with business edge outs in Pennsylvania, Florida and Connecticut.

Finally, we also aim to replace aging video customer premise equipment and further increase speeds in DOCSIS 3.0 markets to 250 Mbps.

## **BUSINESS ICT SERVICES SEGMENT**

### **FOCUSING ON SUSTAINABLE REVENUE GROWTH**

We remain focused on delivering sustainable revenue growth by expanding our product suite to bring relevant solutions to market and by growing our customer base through an enhanced go-to-market strategy. We believe that this approach will enable our sales organization to deliver exceptional solutions to our customers leading to loyalty, profits and growth.

### ***Progress in fiscal 2018***

During fiscal 2018, Cogeco Peer 1 expanded its product portfolio with the introduction of a SD-WAN and the addition of Managed Microsoft Azure services. Cogeco Peer 1 is one of the first international managed services providers to offer an innovative SD-WAN solution to businesses in the United States, United Kingdom and Canada. This solution offers customers a simple, secure and intelligent way to optimize their networks, ensuring they can take full advantage of our cloud, colocation and hosting services. The addition of Managed Microsoft Azure services enhances our Microsoft Azure global cloud portfolio which, in conjunction with our Cloud Connect for Microsoft Azure ExpressRoute™, unlock the full potential of Azure, accelerating our customers' transformation and simplifying their journey to the cloud. Customers who leverage Managed Azure services benefit from a secured and monitored Azure environment entirely designed for their specific business needs and managed by our team of experts.

In addition to the expansion of our product offerings, we delivered a significant upgrade of global server technology. Through new server offerings Pro Series 5.0, Storage Series 5.0 and Advanced Series 5.0, customers in all our 16 data centres have access to the newest, best-of-breed server technology that is fully capable of meeting their current and future performance needs.

We significantly enhanced our indirect sales channel with the addition of 34 new partners and new dedicated resources to help manage and drive revenue growth through these new routes to market.

Finally, we drove increased focus on professional services by offering customers the option of accessing a variety of enhanced services including custom solution design, migration services, solution audit/review and optimization as well as security vulnerability testing, all delivered by a dedicated team of experienced systems engineers.

### ***Focus in fiscal 2019***

In fiscal 2019, we will continue to consolidate our product catalogue and enhance our portfolio with additional hyper scale cloud service offerings, additional Cloud Connect offerings, along with revamped global back-up and disaster recovery services. Additional efforts are underway to further expand capabilities through best-in-class partnerships to drive incremental expansion opportunities in existing and new customer relationships. We will also continue to upgrade and future-proof our network and data centre assets through a focused multi-year network transformation initiative.

We will continue to shift our go-to-market approach to solutions via direct and indirect channels and enhance our professional services portfolio to enable the desired business outcomes of our customers. In conjunction we will work to maximize our opportunity to gain market share through value added reseller programs and relationships.

## **OPTIMIZING THE USE OF CURRENT ASSETS IN ORDER TO OPTIMIZE CASH FLOWS**

Cost containment is a core element of our financial performance. We will continue executing our strategy of tight operating and capital cost controls and rigorous customer-related processes, which generate increased free cash flow.

### ***Progress in fiscal 2018***

We have been able to reduce operating expenses in fiscal 2018 as a result of efficient management and continued integration through organizational design.

We remained focused on cash flow generation through a concerted effort to optimize capital spending and cost management, resulting in \$29 million in unlevered free cash flow.

### ***Focus in fiscal 2019***

We will continue to focus on operational efficiencies and drive improved cash flow.

## **STRENGTHENING INTERNAL PROCESSES AND SYSTEMS TO IMPROVE OPERATIONAL EFFICIENCY AND OPTIMIZE INFRASTRUCTURE**

Focus remains on tactical operational projects to optimize systems and processes.

### ***Progress in fiscal 2018***

We continued our investment in unifying our digital assets to increase discoverability and drive engagements, refined and implemented a new product introduction program and have made significant progress and investment in establishing cloud based technologies to streamline our customer experience from quotation to billing for all new product launches.

### ***Focus in fiscal 2019***

We will continue to operationalize our systems to improve the speed for provisioning for our customers and partners and improve our partner toolkit. We will improve visibility and reporting of our management controls creating opportunity for efficiencies.

## **LEVERAGING OUR GLOBAL WORKFORCE**

Cogeco Peer 1 has a truly global workforce. We believe it pays to ensure our employees fully understand and are aligned with our strategic direction. Our online goal setting framework ensures that every employee has clear objectives and feels the power of a common purpose. This strong sense of a shared mission and affiliation drives efficient team work and ensures we are positioned to meet our objectives.

### ***Progress in fiscal 2018***

Cogeco Peer 1 has implemented an industry leading leadership development program for our top performers. This program leverages some of our most gifted employees and brings them together to address our toughest challenges. Our executive team is actively engaged with program participants, providing coaching and guidance to nurture their development and ensure success on key strategic projects.

We also continue to invest in our human resource information system to enable managers to have more control and input into their employee's overall management and working conditions.

### ***Focus in fiscal 2019***

A communication plan is under way to ensure every employee fully understands our strategic plan. We will share a profound understanding of our strategy and operational focus thereby enabling independent decision making and therefore, a more agile business.



## 2.5 KEY PERFORMANCE INDICATORS AND PERFORMANCE HIGHLIGHTS

The following key performance indicators are closely monitored to ensure that business strategies and objectives are closely aligned with shareholder value creation. The key performance indicators are not measurements in accordance with IFRS and should not be considered an alternative to other measures of performance in accordance with IFRS. The Corporation's method of calculating key performance indicators may differ from other companies and, accordingly, these key performance indicators may not be comparable to similar measures presented by other companies. The Corporation measures its performance, with regard to these objectives by monitoring revenue, adjusted EBITDA<sup>(1)</sup>, free cash flow<sup>(1)</sup> and capital intensity<sup>(1)</sup> on a constant currency basis<sup>(1)</sup>.

	Actual Fiscal 2017	Revised projections <sup>(1)</sup> Fiscal 2018 (constant currency) <sup>(2)</sup>	Actual Fiscal 2018 (constant currency) <sup>(2)</sup>	Achievement of the projections Fiscal 2018
<i>(in millions of dollars, except percentages)</i>	\$		\$ %	
<b>Financial guidelines</b>				
Revenue	2,227	Increase of 11% to 13%	2,453 10.2	Under-achieved
Adjusted EBITDA	1,005	Increase of 10% to 12%	1,098 9.2	Under-achieved
Acquisitions of property, plant and equipment, intangible and other assets	428	530 to 550	524 22.4	Surpassed
Capital intensity	19.2%	21.0% to 22.0%	21.3% —	Achieved
Free cash flow	374	Decrease of 11% to 18%	325 (13.1)	Achieved

(1) Following the MetroCast acquisition completed on January 4, 2018, fiscal 2018 financial guidelines were revised to include an eight-month period of financial projections. The revised projections are presented on a constant currency basis as percentages reflecting increases/decreases over fiscal 2017.

(2) Actual results are presented in constant currency based on fiscal 2017 average foreign exchange rates of 1.3205 USD/CDN and 1.6711 GBP/CDN.

For further details on the Corporation's operating results, please refer to the "Operating and financial results", the "Segmented operating and financial results" and the "Cash flow analysis" sections.

### REVENUE

Fiscal 2018 revenue in constant currency increased by 10.2%, under-achieving the Corporation's revised projections mainly as a result of lower than expected primary services units in the Canadian broadband services segment. The operations were negatively impacted as a result of lower marketing initiatives and contact center congestion resulting from the implementation and stabilization of a new advanced customer management system during the second half of fiscal 2018. In addition, the continuing competitive pricing pressures on the hosting and network connectivity services in the Business ICT services segment also impacted fiscal 2018 revenue growth.

### ADJUSTED EBITDA

Fiscal 2018 adjusted EBITDA in constant currency increased by 9.2%, under-achieving the Corporation's revised projections mainly as a result of lower revenue than expected and additional costs in the Canadian broadband services segment to support the implementation of a new advanced customer management system during the second half of fiscal 2018. In addition, adjusted EBITDA in the Business ICT services segment was lower than expected mainly due to a decline in revenue.

### CAPITAL INTENSITY AND ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

For fiscal 2018, the Corporation invested \$524.0 million in constant currency (\$515.6 million in reported dollars) in acquisitions of property, plant and equipment, intangible and other assets, thus spending less and surpassing the Corporation's revised projections as a result of lower than expected capital expenditures in the American broadband and Business ICT services segments due to the timing of certain initiatives and a greater focus on capital expenditures optimization. For fiscal 2018, the Corporation reached a capital intensity of 21.3%, thus achieving the Corporation's revised projections.

### FREE CASH FLOW

Fiscal 2018 free cash flow in constant currency decreased by 13.1%, achieving the Corporation's revised projections mainly as a result of lower than expected capital expenditures.

(1) The indicated terms do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more details, please consult the "Non-IFRS financial measures" section of the MD&A.

## 2.6 THREE-YEAR ANNUAL FINANCIAL HIGHLIGHTS

Years ended August 31, (in thousands of dollars, except percentages and per share data)	2018 \$	2017 \$	2016 \$
<b>Operations</b>			
Revenue	2,423,549	2,226,851	2,176,149
Adjusted EBITDA	1,085,985	1,004,970	983,449
Adjusted EBITDA margin	44.8%	45.1%	45.2%
Integration, restructuring and acquisition costs	20,328	3,191	8,802
Claims and litigations	—	—	10,791
Impairment of goodwill and intangible assets	—	—	450,000
Profit (loss) for the year	356,341	299,225	(189,628)
Profit (loss) for the year attributable to owners of the Corporation	347,150	299,225	(189,628)
<b>Cash Flow</b>			
Cash flow from operating activities	694,100	956,657	745,168
Acquisitions of property, plant and equipment, intangible and other assets	515,576	428,057	467,510
Free cash flow	326,460	373,735	280,998
<b>Capital intensity</b>			
	21.3%	19.2%	21.5%
<b>Financial Condition</b>			
Cash and cash equivalents	84,725	211,185	62,286
Short-term investments	—	54,000	—
Total assets	7,167,413	5,348,380	5,333,249
Indebtedness	3,914,711	2,598,058	2,929,108
Equity attributable to owners of the Corporation	1,967,341	1,599,267	1,379,915
<b>Per Share Data<sup>(1)</sup></b>			
Earnings (loss) per share			
Basic	7.04	6.08	(3.87)
Diluted	6.98	6.03	(3.87)
Dividends	1.90	1.72	1.56

(1) Per multiple and subordinate voting shares.

## 3. OPERATING AND FINANCIAL RESULTS

### 3.1 OPERATING RESULTS

Years ended August 31, (in thousands of dollars, except percentages)	2018 <sup>(1)</sup> \$	2017 \$	Change %	Change in constant currency <sup>(2)</sup> %	Foreign exchange impact <sup>(2)</sup> \$
Revenue	2,423,549	2,226,851	8.8	10.2	(29,377)
Operating expenses	1,318,603	1,202,942	9.6	11.1	(17,719)
Management fees – Cogeco Inc.	18,961	18,939	0.1	0.1	—
Adjusted EBITDA	1,085,985	1,004,970	8.1	9.2	(11,658)
Adjusted EBITDA margin	44.8%	45.1%			

(1) Fiscal 2018 average foreign exchange rates used for translation were 1.2773 USD/CDN and 1.7220 GBP/CDN.

(2) Fiscal 2018 actuals are translated at the average foreign exchange rates of fiscal 2017 which were 1.3205 USD/CDN and 1.6711 GBP/CDN.

## REVENUE

Years ended August 31, (in thousands of dollars, except percentages)	2018 <sup>(1)</sup>	2017	Change	Change in constant currency <sup>(2)</sup>	Foreign exchange impact <sup>(2)</sup>
	\$	\$	%	%	\$
Canadian broadband services	1,299,388	1,296,455	0.2	0.2	—
American broadband services	848,083	643,135	31.9	36.0	(26,435)
Business ICT services	279,715	290,799	(3.8)	(2.8)	(2,942)
Inter-segment eliminations and other	(3,637)	(3,538)	2.8	2.8	—
Revenue	2,423,549	2,226,851	8.8	10.2	(29,377)

(1) Fiscal 2018 average foreign exchange rates used for translation were 1.2773 USD/CDN and 1.7220 GBP/CDN.

(2) Fiscal 2018 actuals are translated at the average foreign exchange rates of fiscal 2017 which were 1.3205 USD/CDN and 1.6711 GBP/CDN.

Fiscal 2018 revenue increased by 8.8% (10.2% constant currency) resulting from:

- growth in the American broadband services segment mainly due to the MetroCast acquisition completed in the second quarter of fiscal 2018; and
- stable revenue in the Canadian broadband services segment mainly due to a higher decline in primary service units in the second half of fiscal 2018 following the migration of a new advanced customer management system in the third quarter of fiscal 2018; partly offset by
- a decrease in the Business ICT services segment as a result of higher churn and the continued pricing pressure on hosting and network connectivity services.

For further details on the Corporation's revenue, please refer to the "Segmented operating results" section.

## OPERATING EXPENSES

Years ended August 31, (in thousands of dollars, except percentages)	2018 <sup>(1)</sup>	2017	Change	Change in constant currency <sup>(2)</sup>	Foreign exchange impact <sup>(2)</sup>
	\$	\$	%	%	\$
Canadian broadband services	624,733	618,223	1.1	1.2	(982)
American broadband services	477,421	371,947	28.4	32.4	(15,088)
Business ICT services	195,266	199,748	(2.2)	(1.4)	(1,611)
Inter-segment eliminations and other	21,183	13,024	62.6	62.9	(38)
Operating expenses	1,318,603	1,202,942	9.6	11.1	(17,719)

(1) Fiscal 2018 average foreign exchange rates used for translation were 1.2773 USD/CDN and 1.7220 GBP/CDN.

(2) Fiscal 2018 actuals are translated at the average foreign exchange rates of fiscal 2017 which were 1.3205 USD/CDN and 1.6711 GBP/CDN.

Fiscal 2018 operating expenses increased by 9.6% (11.1% in constant currency) mainly from:

- additional costs in the American broadband services segment due to the MetroCast acquisition;
- a slight increase in the Canadian broadband services segment;
- additional costs in Inter-segment eliminations and other resulting from efficiency projects and the timing of certain initiatives; partly offset by
- a decrease in the Business ICT services segment.

For further details on the Corporation's operating expenses, please refer to the "Segmented operating results" section.

## MANAGEMENT FEES

Fiscal 2018 management fees paid to Cogeco Inc. remained essentially the same at \$19.0 million compared to \$18.9 million for fiscal 2017. For further details on the Corporation's management fees, please refer to the "Related party transactions" section.

## ADJUSTED EBITDA

Years ended August 31, (in thousands of dollars, except percentages)	2018 <sup>(1)</sup>	2017	Change	Change in constant currency <sup>(2)</sup>	Foreign exchange impact <sup>(2)</sup>
	\$	\$	%	%	\$
Canadian broadband services	674,655	678,232	(0.5)	(0.7)	982
American broadband services	370,662	271,188	36.7	40.9	(11,347)
Business ICT services	84,449	91,051	(7.3)	(5.8)	(1,331)
Inter-segment eliminations and other	(43,781)	(35,501)	23.3	23.3	38
Adjusted EBITDA	1,085,985	1,004,970	8.1	9.2	(11,658)

(1) Fiscal 2018 average foreign exchange rates used for translation were 1.2773 USD/CDN and 1.7220 GBP/CDN.

(2) Fiscal 2018 actuals are translated at the average foreign exchange rates of fiscal 2017 which were 1.3205 USD/CDN and 1.6711 GBP/CDN.

Fiscal 2018 adjusted EBITDA increased by 8.1% (9.2% in constant currency) as a result of:

- increase in the American broadband services segment as a result of the MetroCast acquisition; partly offset by
- stable adjusted EBITDA in the Canadian broadband services segment; and
- decrease in the Business ICT services segment.

For further details on the Corporation's adjusted EBITDA, please refer to the "Segmented operating results" section.

## 3.2 INTEGRATION, RESTRUCTURING AND ACQUISITION COSTS

Fiscal 2018 integration, restructuring and acquisition costs amounted to \$20.3 million compared to \$3.2 million in the prior year which were mostly comprised of acquisition and integration costs in connection with the MetroCast acquisition completed on January 4, 2018.

## 3.3 DEPRECIATION AND AMORTIZATION

Years ended August 31, (in thousands of dollars, except percentages)	2018	2017	Change
	\$	\$	%
Depreciation of property, plant and equipment	451,503	413,016	9.3
Amortization of intangible assets	81,651	62,052	31.6
Depreciation and amortization	533,154	475,068	12.2

Fiscal 2018 depreciation and amortization expense increased by 12.2% mostly as a result of the MetroCast acquisition, partly offset by the depreciation of the US dollar against the Canadian dollar compared to the prior year.

## 3.4 FINANCIAL EXPENSE

Years ended August 31, (in thousands of dollars, except percentages)	2018	2017	Change
	\$	\$	%
Interest on long-term debt <sup>(1)</sup>	179,680	124,215	44.7
Net foreign exchange losses (gains)	(5,450)	846	—
Amortization of deferred transaction costs	1,884	2,511	(25.0)
Capitalized borrowing costs	(2,074)	(2,930)	(29.2)
Other	8,514	4,782	78.0
Financial expense	182,554	129,424	41.1

(1) Include redemption premium, write-off of unamortized deferred transaction costs and amortization of transaction costs and discounts on long-term debt.

Fiscal 2018 financial expense increased by 41.1% mainly as follows:

- higher level of Indebtedness and higher interest rates on the First Lien Credit Facilities following the MetroCast acquisition;
- early reimbursement of the Term Loan A-2, A-3 and B facilities during the second quarter of fiscal 2018 which resulted in the write-off of the unamortized deferred transaction costs of \$7.3 million; and
- early reimbursement of the US\$400 million Senior Unsecured Notes during the third quarter of fiscal 2018 which resulted in a \$6.2 million redemption premium and the write-off of unamortized deferred transaction costs of \$2.5 million; partly offset by
- reimbursement at maturity of the \$100 million Senior Unsecured Debentures in the third quarter of fiscal 2018; and
- depreciation of the US dollar against the Canadian dollar compared to the prior year.

## 3.5 INCOME TAXES

Years ended August 31, (in thousands of dollars, except percentages)	2018 \$	2017 \$	Change %
Profit before income taxes	349,949	397,287	(11.9)
Combined Canadian income tax rate	26.50%	26.50%	—
Income taxes at combined Canadian income tax rate	92,736	105,281	(11.9)
Adjustment for losses or profit subject to lower or higher tax rates	538	9,315	(94.2)
Revaluation of deferred tax assets	9,660	587	—
Impact on deferred taxes as a result of changes in substantively enacted tax rates	(89,056)	(1,714)	—
Impact on income taxes arising from non-deductible expenses and non-taxable profit	1,888	671	—
Tax impacts related to foreign operations	(23,151)	(17,009)	36.1
Other	993	931	6.7
Income taxes	(6,392)	98,062	—

Fiscal 2018 income taxes recovery amounted to \$6.4 million, representing a decrease of \$104.5 million compared to an expense of \$98.1 million for the prior year mainly attributable to:

- the effect of the federal rate reduction in the United States which reduced net deferred tax liabilities by approximately \$89 million (US \$70 million) in addition to the impact of the tax rate reduction on Atlantic Broadband's taxable income:
  - On December 22, 2017, the US Federal administration enacted the Tax Cuts and Jobs Act (the "Act"). The tax reform reduces the general federal corporate tax rate from 35% to 21% starting after 2017. In addition, the Act calls for other changes such as interest deductibility limitations, full deduction of acquisitions of tangible assets, net operating losses limitations as well as base erosion anti-avoidance, which together with tax rate reductions, will have an overall favorable impact on the income tax expense in the future.
- the decrease in profit before income taxes resulting from increases in amortization and depreciation and financial expense related to the MetroCast acquisition;
- the revaluation of deferred tax assets in the Business ICT services segment; and
- the depreciation of the US dollar against the Canadian dollar compared to the prior year.

## 3.6 PROFIT FOR THE YEAR

Years ended August 31, (in thousands of dollars, except percentages and earnings per share)	2018 \$	2017 \$	Change %
Profit for the year	356,341	299,225	19.1
Profit for the year attributable to owners of the Corporation	347,150	299,225	16.0
Profit for the year attributable to non-controlling interest <sup>(1)</sup>	9,191	—	—
Basic earnings per share	7.04	6.08	15.8

(1) The non-controlling interest represents a participation of 21% in Atlantic Broadband's results.

Fiscal 2018 profit for the year increased by 19.1% and profit for the year attributable to owners of the Corporation by 16.0% as a result of:

- the decrease in income taxes mostly related to the recent US tax reform discussed above; and
- the improvement of adjusted EBITDA mainly as a result of the MetroCast acquisition; partly offset by
- increases in depreciation and amortization, integration, restructuring and acquisition costs and financial expense mostly related to the acquisition of MetroCast.



## 4. RELATED PARTY TRANSACTIONS

Cogeco Communications is a subsidiary of Cogeco Inc. ("Cogeco"), which holds 31.7% of the Corporation's equity shares, representing 82.2% of the Corporation's voting shares.

Cogeco provides executive, administrative, financial and strategic planning services and additional services to the Corporation under a Management Services Agreement. Management fees are payable on a monthly basis, representing 0.75% of the consolidated revenue of the Corporation. In addition, the Corporation reimburses Cogeco's out-of-pocket expenses incurred with respect to services provided to the Corporation under the Agreement. Provision is made for future adjustment upon the request of either Cogeco or the Corporation should the level of management fees no longer align with the costs, time and resources committed by Cogeco. As contemplated by this provision and following the MetroCast acquisition completed on January 4, 2018, the management fees payable by the Corporation on a monthly basis were reviewed and reduced from 0.85% to 0.75% of the consolidated revenue of the Corporation, effective on January 4, 2018.

No direct remuneration is payable to Cogeco's executive officers by the Corporation. However, during fiscal 2018, the Corporation granted 126,425 (81,350 in 2017) stock options, did not grant any (nil in 2017) incentive share units ("ISUs") and granted 19,025 (12,150 in 2017) performance share units ("PSUs") to these executive officers as executive officers of Cogeco Communications. During fiscal 2018, the Corporation charged Cogeco \$915,000 (\$652,000 in 2017), \$1,000 (\$39,000 in 2017) and \$990,000 (\$660,000 in 2017), respectively, with regards to the Corporation's stock options, ISUs and PSUs granted to these executive officers.

There were no other material related party transactions during the periods covered.

## 5. CASH FLOW ANALYSIS

Years ended August 31, <i>(in thousands of dollars, except percentages)</i>	2018 \$	2017 \$	Change %
Cash flow from operating activities	694,100	956,657	(27.4)
Cash flow from investing activities	(2,248,790)	(473,213)	—
Cash flow from financing activities	1,426,136	(333,040)	—
Effect of exchange rate changes on cash and cash equivalents denominated in foreign currencies	2,094	(1,505)	—
<b>Net change in cash and cash equivalents</b>	<b>(126,460)</b>	148,899	—
Cash and cash equivalents, beginning of the year	211,185	62,286	—
<b>Cash and cash equivalents, end of the year</b>	<b>84,725</b>	211,185	(59.9)

### 5.1 OPERATING ACTIVITIES

Fiscal 2018 cash flow from operating activities decreased by 27.4% mainly as a result of:

- the increase in income taxes paid mainly as a result of the payment of income tax installments of \$85.5 million which were deferred from fiscal 2017 to the first quarter of fiscal 2018 pursuant to a corporate structure reorganization of the Canadian broadband services segment's subsidiaries in fiscal 2017 in addition to payment of tax installments in fiscal 2018;
- the decrease in changes in non-cash operating activities primarily due to changes in working capital;
- the increase in financial expense paid mainly as a result of higher level of Indebtedness and higher interest rates following the MetroCast acquisition; and
- acquisition and integration costs related to the MetroCast acquisition; partly offset by
- the improvement in adjusted EBITDA.

### 5.2 INVESTING ACTIVITIES

Fiscal 2018 investing activities increased by \$1.78 billion mainly due to:

- the MetroCast acquisition in the second quarter of fiscal 2018;
- the increase in acquisitions of property, plant and equipment, intangible and other assets; and
- the acquisition of Spectrum licenses in the Canadian broadband services segment in the fourth quarter of fiscal 2018; partly offset by
- the redemption of short-term investments.

## BUSINESS COMBINATION IN FISCAL 2018

On January 4, 2018, the Corporation's subsidiary, Atlantic Broadband, completed the acquisition of substantially all of the assets of Harron Communications, L.P. cable systems operating under the MetroCast brand name. The acquisition was accounted by using the purchase method. During the third quarter of fiscal 2018, adjustments were made to the working capital resulting in a reduction of the purchase price of \$5.2 million (US\$4.2 million). During the fourth quarter of fiscal 2018, the Corporation finalized the purchase price allocation of MetroCast.

The final purchase price allocation is as follows:

	Preliminary May 31, 2018	Final August 31, 2018
	\$	\$
<b>Purchase price</b>		
Consideration paid at closing	1,762,163	1,762,163
Working capital adjustments	(5,222)	(5,222)
	1,756,941	1,756,941
<b>Net assets acquired</b>		
Cash and cash equivalents	6	6
Trade and other receivables	5,075	5,075
Prepaid expenses and other	1,989	1,989
Property, plant and equipment	297,156	280,491
Intangible assets	874,553	944,738
Goodwill	583,209	529,689
Trade and other payables assumed	(5,047)	(5,047)
	1,756,941	1,756,941

## ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

The acquisitions of property, plant and equipment, intangible and other assets as well as the capital intensity per operating segment are as follows:

Years ended August 31,	2018	2017	Change	2018 in constant currency <sup>(1)</sup>	Change in constant currency
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%	\$	%
<b>Canadian broadband services</b>	240,749	240,130	0.3	243,117	1.2
Capital intensity	18.5%	18.5%			—
<b>American broadband services</b>	219,412	134,950	62.6	225,076	66.8
Capital intensity	25.9%	21.0%			—
<b>Business ICT services</b>	55,415	52,977	4.6	55,783	5.3
Capital intensity	19.8%	18.2%			—
<b>Consolidated</b>	515,576	428,057	20.4	523,976	22.4
Capital intensity	21.3%	19.2%			—

(1) Fiscal 2018 actuals are translated at the average foreign exchange rates of fiscal 2017 which were 1.3205 USD/CDN and 1.6711 GBP/CDN.

Fiscal 2018 acquisitions of property, plant and equipment, intangible and other assets increased by 20.4% (22.4% in constant currency) mostly due to higher capital expenditures in the American broadband services segment mainly as a result of the acquisition of several dark fibres from Fiberlight, LLC and the MetroCast acquisition.

Fiscal 2018 capital intensity reached 21.3% compared to 19.2% mainly as a result of capital expenditures growth exceeding revenue growth.

For further details on the Corporation's acquisitions of property, plant and equipment, intangible and other assets, please refer to the "Segmented operating and financial results" section.

## ACQUISITIONS OF SPECTRUM LICENSES

On June 21, 2018, Cogeco Connexion acquired 10 Spectrum licenses of 2,500 MHz in non-metropolitan areas of Ontario, from Kian Telecom, for \$8 million. In May 2018, Cogeco Connexion was also the successful bidder on 23 Spectrum licenses of 2,500 MHz and 2,300 MHz, primarily in its Ontario and Québec footprints, in the auction for residual spectrum licenses organized by Innovation, Science & Economic Development ("ISED") Canada for a total price of \$24.3 million. Both transactions were completed during the fourth quarter of fiscal 2018.

## 5.3 FREE CASH FLOW AND FINANCING ACTIVITIES

### FREE CASH FLOW

Fiscal 2018 free cash flow decreased by 12.6% (13.1% in constant currency) mainly due to:

- the increase in acquisitions of property, plant and equipment, intangible and other assets resulting mostly from the \$21.2 million (US \$16.8 million) acquisition of several dark fibres and from the MetroCast acquisition, both in the American broadband services segment;
- the increase in financial expense resulting from the MetroCast acquisition and a redemption premium related to the early reimbursement of the Senior Unsecured Notes;
- acquisition and integration costs related to the MetroCast acquisition; partly offset by
- the improvement in adjusted EBITDA; and
- the decrease in current income taxes expense.

### FINANCING ACTIVITIES

Fiscal 2018 change in cash flows arising from financing activities is mainly explained as follows:

Years ended August 31,	2018	2017	Change	Explanations
<i>(in thousands of dollars)</i>	\$	\$	\$	
Increase (decrease) in bank indebtedness	2,148	(314)	2,462	Related to the timing of payments made to suppliers.
Repayment of intercompany note payable - Cogeco Inc.	—	(40,000)	40,000	
Net increase (decrease) under the revolving facilities	384,568	(187,286)	571,854	US\$307 million revolving loan was drawn under the Term Revolving Facility following the early reimbursement of the US\$400 million Senior Unsecured Notes in the third quarter of fiscal 2018 and drawing of US\$40.4 million on the US\$150 million Senior Secured Revolving Credit Facility on January 4, 2018 to finance the MetroCast acquisition.  Repayments of the revolving facilities in fiscal 2017 as a result of generated free cash flow.
Issuance of long-term debt, net of discounts and transaction costs	2,082,408	—	2,082,408	Issuance of a US\$1.7 billion Senior Secured Term Loan B on January 4, 2018 to finance the MetroCast acquisition.
Repayment of long-term debt	(1,329,044)	(23,078)	(1,305,966)	Repayment of long-term debt including the early reimbursement of Term Loan A-2, Term Loan A-3 and Term Loan B Facilities in the second quarter of fiscal 2018 related to the MetroCast acquisition, the early reimbursement of the US\$400 million Senior Unsecured Notes and reimbursement at maturity of the \$100 million Senior Unsecured Debenture in the third quarter of fiscal 2018.  Repayments on the First Lien Credit Facilities in fiscal 2017.
Repayment of balance due on a business combination	(118)	(837)	719	
Increase in deferred transaction costs	(3,168)	(440)	(2,728)	Mainly related to the issuance of long-term debt.
	1,136,794	(251,515)	1,388,749	

## DIVIDENDS

The dividends declaration dates and payments for multiple and subordinate voting shares are as follows:

Declaration date	Record date	Payment date	Dividend per share (in dollars)
November 2, 2017	November 16, 2017	November 30, 2017	0.475
January 10, 2018	January 24, 2018	February 7, 2018	0.475
April 12, 2018	April 26, 2018	May 10, 2018	0.475
July 11, 2018	July 25, 2018	August 8, 2018	0.475
November 2, 2016	November 16, 2016	November 30, 2016	0.43
January 11, 2017	January 25, 2017	February 8, 2017	0.43
April 6, 2017	April 20, 2017	May 4, 2017	0.43
July 13, 2017	July 27, 2017	August 10, 2017	0.43

During fiscal 2018, quarterly eligible dividends of \$0.475 per share, totaling \$1.90 per share, were paid to the holders of multiple and subordinate voting shares, for a total paid of \$93.7 million. In fiscal 2017, quarterly eligible dividends of \$0.43 per share, totaling \$1.72 per share, were paid to the holders of multiple and subordinate voting shares, for a total paid of \$84.7 million. During the last five years, dividends paid per share increased by 12.2% on a compound annual basis.

Total dividends and dividends per share over the last five years are as follows:



## 6. SEGMENTED OPERATING AND FINANCIAL RESULTS

The Corporation reports its operating results in three operating segments: Canadian broadband services, American broadband services and Business ICT services. The reporting structure reflects how the Corporation manages its business activities to make decisions about resources to be allocated to the segment and to assess its performance.

### 6.1 CANADIAN BROADBAND SERVICES

#### OPERATING AND FINANCIAL RESULTS

Years ended August 31,	2018 <sup>(1)</sup>	2017	Change	Change in constant currency <sup>(2)</sup>	Foreign exchange impact <sup>(2)</sup>
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%	%	\$
Revenue	1,299,388	1,296,455	0.2	0.2	—
Operating expenses	624,733	618,223	1.1	1.2	(982)
Adjusted EBITDA	674,655	678,232	(0.5)	(0.7)	982
Adjusted EBITDA margin	51.9%	52.3%			
Acquisitions of property, plant and equipment, intangible and other assets	240,749	240,130	0.3	1.2	(2,368)
Capital intensity	18.5%	18.5%			

(1) Fiscal 2018 average foreign exchange rate used for translation was 1.2773 USD/CDN.

(2) Fiscal 2018 actuals are translated at the average foreign exchange rate of fiscal 2017 which was 1.3205 USD/CDN.

#### REVENUE

During the second half of fiscal 2018, revenue growth was significantly impacted by a higher decline in primary service units from lower new service activations due to the migration of 22 legacy customer management systems to a new advanced integrated system. The implementation of the new system during the third quarter of fiscal 2018 resulted in a higher volume of billing inquiries related to an improved bill layout, as well as service provisioning issues, which impacted Cogeco Connexion's customer service level in its contact centers. Consequently, fiscal 2018 revenue remained stable.

In addition, revenue variation is explained as follows:

- rate increases implemented in the first quarter of fiscal 2018;
- the movement of customers to higher value offerings; mostly offset by
- reduction of marketing activities during the stabilization phase of the new advanced integrated system;
- promotional pricing provided to customers; and
- last year's \$2.1 million non-recurring revenue related to settlements with suppliers recognized in the third quarter of fiscal 2017.

Excluding prior year's non-recurring revenue of \$2.1 million, fiscal 2018 revenue in constant currency would have remained stable.

#### OPERATING EXPENSES

Fiscal 2018 operating expenses increased by 1.1% (1.2% in constant currency) mainly attributable to:

- higher costs of approximately \$7.3 million driven by an increase in headcount to support the stabilization phase following the implementation of a new advanced customer management system; partly offset by
- lower programming costs resulting from a decline in video customer services; and
- a shift in product mix to higher margin Internet services from video services.

#### ADJUSTED EBITDA

Fiscal 2018 adjusted EBITDA remained stable as reported and in constant currency and by excluding last year's non-recurring revenue of \$2.1 million.



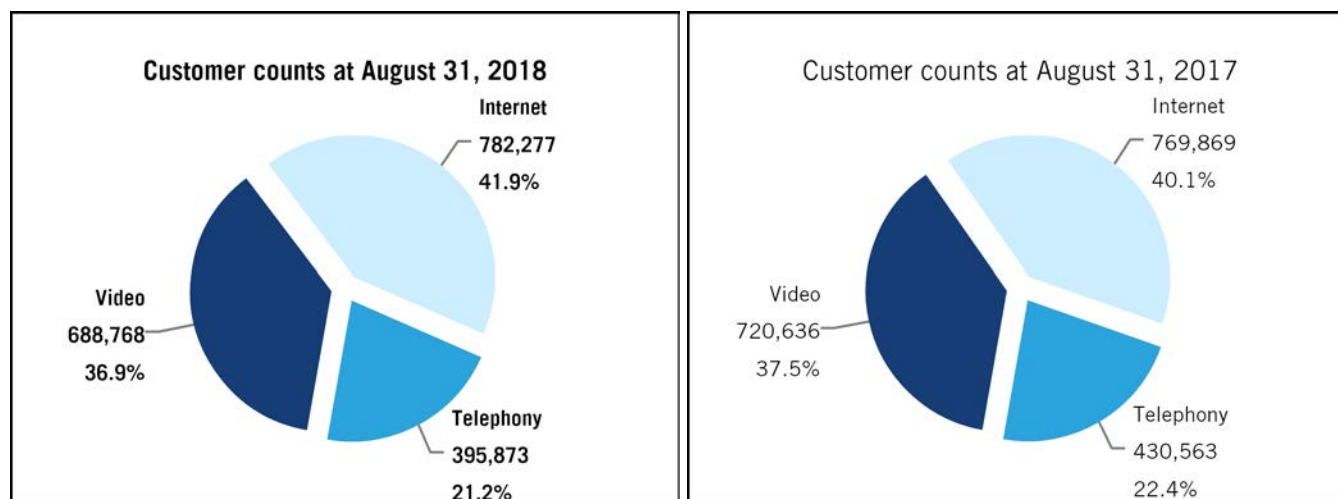
## CAPITAL INTENSITY AND ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2018 acquisitions of property, plant and equipment, intangible and other assets remained essentially the same (1.2% increase in constant currency) resulting from:

- higher purchases of customer premise equipment; and
- additional investments in network infrastructure in order to extend the network in new areas and to improve Internet speeds as well as from the purchase of additional equipment; partly offset by
- lower capital expenditures related to the implementation of a new customer management system during the third quarter of fiscal 2018.

Fiscal 2018 capital intensity remained the same at 18.5% compared to fiscal 2017 mainly as a result of comparable revenue and capital expenditures.

## CUSTOMER STATISTICS



	August 31, 2018	Net additions (losses) Years ended		% of penetration <sup>(1)(4)</sup>	
		August 31, 2018 <sup>(2)</sup>	August 31, 2017 <sup>(3)</sup>	August 31, 2018	August 31, 2017
Primary service units <sup>(1)</sup>	1,866,918	(55,849)	2,620		
Internet service customers	782,277	14,173	35,360	44.7	44.5
Video service customers	688,768	(37,035)	(20,126)	39.3	41.6
Telephony service customers <sup>(1)</sup>	395,873	(32,987)	(12,614)	22.6	24.9

(1) In the second quarter of fiscal 2018, telephony service customers have been adjusted upwards retroactively as a result of a change in reporting business customers and consequently, primary service units and penetration rates prior to that period have also been adjusted.

(2) Exclude adjustments related to the migration to the new advanced customer management system which was implemented during the third quarter of fiscal 2018.

(3) Excludes 2,247 primary service units (808 Internet services and 1,439 video services) from a business combination completed in the first quarter of fiscal 2017.

(4) As a percentage of homes passed.

During the third quarter of fiscal 2018, the Canadian broadband services segment implemented a new advanced customer management system, replacing 22 legacy systems. The implementation of this new system was a very complex transformation which required more focus than anticipated during the stabilization phase. Consequently, marketing and sales initiatives were slowed down on purpose for several months resulting in a delay of new services activation and therefore, primary services units were negatively impacted during the second half of fiscal 2018. Marketing and sales initiatives have now returned to normal while the customer management system is still in the process of stabilization.

Variations of each services are also explained as follows:

### INTERNET

Fiscal 2018 Internet service customers net additions stood at 14,173 compared to 35,360 for the prior year mainly due to:

- lower marketing and sales initiatives and contact center congestion from the implementation and stabilization of the new customer management system;
- competitive offers in the industry; and
- a higher churn following the end of promotional activity; partly offset by
- the ongoing interest in high speed offerings and in TiVo's digital advanced video services which requires an Internet subscription;
- the increased demand from Internet resellers and from the business sector; and
- the sustained interest in bundle offers.

### VIDEO

Fiscal 2018 video service customers net losses stood at 37,035 compared to 20,126 for the prior year mainly due to:

- lower marketing and sales initiatives and contact center congestion from the implementation and stabilization of the new customer management system;
- highly competitive offers in the industry; and
- a changing video consumption environment; partly offset by
- our customers' ongoing interest in video product offering, including TiVo's digital advanced video services.

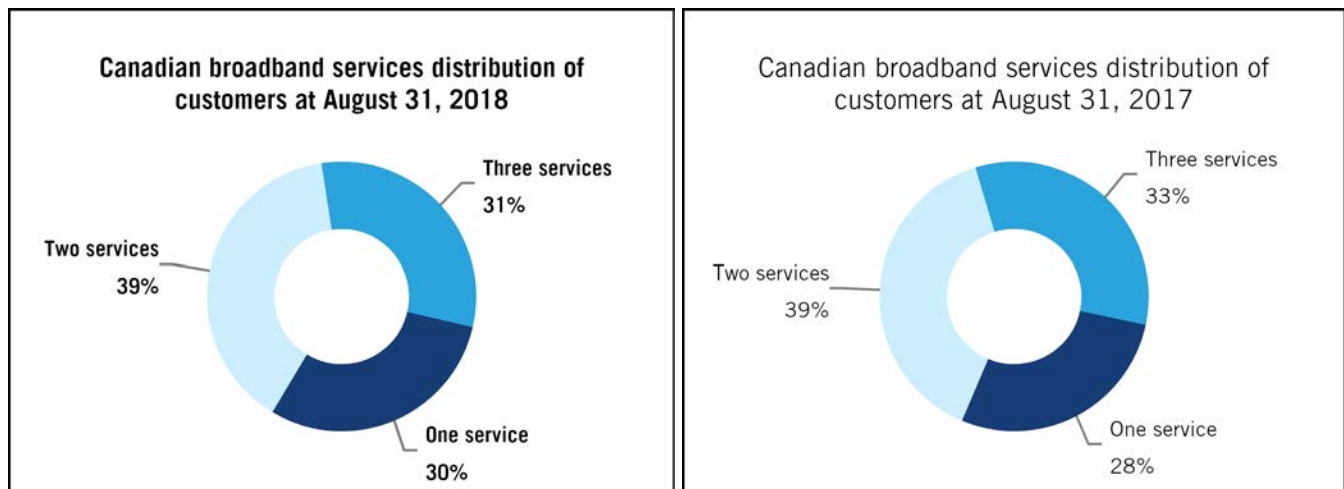
### TELEPHONY

Fiscal 2018 telephony service customers net losses amounted to 32,987 compared to 12,614 for the prior year mainly due to:

- lower marketing and sales initiatives and contact center congestion from the implementation and stabilization of the new customer management system; and
- the increasing wireless penetration in North America and various unlimited offers launched by wireless operators causing some customers to cancel their landline telephony services for wireless telephony services only.

### DISTRIBUTION OF CUSTOMERS

At August 31, 2018, 70% (72% in 2017) of the Canadian broadband services customers subscribed to two or more services. The distribution of customers by number of services for the Canadian broadband services were: 30% who subscribe to one service (28% in 2017), 39% to two services (39% in 2017) and 31% to three services (33% in 2017).



## 6.2 AMERICAN BROADBAND SERVICES

### OPERATING AND FINANCIAL RESULTS

Years ended August 31,	2018 <sup>(1)</sup>	2017	Change	Change in constant currency <sup>(2)</sup>	Foreign exchange impact <sup>(2)</sup>
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%	%	\$
Revenue	848,083	643,135	31.9	36.0	(26,435)
Operating expenses	477,421	371,947	28.4	32.4	(15,088)
Adjusted EBITDA	370,662	271,188	36.7	40.9	(11,347)
Adjusted EBITDA margin	43.7%	42.2%			
Acquisitions of property, plant and equipment, intangible and other assets	219,412	134,950	62.6	66.8	(5,664)
Capital intensity	25.9%	21.0%			

(1) Fiscal 2018 average foreign exchange rate used for translation was 1.2773 USD/CDN.

(2) Fiscal 2018 actuals are translated at the average foreign exchange rate of fiscal 2017 which was 1.3205 USD/CDN.

#### REVENUE

Fiscal 2018 revenue increased by 31.9% (36.0% in constant currency) mainly as a result of:

- the MetroCast acquisition completed in the second quarter of fiscal 2018;
- rate increases implemented in September 2017;
- the continued growth in Internet and telephony services customers; partly offset by
- a decrease in video service customers.

Excluding the MetroCast acquisition, revenue in constant currency increased by 4.3% for fiscal 2018.

#### OPERATING EXPENSES

Fiscal 2018 operating expenses increased by 28.4% (32.4% in constant currency) mainly as a result of:

- the MetroCast acquisition completed in the second quarter of fiscal 2018;
- programming rate increases;
- higher costs related to growing demands for higher Internet capacity packages;
- additional costs such as employee and outsourced services compensation costs and marketing expenses to support the continued expansion in Florida and the business sector; and
- non-recurring costs of \$3.1 million (US\$2.5 million) related to hurricane Irma.

#### ADJUSTED EBITDA

Fiscal 2018 adjusted EBITDA increased by 36.7% (40.9% in constant currency) mainly as a result of the MetroCast acquisition. Excluding the MetroCast acquisition and the non-recurring costs of \$3.1 million (US\$2.5 million) related to hurricane Irma, adjusted EBITDA in constant currency increased by 2.6% for fiscal 2018.

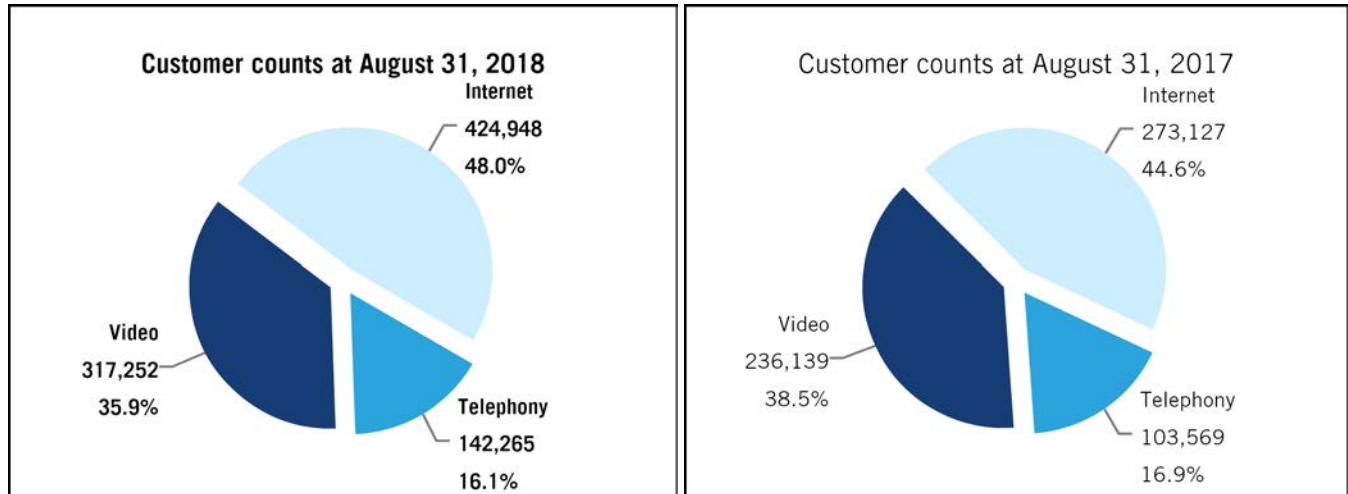
#### CAPITAL INTENSITY AND ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2018 acquisitions of property, plant and equipment, intangible and other assets increased by 62.6% (66.8% in constant currency), compared to the prior year mainly due to:

- additional investments to extend the network and improve the infrastructure in some of the areas we serve, including an expansion in Florida;
- the acquisitions of property, plant and equipment related to the recent acquisition of MetroCast; and
- the acquisition of several dark fibres throughout south Florida from FiberLight, LLC for a consideration of \$21.2 million (US\$16.8 million) during the second quarter of fiscal 2018.

Fiscal 2018 capital intensity reached 25.9% compared to 21.0% for fiscal 2017 mainly as a result of capital expenditures growth exceeding revenue growth.

## CUSTOMER STATISTICS



	August 31, 2018	Net additions (losses)		% of penetration <sup>(1)(3)</sup>	
		Years ended		August 31, 2018	August 31, 2017
		August 31, 2018 <sup>(2)</sup>	August 31, 2017		
Primary service units <sup>(1)</sup>	884,465	20,251	18,679		
Internet service customers	424,948	21,417	19,463	51.0	45.9
Video service customers	317,252	(6,760)	(7,493)	38.1	39.7
Telephony service customers <sup>(1)</sup>	142,265	5,594	6,709	17.1	17.4

(1) In the second quarter of fiscal 2018, telephony service customers have been adjusted upwards retroactively as a result of a change in reporting business customers and consequently, primary service units and penetration rates prior to that period have also been adjusted.

(2) Excludes 251,379 primary service units (130,404 Internet services, 87,873 video services and 33,102 telephony services) from the acquisition of MetroCast completed in the second quarter of fiscal 2018.

(3) As a percentage of homes passed.

### INTERNET

Fiscal 2018 Internet service customers net additions stood at 21,417 compared to 19,463 for the prior year as a result of:

- additional customers from the growth in the MetroCast footprint;
- growth in both the residential and business sectors;
- additional connects from the Florida expansion during the second quarter of fiscal 2018;
- the ongoing interest in high speed Internet offerings; and
- the sustained interest in bundle offers.

### VIDEO

Fiscal 2018 video service customers net losses stood at 6,760 compared to 7,493 for the prior year mainly from:

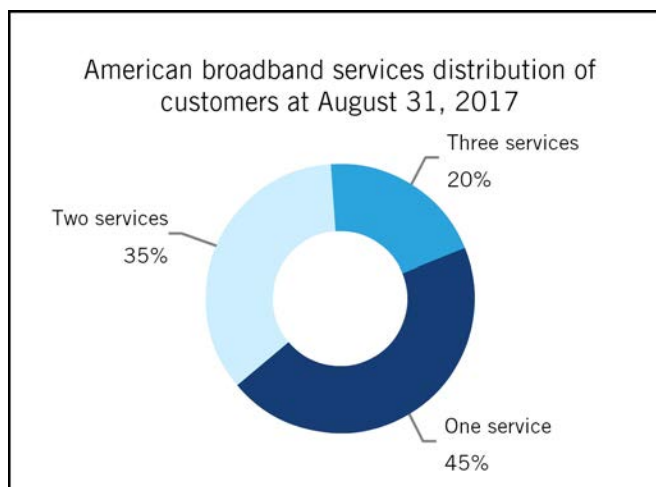
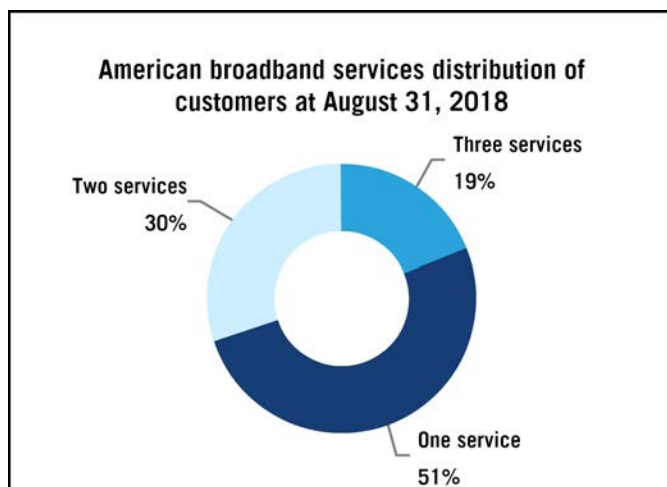
- a larger customer base resulting from the growth in the MetroCast footprint;
- additional connects from the Florida expansion; and
- our customers' ongoing interest in TiVo's digital advanced video services; partly offset by
- competitive offers in the industry and a changing video consumption environment.

### TELEPHONY

Fiscal 2018 telephony service customers net additions stood at 5,594 compared to 6,709 for the prior year mainly as a result of a slower growth in the residential sector.

### DISTRIBUTION OF CUSTOMERS

At August 31, 2018, 49% (55% in 2017) of the American broadband services customers subscribed to two or more services. The distribution of customers by number of services for the American broadband services were: 51% (45% in 2017) who subscribe to one service, 30% (35% in 2017) to two services and 19% (20% in 2017) to three services. The variation compared to the prior year is mainly due to the addition of MetroCast which has a higher proportion of customers with one and two services.



## 6.3 BUSINESS ICT SERVICES

### OPERATING AND FINANCIAL RESULTS

Years ended August 31,	2018 <sup>(1)</sup>	2017	Change	Change in constant currency <sup>(2)</sup>	Foreign exchange impact <sup>(2)</sup>
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%	%	\$
Revenue	279,715	290,799	(3.8)	(2.8)	(2,942)
Operating expenses	195,266	199,748	(2.2)	(1.4)	(1,611)
Adjusted EBITDA	84,449	91,051	(7.3)	(5.8)	(1,331)
Adjusted EBITDA margin	30.2%	31.3%			
Acquisitions of property, plant and equipment, intangible and other assets	55,415	52,977	4.6	5.3	(368)
Capital intensity	19.8%	18.2%			

(1) Fiscal 2018 average foreign exchange rates used for translation were 1.2773 USD/CDN and 1.7220 GBP/CDN.

(2) Fiscal 2018 actuals are translated at the average foreign exchange rates of fiscal 2017 which were 1.3205 USD/CDN and 1.6711 GBP/CDN.

#### REVENUE

Fiscal 2018 revenue decreased by 3.8% (2.8% in constant currency) primarily due to:

- higher churn and competitive pricing pressures on the hosting and network connectivity services; and
- last year's \$2 million non-recurring revenue related to an Indefeasible rights of use ("IRU") agreement concluded in the second quarter of fiscal 2017.

Excluding last year's non-recurring revenue of \$2 million, fiscal 2018 revenue in constant currency would have decreased by 2.1%.

#### OPERATING EXPENSES

Fiscal 2018 operating expenses decreased by 2.2% (1.4% in constant currency) mainly due to:

- lower marketing expenses due to the timing of certain initiatives;
- lower software licenses and fees paid to third parties as a result of lower revenue; partly offset by
- last year's \$1.8 million gain on disposal of property, plant and equipment recognized as a reduction of operating expenses in the first quarter of fiscal 2017; and
- higher facilities costs.

#### ADJUSTED EBITDA

Fiscal 2018 adjusted EBITDA decreased by 7.3% (5.8% in constant currency), mainly due to declining revenue and non-recurring items. Excluding last year's non-recurring revenue of \$2 million and non-recurring gain of \$1.8 million described above, fiscal 2018 adjusted EBITDA in constant currency would have decreased by 1.7%.



## CAPITAL INTENSITY AND ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2018 acquisitions of property, plant and equipment, intangible and other assets increased by 4.6% (5.3% in constant currency) resulting mainly from:

- additional capital expenditures from the operational projects to optimize systems and processes; and
- the timing of certain initiatives.

Fiscal 2018 capital intensity reached 19.8% compared to 18.2% for the prior year as a result of declining revenue combined with an increase in acquisitions of property, plant and equipment, intangible and other assets.

## 7. FINANCIAL POSITION

### 7.1 WORKING CAPITAL

As part of the usual conduct of its business, Cogeco Communications maintains a working capital deficiency due to a low level of trade and other receivables since a large proportion of the Corporation's customers pay before their services are rendered, while trade and other payables are usually paid after products are delivered or services are rendered, enabling the Corporation to use the resulting cash and cash equivalents to reduce indebtedness.

The variations are as follows:

<i>(in thousands of dollars)</i>	August 31, 2018	August 31, 2017	Change	Explanations
	\$	\$	\$	
<b>Current assets</b>				
Cash and cash equivalents	84,725	211,185	(126,460)	Please refer to the "Cash flow analysis" section.
Short-term investments	—	54,000	(54,000)	\$20 million of short-term investments matured in October 2017 and \$34 million matured in May 2018.
Trade and other receivables	97,294	90,387	6,907	Non significant.
Income taxes receivable	24,976	4,210	20,766	Mostly related to income tax installments made during the first quarter of fiscal 2018 in the Canadian broadband services segment.
Prepaid expenses and other	29,473	20,763	8,710	Increase in prepayments for annual maintenance agreements.
Derivative financial instrument	1,330	98	1,232	Non significant.
	<b>237,798</b>	<b>380,643</b>	<b>(142,845)</b>	
<b>Current liabilities</b>				
Bank indebtedness	5,949	3,801	2,148	Non significant.
Trade and other payables	302,806	316,762	(13,956)	Timing of payments made to suppliers.
Provisions	25,887	23,010	2,877	Non significant.
Income tax liabilities	16,133	103,649	(87,516)	Timing of payments of income taxes related to the deferral to the first quarter of fiscal 2018 of income tax installments pursuant to a corporate structure reorganization of the Canadian broadband services segment subsidiaries in fiscal 2017 in addition to the payments of income taxes installments related to fiscal 2018.
Deferred and prepaid revenue	67,699	85,005	(17,306)	Mostly related to the change in the billing cycles as a result of the implementation of a new customer management system during the third quarter of fiscal 2018 in the Canadian broadband services segment.
Balance due on a business combination	—	118	(118)	Non significant.
Derivative financial instruments	—	192	(192)	Non significant.
Current portion of long-term debt	77,188	131,915	(54,727)	Mostly related to the reimbursement of the \$100 million Senior Unsecured Debenture maturing in March 2018, partly offset by the inclusion of a \$55 million Senior Secured Notes Series B maturing in October 2018 and the appreciation of the US dollar against the Canadian dollar.
	<b>495,662</b>	<b>664,452</b>	<b>(168,790)</b>	
<b>Working capital deficiency</b>	<b>(257,864)</b>	<b>(283,809)</b>	<b>25,945</b>	

## 7.2 OTHER SIGNIFICANT CHANGES

	August 31, 2018	August 31, 2017	Change	Explanations
(in thousands of dollars)	\$	\$	\$	
<b>Non-current assets</b>				
Property, plant and equipment	2,302,676	1,947,239	355,437	Mostly related to the MetroCast acquisition in the second quarter of fiscal 2018 combined with capital expenditures exceeding depreciation expense and the appreciation of the US dollar and the British Pound against the Canadian dollar.
Intangible assets	2,971,088	1,978,302	992,786	Mostly related to the MetroCast acquisition in the second quarter of fiscal 2018, Spectrum licenses acquisition in the fourth quarter of fiscal 2018 and the appreciation of the US dollar and the British Pound against the Canadian dollar, partly offset by the excess of amortization expense over the acquisition of intangible and other assets.
Goodwill	1,608,446	1,023,424	585,022	Related to the MetroCast acquisition combined with the appreciation of the US dollar and the British Pound against the Canadian dollar.
<b>Non-current liabilities</b>				
Long-term debt	3,781,020	2,444,518	1,336,502	Issuance of a US\$1.7 billion Senior Secured Term Loan B and drawing of US\$40.4 million on a US\$150 million Senior Secured Revolving Credit Facility on January 4, 2018 to finance the MetroCast acquisition combined with the appreciation of the US dollar against the Canadian dollar, partly offset by the repayments of Term Loan A-2, Term Loan A-3 and Term Loan B Facilities in the second quarter of fiscal 2018 as well as the early reimbursement of a US\$400 million Senior Unsecured Notes in the third quarter of fiscal 2018.
Deferred tax liabilities	543,856	603,747	(59,891)	Mostly related to the US tax reform, partly offset by the appreciation of the US dollar against the Canadian dollar.
<b>Shareholders' equity</b>				
Equity attributable to non-controlling interest	336,190	—	336,190	Equity investment of US\$315 million made by CDPQ in Atlantic Broadband's holding company for the MetroCast acquisition, representing 21% of Atlantic Broadband.

## 8. CAPITAL RESOURCES AND LIQUIDITY

### 8.1 CAPITAL STRUCTURE

The table below summarizes debt-related financial ratios over the last two fiscal years and the fiscal 2019 guidelines:

Years ended August 31,	2019 Guidelines <sup>(1)</sup>	2018	2017
Average cost of indebtedness <sup>(2)</sup>	4.2%	4.4%	4.4%
Fixed rate indebtedness <sup>(3)</sup>	72%	72%	78%
Average term: long-term debt (in years)	4.5	5.7	4.0
Net secured indebtedness <sup>(4)</sup> / adjusted EBITDA <sup>(6)</sup>	3.0	3.5	1.7
Net indebtedness <sup>(5)</sup> / adjusted EBITDA <sup>(6)</sup>	3.0	3.5	2.3
Adjusted EBITDA / financial expense <sup>(6)</sup>	N/A <sup>(7)</sup>	5.9	7.8

(1) Based on mid-range guidelines.

(2) Excludes amortization of deferred transaction costs and commitment fees but includes the impact of interest rate swaps. Potential variations in the US LIBOR rates in fiscal 2019 have not been considered.

(3) Taking into consideration the interest rate swaps in effect at the end of each fiscal year.

(4) Net secured indebtedness is defined as the aggregate of bank indebtedness, balance due on business combination and principal on long-term debt, less cash and cash equivalents, short-term investments and principal on Senior Unsecured Debenture and Senior Unsecured Notes.

(5) Net indebtedness is defined as the aggregate of bank indebtedness, balance due on a business combination and principal on long-term debt, less cash and cash equivalents and short-term investments.

(6) Adjusted EBITDA and financial expense for fiscal year 2018 include eight months of MetroCast operations.

(7) Specific guidance on interest coverage cannot be provided given that financial expense guidance is not provided.

In fiscal 2019, the financial leverage ratio relating to net indebtedness over adjusted EBITDA should decline as a result of growing adjusted EBITDA and a projected reduction in Indebtedness from generated free cash flow.

## 8.2 OUTSTANDING SHARE DATA

A description of Cogeco Communications' share data at September 30, 2018 is presented in the table below. Additional details are provided in note 18 of the consolidated financial statements.

<i>(in thousands of dollars, except number of shares/options)</i>	Number of shares/options	Amount \$
<b>Common shares</b>		
Multiple voting shares	15,691,100	98,346
Subordinate voting shares	33,887,314	937,810
<b>Options to purchase subordinate voting shares</b>		
Outstanding options	806,193	
Exercisable options	263,908	

## 8.3 FINANCING

In May 2018, the Corporation proceeded to the early reimbursement of its US\$400 million Senior Unsecured Notes and drew a US\$307 million revolving loan under its Term Revolving Facility.

On January 4, 2018, in connection with the financing of the MetroCast acquisition, a new \$2.1 billion (US\$1.7 billion) Senior Secured Term Loan B maturing January 2025, and a \$188 million (US\$150 million) Senior Secured Revolving facility maturing January 2023 were entered into by two of Cogeco Communications' US subsidiaries, whereby \$733 million (US\$583 million) was used to reimburse the pre-existing Term Loan A-2, A-3, B and Revolving Facility.

On December 11, 2017, the Corporation extended its \$800 million Term Revolving Facility maturity date by an additional year until January 24, 2023.

Since October 2017, a US subsidiary of Cogeco Communications has entered into eight interest rate swap agreements on a notional amount totalling US\$1.1 billion of its LIBOR based loans. These agreements have the effect of converting the floating US LIBOR benchmark base rate, excluding the applicable credit spread, into an average fixed rate of 2.06%, for maturities between January 31, 2021 and November 30, 2024, under the US\$1.7 billion Senior Secured Term Loan B.

At August 31, 2018, the Corporation had used \$413.3 million of its \$800 million Term Revolving Facility for a remaining availability of \$386.7 million. In addition, two subsidiaries related to Atlantic Broadband benefit from a Revolving Facility of \$195.8 million (US\$150 million), of which \$28.9 million (US\$22.1 million) was used at August 31, 2018 for a remaining availability of \$166.9 million (US\$127.9 million).

## 8.4 CREDIT RATINGS

The table below shows Cogeco Communications' and Atlantic Broadband's credit ratings:

At August 31, 2018	S&P	DBRS	Fitch	Moody's
<b>Cogeco Communications</b>				
Senior Secured Notes and Debentures	BBB-	BBB (low)	BBB-	NR
<b>Atlantic Broadband</b>				
First Liens Credit Facilities	BB-	NR	NR	B1

NR : Not rated

Our ability to access debt capital markets and bank credit markets and the cost and amount of funding available partly depends on the quality of our credit ratings. Obligations rated in the "BBB" category are considered investment grade and their cost of funding is typically lower relative to the "BB/B" rating category. In addition, obligations with BBB ratings generally have greater access to funding than those with "BB/B" ratings.

## 8.5 FINANCIAL MANAGEMENT

### Interest rate risk

The Corporation is exposed to interest rate risks on its floating interest rate instruments. Interest rate fluctuations will have an effect on the repayment of these instruments. At August 31, 2018, all of the Corporation's long-term debt was at fixed rate, except for the amounts drawn under the Term Revolving Facility and First Lien Credit Facilities, which are subject to floating interest rates.

To reduce the risk on the floating interest rate instruments, the Corporations' US subsidiary entered into interest rate swap agreements. The following table shows the interest rate swaps outstanding at August 31, 2018:

Type of hedge	Notional amount	Receive interest rate	Pay interest rate	Maturity	Hedged item
Cash flow	US\$1.175 billion	US Libor base rate	0.987% - 2.262%	July 2019 - November 2024	Senior Secured Term Loan B

The sensitivity of the Corporation's annual financial expense to an increase of 1% in the interest rate applicable to the unhedged portion of these facilities would represent an increase of approximately \$11.1 million based on the outstanding debt at August 31, 2018.

### Foreign exchange risk

The Corporation is exposed to foreign exchange risk with respect to the interest associated with its long-term debt denominated in US dollars. The impact of a 10% increase in the exchange rate of the US dollar into Canadian dollars would increase financial expense by approximately \$13.6 million based on the outstanding debt at August 31, 2018.

Furthermore, the Corporation's net investments in foreign operations are exposed to market risk attributable to fluctuations in foreign currency exchange rates, primarily changes in the values of the Canadian dollar versus the US dollar and British Pound. This risk related to the US dollar is mitigated since the major part of the purchase prices for Atlantic Broadband and Cogeco Peer 1 were borrowed directly in US dollars.

The following table shows the net investments in foreign operations outstanding at August 31, 2018:

Type of hedge	Notional amount of debt	Aggregate investments	Hedged item
Net investment	US\$700 million	US\$963.1 million	Net investments in foreign operations in US dollar
N/A	£—	£24.7 million	N/A

The exchange rates used to convert the US dollar currency and British Pound currency into Canadian dollar for the consolidated statement of financial position accounts at August 31, 2018 was \$1.3055 (\$1.2536 in 2017) per US dollar and \$1.6931 (\$1.6161 in 2017) per British Pound. A 10% decrease in the exchange rates of the US dollar and British Pound into Canadian dollars would decrease other comprehensive income by approximately \$38.5 million.

## 8.6 FOREIGN CURRENCY

For the year ended August 31, 2018, the average rates prevailing used to convert the operating results of the American broadband services and a portion of the Business ICT services segments were as follows:

Years ended August 31,	2018	2017	Change	Change
	\$	\$	\$	%
US dollar vs Canadian dollar	1.2773	1.3205	(0.04)	(3.3)
British Pound vs Canadian dollar	1.7220	1.6711	0.05	3.0

The following table highlights in Canadian dollars, the impact of a \$0.04 appreciation of the Canadian dollar against the US dollar and a \$0.05 depreciation of the Canadian dollar against the British Pound on Cogeco Communications' segmented and consolidated operating results for the year ended August 31, 2018:

	Canadian broadband services	American broadband services	Business ICT services	Consolidated <sup>(1)</sup>
Year ended August 31, 2018 (in thousands of dollars)	Exchange rate impact \$	Exchange rate impact \$	Exchange rate impact \$	Exchange rate impact \$
Revenue	—	(26,435)	(2,942)	(29,377)
Operating expenses	(982)	(15,088)	(1,611)	(17,719)
Management fees - Cogeco Inc.				—
Adjusted EBITDA	982	(11,347)	(1,331)	(11,658)
Acquisitions of property, plant and equipment, intangible and other assets	(2,368)	(5,664)	(368)	(8,400)
Free cash flow				1,735

(1) The consolidated results do not correspond to the addition of the operating segment's results as inter-segment eliminations and other are not presented.

## 8.7 COMMITMENTS AND GUARANTEES

Cogeco Communications' contractual obligations at August 31, 2018 are shown in the table below:

Years ended August 31, (in thousands of dollars)	2019	2020	2021	2022	2023	Thereafter	Total
	\$	\$	\$	\$	\$	\$	\$
Long-term debt <sup>(1)</sup>	77,194	22,194	222,193	222,193	753,009	2,611,979	3,908,762
Operating lease agreements <sup>(2)</sup>	33,940	33,576	33,267	29,521	27,930	71,014	229,248
Other long-term contracts <sup>(3)</sup>	34,783	16,097	11,993	6,837	5,833	25,289	100,832
Acquisition of property, plant and equipment and intangible assets <sup>(4)</sup>	35,480	13,055	14,361	16,972	18,277	20,888	119,033
<b>Total contractual obligations</b>	<b>181,397</b>	<b>84,922</b>	<b>281,814</b>	<b>275,523</b>	<b>805,049</b>	<b>2,729,170</b>	<b>4,357,875</b>

(1) Includes principal.

(2) Include operating lease agreements for rent of premises and support structures.

(3) Include long-term commitments with suppliers to provide services including minimum spend commitments.

(4) Include minimum spend commitments under acquisitions of customer premise equipments and software licenses.

In the normal course of business, the Corporation provides indemnification in conjunction with certain transactions. While many of the agreements specify a maximum potential exposure, some do not specify a maximum amount. The overall maximum amount of an indemnification obligation will depend on future events and conditions and therefore cannot be reasonably estimated. As a result, we cannot determine how they could affect our future liquidity, capital resources or credit risk profile. At August 31, 2018 and 2017, no liability has been recorded with respect to these indemnifications, except for those disclosed in Note 16 of the consolidated financial statements.

### PURCHASE OF A FIBRE NETWORK AND CORRESPONDING ASSETS

On December 30, 2017, the Corporation's subsidiary, Atlantic Broadband, signed an Asset Purchase Agreement ("APA") with FiberLight, LLC to acquire all of its fibre network and corresponding assets owned on the East Coast of south Florida for a consideration of US\$34 million, which was subject to regulatory approvals and customary closing adjustments. This transaction was completed on October 1, 2018.

### BUSINESS COMBINATIONS AND ASSET DISPOSALS

In connection with the acquisition or sale of a business or assets, in addition to possible indemnifications relating to failure to perform covenants and breach of representations and warranties, the Corporation has agreed to indemnify the seller or the purchaser against claims related to events that occurred prior to the date of acquisition or sale.

### LONG-TERM DEBT

Under the terms of the Senior Secured Notes, the Corporation has agreed to indemnify the lenders against changes in regulations relative to withholding taxes and costs incurred due to changes in laws.

### SALE OF SERVICES

As part of transactions involving the sale of services, the Corporation and its subsidiaries may be required to make payments to counterparties as a result of breaches of representations and warranties made into the service agreements.

### PURCHASE AND DEVELOPMENT OF ASSETS

As part of transactions involving the purchase and development of assets, the Corporation and its subsidiaries may be required to pay counterparties for costs and losses incurred as a result of breaches of representations and warranties contained in the purchase agreements.



## 9. QUARTERLY OPERATING RESULTS

### 9.1 QUARTERLY FINANCIAL HIGHLIGHTS

Quarters ended	Fiscal 2018				Fiscal 2017			
	Nov. 30	Feb. 28	May 31	Aug. 31	Nov. 30	Feb. 28	May 31	Aug. 31
<i>(in thousands of dollars, except percentages and per share data)</i>								
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	553,625	598,938	637,129	633,857	549,090	560,875	565,158	551,728
Adjusted EBITDA	247,482	268,083	287,305	283,115	249,703	253,839	254,233	247,195
Adjusted EBITDA margin	44.7%	44.8%	45.1%	44.7%	45.5%	45.3%	45.0%	44.8%
Integration, restructuring and acquisition costs	392	15,999	2,260	1,677	—	—	—	3,191
Profit for the period	76,469	141,763	64,538	73,571	75,024	76,663	76,203	71,335
Profit for the period attributable to owners of the Corporation	76,469	138,887	61,260	70,534	75,024	76,663	76,203	71,335
Cash flow from operating activities	6,267	214,514	187,200	286,119	123,461	245,550	241,689	345,957
Acquisitions of property, plant and equipment, intangible and other assets	96,158	127,264	111,960	180,194	96,494	86,199	100,202	145,162
Free cash flow	102,300	64,017	108,463	51,680	101,379	116,787	104,728	50,841
Capital intensity	17.4%	21.2%	17.6%	28.4%	17.6%	15.4%	17.7%	26.3%
Earnings per share <sup>(1)(2)</sup>								
Basic	1.55	2.82	1.24	1.43	1.53	1.56	1.55	1.45
Diluted	1.54	2.79	1.23	1.42	1.52	1.55	1.54	1.44
Dividend per share	0.475	0.475	0.475	0.475	0.43	0.43	0.43	0.43

(1) The addition of quarterly information may not correspond to the annual total due to rounding.

(2) Per multiple and subordinate voting share.

### 9.2 SEASONAL VARIATIONS

Cogeco Communications' operating results are not generally subject to material seasonal fluctuations except as follows. In the Canadian and American broadband services segments, the number of Internet and video services customers are generally lower in the second half of the fiscal year as a result of a decrease in economic activity due to the beginning of the vacation period, the end of the television season, and students leaving their campuses at the end of the school year. Cogeco Communications offers its services in several university and college towns such as Kingston, Windsor, St.Catharines, Hamilton, Peterborough, Trois-Rivières and Rimouski in Canada and in Pennsylvania, and to a lesser extent in South Carolina, eastern Connecticut, Maryland and Delaware in the United States. In the American broadband services segment, the Miami and New Hampshire/Maine areas are also subject to seasonal fluctuations due to the winter and summer seasons.

## 9.3 FOURTH-QUARTER OPERATING AND FINANCIAL RESULTS

### CONSOLIDATED

#### OPERATING AND FINANCIAL RESULTS

	Three-months ended				
	August 31, 2018 <sup>(1)</sup>	August 31, 2017	Change	Change in constant currency <sup>(2)</sup>	Foreign exchange impact <sup>(2)</sup>
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%	%	\$
Revenue	633,857	551,728	14.9	13.9	5,225
Operating expenses	345,946	299,880	15.4	14.3	3,331
Management fees – Cogeco Inc.	4,796	4,653	3.1	3.1	—
Adjusted EBITDA	283,115	247,195	14.5	13.8	1,894
Adjusted EBITDA margin	44.7%	44.8%			

(1) For the three-month period ended August 31, 2018, the average foreign exchange rates used for translation were 1.3100 USD/CDN and 1.7175 GBP/CDN.

(2) Fiscal 2018 actuals are translated at the average foreign exchange rates of the comparable period of fiscal 2017 which were 1.2864 USD/CDN and 1.6614 GBP/CDN.

#### REVENUE

Fiscal 2018 fourth-quarter revenue increased by 14.9% (13.9% in constant currency) mainly due to:

- growth of 55.9% (53.1% in constant currency) in the American broadband services segment mainly attributable to the MetroCast acquisition completed in the second quarter of fiscal 2018; partly offset by
- a decrease of 1.6% (1.6% in constant currency) in the Canadian broadband services segment; and
- a decrease of 1.3% (2.4% in constant currency) in the Business ICT services segment.

#### OPERATING EXPENSES

Fiscal 2018 fourth-quarter operating expenses increased by 15.4% (14.3% in constant currency) mainly due to:

- additional costs in the American broadband services segment due to the MetroCast acquisition; partly offset by
- stable operating expenses in the Canadian broadband services segment; and
- a decrease in the Business ICT services segment.

#### MANAGEMENT FEES

Fiscal 2018 fourth-quarter management fees paid to Cogeco Inc. remained essentially the same at \$4.8 million compared to \$4.7 million for the same period fiscal 2017.

#### ADJUSTED EBITDA

Fiscal 2018 fourth-quarter adjusted EBITDA increased by 14.5% (13.8% in constant currency) resulting from:

- an increase of 67.3% (64.3% in constant currency) in the American broadband services segment as a result of the MetroCast acquisition; and
- stable adjusted EBITDA, as reported and in constant currency, in the Business ICT services segment; partly offset by
- a decrease of 3.2% (3.0% in constant currency) in the Canadian broadband services segment.

#### INTEGRATION, RESTRUCTURING AND ACQUISITION COSTS

Fiscal 2018 fourth-quarter integration, restructuring and acquisition costs amounted to \$1.7 million compared to \$3.2 million for the same period of the prior year which were mostly comprised of acquisition and integration costs in connection with the MetroCast acquisition.

## DEPRECIATION AND AMORTIZATION

Three-months ended August 31, <i>(in thousands of dollars, except percentages)</i>	2018 \$	2017 \$	Change %
Depreciation of property, plant and equipment	122,589	101,811	20.4
Amortization of intangible assets	22,187	15,331	44.7
Depreciation and amortization	144,776	117,142	23.6

Fiscal 2018 fourth-quarter depreciation and amortization expense increased by 23.6% mostly as a result of the MetroCast acquisition combined with the appreciation of the US dollar and British Pound against the Canadian dollar compared to the same period of the prior year.

## FINANCIAL EXPENSE

Three-months ended August 31, <i>(in thousands of dollars, except percentages)</i>	2018 \$	2017 \$	Change %
Interest on long-term debt	46,127	30,511	51.2
Net foreign exchange losses (gains)	(1,829)	1,758	—
Amortization of deferred transaction costs	441	624	(29.3)
Capitalized borrowing costs	(162)	(833)	(80.6)
Other	987	1,007	(2.0)
Financial expense	45,564	33,067	37.8

Fiscal 2018 fourth-quarter financial expense increased by 37.8% mainly as follows:

- higher level of Indebtedness and higher interest rates on the First Lien Credit Facilities following the MetroCast acquisition; and
- the appreciation of the US dollar against the Canadian dollar compared to same period of the prior year; partly offset by
- early reimbursement of the US\$400 million Senior Unsecured Notes during the third quarter of fiscal 2018; and
- reimbursement at maturity of the \$100 million Senior Unsecured Debentures in the third quarter of fiscal 2018.

## INCOME TAXES

Three-months ended August 31, <i>(in thousands of dollars, except percentages)</i>	2018 \$	2017 \$	Change %
Profit for the period before income taxes	91,098	93,795	(2.9)
Combined Canadian income tax rate	26.50%	26.50%	—
Income taxes at combined Canadian income tax rate	24,141	24,855	(2.9)
Adjustment for losses or profit subject to lower or higher tax rates	141	969	(85.4)
Revaluation of deferred tax assets	802	616	30.2
Impact on income taxes arising from non-deductible expenses and non-taxable profit	(201)	582	—
Tax impacts related to foreign operations	(6,829)	(4,247)	60.8
Other	(527)	(315)	67.3
Income taxes	17,527	22,460	(22.0)

Fiscal 2018 fourth-quarter income taxes expense decreased by 22.0% compared to the same period of the prior year mainly attributable to:

- the effect of the federal rate reduction in the United States;
- the decrease in profit before income taxes resulting from increases in amortization and depreciation and financial expense related to the MetroCast acquisition; partly offset by
- the appreciation of the US dollar against the Canadian dollar compared to the same period of the prior year.

## PROFIT FOR THE PERIOD

Three-months ended August 31, <i>(in thousands of dollars, except percentages and earnings per share)</i>	2018 \$	2017 \$	Change %
Profit for the period	73,571	71,335	3.1
Profit for the period attributable to owners of the Corporation	70,534	71,335	(1.1)
Profit for the period attributable to non-controlling interest <sup>(1)</sup>	3,037	—	—
Basic earnings per share	1.43	1.45	(1.4)

(1) The non-controlling interest represents a participation of 21% in Atlantic Broadband's results.

Fiscal 2018 fourth-quarter profit for the period increased by 3.1% and profit for the period attributable to owners of the Corporation remained stable as a result of:

- the improvement of adjusted EBITDA mainly as a result of the MetroCast acquisition; and
- the decrease in income taxes mostly related to the recent US tax reform; partly offset by
- increases in depreciation and amortization and financial expense mostly related to the acquisition of MetroCast.

## CANADIAN BROADBAND SERVICES

### OPERATING AND FINANCIAL RESULTS

Three-months ended August 31, <i>(in thousands of dollars, except percentages)</i>	2018 <sup>(1)</sup> \$	2017 \$	Change %	Change in constant currency <sup>(2)</sup> %	Foreign exchange impact <sup>(2)</sup> \$
Revenue	319,529	324,854	(1.6)	(1.6)	—
Operating expenses	155,555	155,499	—	(0.2)	374
Adjusted EBITDA	163,974	169,355	(3.2)	(3.0)	(374)
Adjusted EBITDA margin	51.3%	52.1%			
Acquisitions of property, plant and equipment, intangible and other assets	88,263	85,549	3.2	2.0	1,007
Capital intensity	27.6%	26.3%			

(1) For the three-month period ended August 31, 2018, the average foreign exchange rate used for translation was 1.3100 USD/CDN.

(2) Fiscal 2018 actuals are translated at the average foreign exchange rate of the comparable period of fiscal 2017 which was 1.2864 USD/CDN.

### REVENUE

Fiscal 2018 fourth-quarter revenue decreased by 1.6% resulting from a higher decline in primary service units from lower new service activations due to the migration of 22 legacy customer management systems to a new advanced integrated system. The implementation of the new system during the third quarter of fiscal 2018 resulted in a higher volume of billing inquiries related to an improved bill layout, as well as service provisioning issues, which impacted Cogeco Connexion's customer service level in its contact centers. In addition, revenue also decreased due to a reduction of marketing activities during the stabilization phase and promotional pricing provided to customers, partly offset by rate increases implemented in the first quarter of fiscal 2018.

### OPERATING EXPENSES

Fiscal 2018 fourth-quarter operating expenses remained essentially the same, as reported and in constant currency, mainly attributable to:

- higher costs of approximately \$6.9 million driven by an increase in headcount to support the stabilization phase of the new advanced customer management system; partly offset by
- lower programming costs resulting from a decline in video customer services; and
- lower professional fees following the implementation in the third quarter of fiscal 2018 of the new advanced customer management system.

### ADJUSTED EBITDA

Fiscal 2018 fourth-quarter adjusted EBITDA decreased by 3.2% (3.0% in constant currency) mainly as a result of a decline in revenue and stable operating expenses.

## ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2018 fourth-quarter acquisitions of property, plant and equipment, intangible and other assets increased by 3.2% (2.0% in constant currency) resulting from:

- additional investments in network infrastructure in order to extend the network in new areas and to improve Internet speed offerings;
- higher purchases of customer premise equipment; partly offset by
- lower network equipment due to the timing of certain initiatives; and
- lower capital expenditures related to the implementation of a new customer management system during the third quarter of fiscal 2018.

Fiscal 2018 fourth-quarter capital intensity reached 27.6% compared to 26.3% for the same period of the prior year as a result of capital expenditures growth combined with revenue decline.

## CUSTOMER STATISTICS

	August 31, 2018	Net additions (losses) Three-months ended August 31,	
		2018 <sup>(2)</sup>	2017
Primary service units <sup>(1)</sup>	1,866,918	(35,818)	(8,969)
Internet service customers	782,277	(2,965)	5,519
Video service customers	688,768	(15,953)	(9,065)
Telephony service customers <sup>(1)</sup>	395,873	(16,900)	(5,423)

(1) In the second quarter of fiscal 2018, telephony service customers have been adjusted upwards retroactively as a result of a change in reporting business customers and consequently, primary service units prior to that period have also been adjusted.

(2) Exclude adjustments related to the migration to the new advanced customer management system which was implemented during the third quarter of fiscal 2018.

During the third quarter of fiscal 2018, the Canadian broadband services segment implemented a new advanced customer management system, replacing 22 legacy systems. The implementation of this new system was a very complex transformation which required more focus than anticipated during the stabilization phase. Consequently, marketing and sales initiatives were slowed down on purpose for several months resulting in a delay of new services activation and therefore, primary services units were negatively impacted during the second half of fiscal 2018. Marketing and sales initiatives have now returned to normal while the customer management system is still in the process of stabilization.

## INTERNET

Fiscal 2018 fourth-quarter Internet service customers net losses stood at 2,965 compared to net additions of 5,519 for the same period of the prior year mainly due to:

- lower marketing and sales initiatives and contact center congestion resulting from the implementation and stabilization of the new customer management system; and
- competitive offers in the industry; partly offset by
- the ongoing interest in high speed offerings and in TiVo's digital advanced video services which requires an Internet subscription;
- the increased demand from Internet resellers and from the business sector; and
- the sustained interest in bundle offers.

## VIDEO

Fiscal 2018 fourth-quarter video service customers net losses stood at 15,953 compared to 9,065 for the same period of the prior year as a result of:

- lower marketing and sales initiatives and contact center congestion resulting from the implementation and stabilization of the new customer management system;
- highly competitive offers in the industry; and
- a changing video consumption environment; partly offset by
- our customers' ongoing interest in video product offering, including TiVo's digital advanced video services; and
- bundles with fast Internet offerings.

## TELEPHONY

Fiscal 2018 fourth-quarter telephony service customers net losses amounted to 16,900 compared to 5,423 for the same period of the prior year mainly due to:

- lower marketing and sales initiatives and contact center congestion resulting from the implementation and stabilization of the new customer management system; and
- the increasing wireless penetration in North America and various unlimited offers launched by wireless operators causing some customers to cancel their landline telephony services for wireless telephony services only.



## AMERICAN BROADBAND SERVICES

### OPERATING AND FINANCIAL RESULTS

Three-months ended August 31, <i>(in thousands of dollars, except percentages)</i>	2018 <sup>(1)</sup>	2017	Change	Change in constant currency <sup>(2)</sup>	Foreign exchange impact <sup>(2)</sup>
	\$	\$	%	%	\$
Revenue	246,499	158,124	55.9	53.1	4,456
Operating expenses	136,270	92,237	47.7	45.0	2,485
Adjusted EBITDA	110,229	65,887	67.3	64.3	1,971
Adjusted EBITDA margin	44.7%	41.7%			
Acquisitions of property, plant and equipment, intangible and other assets	74,303	35,581	—	—	1,643
Capital intensity	30.1%	22.5%			

(1) For the three-month period ended August 31, 2018, the average foreign exchange rate used for translation was 1.3100 USD/CDN.

(2) Fiscal 2018 actuals are translated at the average foreign exchange rate of the comparable period of fiscal 2017 which was 1.2864 USD/CDN.

#### REVENUE

Fiscal 2018 fourth-quarter revenue increased by 55.9% (53.1% in constant currency) mainly as a result of:

- the MetroCast acquisition completed in the second quarter of fiscal 2018;
- rate increases implemented in September 2017;
- the continued growth in Internet and telephony services customers; partly offset by
- a decrease in video service customers.

Excluding the MetroCast acquisition, revenue in constant currency increased by 4.7% for the fourth quarter of fiscal 2018.

#### OPERATING EXPENSES

Fiscal 2018 fourth-quarter operating expenses increased by 47.7% (45.0% in constant currency) mainly as a result of:

- the MetroCast acquisition completed in the second quarter of fiscal 2018;
- programming rate increases; and
- additional costs such as employee and outsourced services compensation costs and marketing expenses to support the continued expansion in Florida and the business sector.

#### ADJUSTED EBITDA

Fiscal 2018 fourth-quarter adjusted EBITDA increased by 67.3% (64.3% in constant currency) mainly as a result of the MetroCast acquisition. Excluding the MetroCast acquisition, adjusted EBITDA in constant currency increased by 4.9% for the fourth quarter of fiscal 2018.

#### ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2018 acquisitions of property, plant and equipment, intangible and other assets increased by \$38.7 million (\$40.4 million in constant currency) mainly due to:

- capital expenditures related to the recent acquisition of MetroCast;
- additional capital expenditures related to the expansion in Florida; and
- additional investments to extend the network and to improve the infrastructure in some of the areas we serve.

Fiscal 2018 fourth-quarter capital intensity reached 30.1% compared to 22.5% for the same period of the prior year as a result of capital expenditures growth exceeding revenue growth.

## CUSTOMER STATISTICS

	August 31, 2018	Net additions (losses)	
		Three-months ended August 31,	
		2018	2017
Primary service units <sup>(1)</sup>	884,465	2,797	3,306
Internet service customers	424,948	4,693	2,791
Video service customers	317,252	(3,046)	(1,180)
Telephony service customers <sup>(1)</sup>	142,265	1,150	1,695

(1) In the second quarter of fiscal 2018, telephony service customers have been adjusted upwards retroactively as a result of a change in reporting business customers and consequently, primary service units prior to that period have also been adjusted.

### INTERNET

Fiscal 2018 fourth-quarter Internet service customers net additions stood at 4,693 compared to 2,791 for the same period of the prior year as a result of:

- additional connects from the Florida expansion and in the MetroCast footprint;
- our customers' ongoing interest in high speed offerings;
- growth in both the residential and business sectors; and
- the sustained interest in bundle offers.

### VIDEO

Fiscal 2018 fourth-quarter video service customers net losses stood at 3,046 compared to 1,180 for the same period of the prior year mainly from:

- competitive offers in the industry;
- a changing video consumption environment; partly offset by
- additional connects from the Florida expansion;
- our customers' ongoing interest in TiVo's digital advanced video services; and
- a larger customer base resulting from the MetroCast acquisition.

### TELEPHONY

Fiscal 2018 fourth-quarter telephony service customers net additions stood at 1,150 compared to 1,695 for the same period of the prior year mainly as a result of the continued growth in the residential and business sectors.

## BUSINESS ICT SERVICES

## OPERATING AND FINANCIAL RESULTS

Three-months ended August 31,	2018 <sup>(1)</sup>	2017	Change	Change in constant currency <sup>(2)</sup>	Foreign exchange impact <sup>(2)</sup>
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%	%	\$
Revenue	68,741	69,622	(1.3)	(2.4)	769
Operating expenses	47,045	48,152	(2.3)	(3.3)	472
Adjusted EBITDA	21,696	21,470	1.1	(0.3)	297
Adjusted EBITDA margin	31.6%	30.8%			
Acquisitions of property, plant and equipment, intangible and other assets	17,628	24,032	(26.6)	(27.6)	238
Capital intensity	25.6%	34.5%			

(1) For the three-month period ended August 31, 2018, the average foreign exchange rates used for translation were 1.3100 USD/CDN and 1.7175 GBP/CDN.

(2) Fiscal 2018 actuals are translated at the average foreign exchange rates of the comparable period of fiscal 2017 which were 1.2864 USD/CDN and 1.6614 GBP/CDN.

## REVENUE

Fiscal 2018 fourth-quarter revenue decreased by 1.3% (2.4% in constant currency) primarily due to:

- higher churn and competitive pricing pressures on the hosting and network connectivity services; partly offset by
- a growth in cloud services revenue.

## OPERATING EXPENSES

Fiscal 2018 fourth-quarter operating expenses decreased by 2.3% (3.3% in constant currency) mainly due to:

- lower marketing expenses due to the timing of certain initiatives;
- lower software licenses costs as a result of lower revenue; partly offset by
- higher facilities costs.

## ADJUSTED EBITDA

Fiscal 2018 fourth-quarter adjusted EBITDA remained stable as well in constant currency.

## ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2018 fourth-quarter acquisitions of property, plant and equipment, intangible and other assets decreased by 26.6% (27.6% in constant currency) due to lower purchase of equipments to serve customers as a result of the timing of certain initiatives.

Fiscal 2018 fourth-quarter capital intensity reached 25.6% compared to 34.5% for the same period of the prior year mainly as a result of lower capital expenditures.

## CASH FLOW ANALYSIS

Three-months ended August 31, <i>(in thousands of dollars, except percentages)</i>	2018 \$	2017 \$	Variation %
Cash flow from operating activities	286,119	345,957	(17.3)
Cash flow from investing activities	(212,083)	(197,971)	7.1
Cash flow from financing activities	(52,127)	(36,440)	43.0
Effect of exchange rate changes on cash and cash equivalents denominated in foreign currencies	(2)	(2,428)	(99.9)
<b>Net change in cash and cash equivalents</b>	<b>21,907</b>	109,118	(79.9)
Cash and cash equivalents, beginning of period	62,818	102,067	(38.5)
<b>Cash and cash equivalents, end of period</b>	<b>84,725</b>	211,185	(59.9)

Fiscal 2018 fourth-quarter cash flow from operating activities decreased by 17.3% mainly from:

- the decrease in changes in non-cash operating activities primarily due to changes in working capital;
- the increase in financial expense paid as a result of higher level of Indebtedness and higher interest rates following the MetroCast acquisition; and
- the increase in income taxes paid mainly from the payment of income tax installments; partly offset by
- the improvement in adjusted EBITDA.

## INVESTING ACTIVITIES

Fiscal 2018 fourth-quarter investing activities increased by 7.1% mainly due to:

- the increase in acquisitions of property, plant and equipment; and
- the acquisition of Spectrum licenses in the Canadian broadband services segment; partly offset by
- the redemption of short-term investments.

## ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

The acquisitions of property, plant and equipment, intangible and other assets as well as the capital intensity per operating segment are as follows:

Three-months ended August 31, (in thousands of dollars, except percentages)	2018 \$	2017 \$	Change %	2018 in constant currency <sup>(1)</sup> \$	Change in constant currency %
<b>Canadian broadband services</b>	<b>88,263</b>	85,549	3.2	87,256	2.0
Capital intensity	<b>27.6%</b>	26.3%			—
<b>American broadband services</b>	<b>74,303</b>	35,581	—	72,660	—
Capital intensity	<b>30.1%</b>	22.5%			—
<b>Business ICT services</b>	<b>17,628</b>	24,032	(26.6)	17,390	(27.6)
Capital intensity	<b>25.6%</b>	34.5%			—
<b>Consolidated</b>	<b>180,194</b>	145,162	24.1	177,306	22.1
Capital intensity	<b>28.4%</b>	26.3%			—

(1) Fiscal 2018 actuals are translated at the average foreign exchange rates of the comparable period of fiscal 2017 which were 1.2864 USD/CDN and 1.6614 GBP/CDN.

Fiscal 2018 fourth-quarter acquisitions of property, plant and equipment, intangible and other assets increased by 24.1% (22.1% in constant currency) mainly due to higher capital expenditures in the American broadband services segment, partly offset by lower capital expenditures in the Business ICT services segment.

Fiscal 2018 fourth-quarter capital intensity reached 28.4% compared to 26.3% for the same period of the prior year mainly as a result of capital expenditures growth exceeding revenue growth. Fourth-quarter capital intensity is generally higher than the annual average due to construction work being concentrated during the summer period.

## ACQUISITIONS OF SPECTRUM LICENSES

On June 21, 2018, Cogeco Connexion acquired 10 Spectrum licenses of 2500 MHz in non-metropolitan areas of Ontario, from Kian Telecom, for \$8 million. In May 2018, Cogeco Connexion was also the successful bidder on 23 Spectrum licenses of 2500 MHz and 2300 MHz, primarily in its Ontario and Québec footprints, in the auction for residual Spectrum licenses organized by ISED Canada for a total price of \$24.3 million. Both transactions were completed during the fourth quarter of fiscal 2018.

## FREE CASH FLOW

Fiscal 2018 fourth-quarter free cash flow amounted to \$51.7 million, an increase of 1.7% (4.9% in constant currency), compared to the same period of the prior year mainly due to the following:

- the improvement in adjusted EBITDA; and
- the decrease in current income taxes expense; partly offset by
- the increase in acquisitions of property, plant and equipment, intangible and other assets resulting mostly from higher capital expenditures in the American broadband services segment; and
- the increase in financial expense.

## FINANCING ACTIVITIES

Fiscal 2018 fourth-quarter change in cash flows arising from financing activities is mainly explained as follows:

Three-months ended August 31, (in thousands of dollars)	2018 \$	2017 \$	Change \$	Explanations
Increase (decrease) in bank indebtedness	<b>(9,913)</b>	434	(10,347)	Related to the timing of payments made to suppliers.
Net decreases under the revolving facilities	<b>(13,342)</b>	(13,963)	621	
Repayments of long-term debt	<b>(5,548)</b>	(3,634)	(1,914)	
	<b>(28,803)</b>	(17,163)	(11,640)	

## DIVIDENDS

During the fourth quarter of fiscal 2018, a quarterly eligible dividend of \$0.475 per share was paid to the holders of subordinate and multiple voting shares, totalling \$23.4 million, compared to an eligible dividend paid of \$0.43 per share, or \$21.2 million in the fourth quarter of fiscal 2017.

## 10. FISCAL 2019 FINANCIAL GUIDELINES

Cogeco Communications maintains its fiscal 2019 preliminary financial guidelines as issued on July 11, 2018.

The Corporation presents its financial guidelines on a constant currency basis and believes this presentation enables an improved understanding of the Corporation's underlying financial performance, undistorted by the effects of changes in foreign exchange rates. Measures on a constant currency basis are considered non-IFRS measures and do not have any standardized meaning prescribed by IFRS and therefore, may not be comparable to similar measures presented by other companies.

On a constant currency and consolidated bases, Cogeco Communications expects fiscal 2019 revenue to grow between 6% and 8% mainly as a result of the full year impact of the MetroCast acquisition compared to eight months for fiscal 2018 and the FiberLight acquisition which are both in the American broadband services segment. In addition, growth in the American broadband services segment should also stem from growth of primary service units from the continued expansion in Florida as well as from growth in the MetroCast footprint combined with the impact of rate increases in most services. In the Canadian broadband services segment, revenue growth should stem primarily from the business sector, as a result of the increasing demand for Internet services and rate increases in most services. Included in the Canadian broadband guidelines are rate increases to be implemented at the end of the first quarter compared to an earlier implementation the prior year, as well as expected primary services units losses during the first quarter in line with those of the fourth quarter of the prior year. In the Business ICT services segment, revenue should benefit from growth in colocation and hosting services, partly offset by a decrease in network connectivity services as a result of competitive pricing pressures.

On a constant currency and consolidated bases, fiscal 2019 adjusted EBITDA should grow between 8% and 10% due to the full year impact of the MetroCast acquisition, the FiberLight acquisition and from revenue growth exceeding operating expenses as result of cost reduction initiatives in the Canadian broadband services segment, partly offset by higher operating expenses in the American broadband services and Business ICT services segments.

The consolidated capital intensity ratio should remain stable. In the Canadian broadband services segment, capital intensity should remain stable and capital expenditures will focus on digital transformation initiatives, extensions of the network into new areas, network upgrades to 1 Gbps Internet speeds to 60% of the footprint by fiscal year end and launching the MediaFirst IPTV video platform. In the American broadband services segment, capital intensity should decrease in fiscal 2019 as a result of the one-time purchase of dark fibres from FiberLight in fiscal 2018. Capital expenditures in fiscal 2019 will focus on the Florida expansion and on upgrading the network to 1 Gbps Internet speeds to 85% of the American footprint by year end. In the Business ICT services segment, capital intensity should increase mainly from expected higher capital expenditures due to strategic investments amounting to approximately \$30 million in the existing Kirkland data centre facility to build a third pod to serve customer needs.

Free cash flow on a constant currency and consolidated bases should increase between 18% and 25% mainly due to the growth of adjusted EBITDA, partly offset by an increase in capital expenditures.

The following table outlines fiscal 2019 financial guidelines ranges on a consolidated basis:

	Projections (prior to the adoption of IFRS 15) <sup>(1)</sup>	Actual
	Fiscal 2019 <sup>(2)</sup>	Fiscal 2018
<i>(in millions of dollars, except percentages)</i>	\$	\$
<b>Financial guidelines</b>		
Revenue <sup>(3)</sup>	Increase of 6% to 8%	2,424
Adjusted EBITDA <sup>(3)</sup>	Increase of 8% to 10%	1,086
Acquisitions of property, plant and equipment, intangible and other assets <sup>(4)</sup>	\$550 to \$570	516
Capital intensity	21% to 22%	21.3%
Free cash flow <sup>(5)</sup>	Increase of 18% to 25%	326

(1) Fiscal 2019 financial guidelines presented as percentages reflect increases over actual for fiscal 2018 prior to the adoption of IFRS 15, *Revenue from contracts with customers*, which is not expected to have a significant impact on these guidelines.

(2) Fiscal 2019 financial guidelines are based on fiscal 2018 actual exchange rates of 1.28 USD/CDN and 1.72 GBP/CDN.

(3) The impact of integrating MetroCast operating results for a full year, together with the acquisition of fibre network and corresponding assets from FiberLight, LLC, completed on October 1, 2018, represent approximately 4% of revenue growth and 5% of adjusted EBITDA growth.

(4) The definition of acquisitions of property, plant and equipment, intangible and other assets excludes purchases of Spectrum licenses.

(5) The assumed current income tax effective rate is approximately 19%.



# 11. UNCERTAINTIES AND MAIN RISK FACTORS

This section outlines the principal risks and uncertainties which Cogeco Communications and its subsidiaries currently believe to be material. It does not purport to cover all contingencies, or to describe all possible factors that might have an influence on the Corporation or its activities at any point in time. Furthermore, the risks and uncertainties outlined in this section may or may not materialize in the end, may evolve differently than expected or may have different consequences than those that are currently anticipated. If any of the following risks, or any other risks and uncertainties that the Corporation and its subsidiaries have not yet identified or that they currently consider not to be material, actually occur or become material risks, the Corporation and its subsidiaries' businesses, guidance, prospects, financial condition, results of operations and cash flows and consequently the price of the subordinate voting shares could be materially and adversely affected.

## ENTERPRISE RISK MANAGEMENT

The Corporation has a formal enterprise-wide risk management ("ERM") Program which incorporates all business units of the Corporation. The ERM Program is structured and governed based on the widely adopted *Committee of Sponsoring Organizations of the Treadway Commission* ("COSO") ERM integrated framework. As part of this program, Management identifies on an annual basis the principal business risks facing the Corporation in the context of its global business and affairs that are liable to have a material adverse impact on the Corporation's financial situation, revenue or activities. The scope of the ERM Program not only covers risks of a strategic, operational, financial and compliance nature but also addresses environmental, social and governance ("ESG") related risks. Management also identifies appropriate risk mitigation measures to proactively manage these risks as may be reasonable and appropriate in the circumstances. Such risks and mitigation measures are presented to the Board and fully considered in the annual strategic planning process. They are also monitored by the Audit Committee which oversees the implementation by Management of appropriate risk mitigation measures.

### 11.1 COMPETITIVE RISKS

The industries in which we operate are very competitive, and we expect competition to increase and intensify from a number of sources in the future. Some of our competitors have longer operating histories, significantly greater financial, technical, marketing and other resources, greater brand recognition and a larger base of customers. These competitors may be able to adapt more quickly to new or emerging technologies, changes in customer requirements, and may also be able to develop services comparable or superior to those offered by us at more competitive prices. Aggressive pricing and market offers of these competitors could result in pricing pressures and increased customer acquisition and retention costs and could put pressure and adversely affect our businesses and results of operations. Our ability to compete successfully within one or more of our market segments may thus decline in the future due to increased competition from current competitors or from new entrants taking bold actions to establish, sustain or increase their position in the market. Our businesses and results of operations could be materially adversely affected to the extent that we are unable to retain our existing customers and grow our customer base while maintaining our adjusted EBITDA margins and desired capital intensity.

***We face intense competition in our Canadian broadband services segment from several large integrated communications service providers.***

In Canada, there are several terrestrial, wireless and satellite transmission technologies available to deliver a wide range of communications services to residential homes and to commercial establishments with varying degrees of flexibility and efficiencies, which compete with our Internet, video and telephony services. BCE Inc. ("Bell"), our largest competitor, offers through its various operating entities a full range of competitive voice, Internet and video services to residential as well as to business customers in the provinces of Québec and Ontario through a combination of wireline, wireless and satellite platforms throughout our network footprint. TELUS Communications Company ("Telus") offers through its various operating entities a full range of competitive voice, Internet and video services to residential as well as to business customers in Eastern Québec and through its wireless telecommunications throughout our network footprint.

Bell and Telus are pursuing the construction of fibre-to-the-home ("FTTH") networks to deploy IP television services in their service areas. The fibre optic technologies they are using are capable of carrying two-way video, Internet with substantial bandwidth and telephony services, each of which is comparable to the services Cogeco Connexion offers.

We also compete within our network footprint in Canada with several other telecommunications service providers. Shaw Direct, the direct-to-home satellite service of Shaw Communications Inc. ("Shaw") competes for video customers throughout our footprint. Bell, Telus, Rogers, Vidéotron and Shaw are actively marketing their wireless telecommunications services within our network footprint. Furthermore, substitution of wireless technology for wireline broadband access and the deployment of both fixed-wireless and 5G mobile network technology may lead in the future to more competition for Internet and video services in our territories.

Cogeco Connexion also faces competition from several resellers who have subscribed to the wholesale third party Internet access ("TPIA") service mandated by the Canadian Radio-Television and Telecommunications Commission's ("CRTC") in order to provide Internet, telephony and to a lesser extent, video services to their customers. Resellers' market share is significant and growing, especially in Québec and Ontario, the two regions in Canada where the resellers have been particularly active and are aggressively pricing their services. Satellite-based access Internet services have also improved the performance and speed of their services.

Certain Canadian municipalities also plan to build and operate their own broadband networks through public/private partnership arrangements in competition with the Corporation in some of its serving areas.

***Some of the large integrated communications service providers we compete with in Canada also own broadcast content assets.***

Some of the large integrated communications service providers we compete with in Canada such as Bell, also own broadcast content assets. This vertical integration could result in content being withheld from us or being made available to us at inflated prices or unattractive terms. Potential anti-competitive practices in dealings between programming content owners and distributors are discussed in the "Regulatory Risks" section below.

***Intensifying competition in the American Broadband services segment.***

Our principal competitors in the United States for video services are direct broadcast satellite (“DBS”) providers, DirecTV, Inc. (owned by AT&T) and Dish Network. We also face increasing competition for our video services from phone companies with fibre networks, such as AT&T U-verse, Verizon FiOs and Frontier Communications Corporation, as well as other cable companies, such as Comcast. As a condition to the Federal Communications Commission (“FCC”) approval of the AT&T/DirecTV acquisition, AT&T is required to deploy FTTH to 12.5 million customer locations by mid-2019. In June 2018, AT&T acquired Time Warner, giving AT&T control over several key programming networks, such as HBO, TNT, TBS and CNN. Since regulatory approval for this acquisition was granted without conditions, pursuant to a court ruling against the Department of Justice and in favor of AT&T, our ability to access this content at reasonable rates, terms and conditions could be negatively impacted.

Our competitors for Internet services primarily offer direct subscriber line (“DSL”), and, to a lower extent fiber-to-the-node (“FTTN”) and FTTH. We also face competition from wireless Internet service providers offering 3G, 4G and eventually 5G wireless broadband services and Wi-Fi networks. Wireless carriers, such as T-Mobile, have also started promoting unlimited Internet data plans which could appeal to lower intensity Internet users. AT&T is also aggressively promoting its DirecTV service with its wireless products.

Our telephony services face competition from the incumbent local exchange carriers (“ILEC”), as well as other providers such as cellular and VoIP providers. Our business services face competition from a variety of service providers, in addition to cloud, hosting and various applications.

***We face competition in both the Canadian and American Broadband services segments from over-the-top (“OTT”) content providers.***

The market for video services in Canada and in the United States has changed significantly over recent years. Although TV remains the leading platform by which most people view video, more customers are switching from cable services to programming content available on OTT platforms over the Internet. The proliferation of subscription VOD services, such as Netflix, Amazon Prime and Hulu Plus, is gaining more and more traction with consumers. The OTT trend is expected to continue and we could be materially adversely impacted if, as a result, a significant number of video customers disconnected their services or reduce their video spending and we may not be able to make up for the loss of revenue associated with this migration.

Some of our main video competitors, such as Bell in Canada or AT&T/DirecTV and Dish Network in the United States, have entered the OTT sphere with their own OTT services. Additionally, several programming networks distributed by the Corporation offer direct-to-consumer products, such as Sportsnet in Canada or HBO Now, CBS All Access and Showtime Anytime in the United States. The Corporation enables the delivery of certain OTT services on its set top boxes, but does not own any OTT platform.

***An increased number of consumers are switching from landline telephony to wireless and IP based phone services.***

An increased number of fixed phone customers are moving away from fixed lines to wireless and IP based phone services. This trend is largely the result of the increasing wireless penetration rate in North America and the various unlimited offers launched by wireless operators. We do not currently offer wireless services and, therefore, further erosion of fixed phone customers moving away from fixed phones towards wireless phones could have a material adverse effect on our business, financial condition, prospects and results of operations.

***Wireline to wireless home broadband substitution is happening and will likely increase when unlimited wireless data plans offering become widely available.***

A number of wireline Internet customers are starting to move away from wireline broadband Internet access to wireless Internet access. This trend will likely increase as wireless data only plans in Canada become more widely available and as unlimited wireless plans at attractive price points are being launched by wireless operators. We do not currently offer wireless services and, therefore, further erosion of traditional Internet customers moving away from wireline Internet access towards wireless broadband access could have a material adverse effect on our business, financial condition, prospects and results of operations.

***We do not currently offer “quadruple-play” service bundles that include wireless communications.***

Although we provide “double-play” and “triple-play” service bundles in Canada and the United States, with various combinations of Internet, video and landline telephony services being offered at bundled prices, we do not offer “quadruple-play” service bundles which include wireless communications.

We remain interested in offering wireless services to complement our service offerings to customers within our current footprint and grow our share of our customers' telecommunications spending. We are aiming to enter the wireless space on a limited basis on the condition that it is a profitable business and intend to invest prudently within our priorities and financial means. We believe that the model that is most likely achievable, while satisfying our profitability requirements is a hybrid model that would consist of segments relying on the mobile virtual network (“MVNO”) model where we would use an incumbent's networks to offer wireless services as well as some segments where we may be a facilities-based operator. We have started devoting relatively small amounts of capital towards accumulating spectrum to cover part of our territory, which we may use in such a hybrid MVNO model or offer out in a partnership arrangement. However, we may not be able to secure on a timely basis the appropriate arrangements required to launch a wireless operation. Also, launching a wireless operation may result in downward pressure on adjusted EBITDA margins and free cash flow.

***The markets in which our Business ICT services segment operates are highly competitive, constantly changing and fragmented.***

Competition in the Business ICT services segment includes local and regional, in addition to national and international competitors. We face competition in relation to colocation, network connectivity, hosting, cloud and managed services from Canadian network service providers (e.g. Bell, Telus, Rogers), international managed services providers (e.g. Rackspace, Softlayer), large cloud services providers (e.g. Amazon and Microsoft), small regional and local specialized firms (e.g. Beanfield, Cogent) and in some cases from large system integrators (e.g. IBM, CGI).

Competition in the Business ICT services segment is intense, particularly among providers of cloud services, and we may not be successful in meeting demand or differentiating ourselves from competitors in this market segment. Large-scale cloud providers benefit from highly efficient operations and increased purchasing power, allowing them to offer low prices. Increased supply for these services in excess of demand could also exert downward pressure on prices which could harm our adjusted EBITDA margins.

## 11.2 BUSINESS RISKS

### STRATEGIC PLAN AND BUSINESS STRATEGIES

Our ability to successfully implement our business strategies described above in section "Corporate objectives and strategies" of this report in a timely and coordinated manner and to realize their anticipated benefits could be adversely affected by a number of factors beyond our control, including operating difficulties, increased ongoing operating expenses, regulatory developments, general economic conditions, increased competition, technological changes and the other factors described in this "Uncertainties and Main Risk Factors" section. Failure to successfully implement and execute our strategic plan and business strategies in a timely and coordinated manner could have a material adverse effect on our reputation, business, financial condition, prospects and results of operations and on our ability to meet our obligations, including our ability to service our Indebtedness.

### PROGRAMMING COSTS

The financial performance of our businesses depends in large part on our ability to sustain adjusted EBITDA margins by tightly controlling operating expenses. One of the largest driver of such operating expenses is the programming license fees we pay to television programming service suppliers. The programming license fees of certain television programming services have increased significantly in Canada and in the United States in recent years, particularly for sports programming. Future increases in programming license fees could have a material adverse effect on our business and results of operations.

In Canada, the market for video content services is characterized by high levels of supplier concentration and vertical integration. Our largest programming supplier is Bell, with approximately 35% of our overall programming costs. Bell is vertically integrated and is also our largest competitor. While we have generally been able to obtain satisfactory distribution agreements with programming service suppliers in Canada to date, we may not be able to maintain our current arrangements, or conclude new arrangements that are economically favorable to us, and programming license fees may thus increase by larger increments in future years.

Certain affiliation agreements with some of our major programming suppliers have expired and the terms and conditions for their renewal have not yet been concluded. We may be subject in upcoming Canadian programming services renewals to regulatory dispute resolution proceedings which could either help us obtain reasonable affiliation terms or compel us to pay increased programming license fees or otherwise subject us to adverse competitive conditions.

In the United States, the cable industry has also experienced a rapid escalation in the cost of programming in recent years, particularly sports programming and the retransmission of local broadcast programming. Most of our programming agreements require us to meet certain penetration thresholds, which limit our ability to offer smaller tiers and packages. Also, in order to obtain the most popular programming services, programmers require us to carry a number of the programmers' less popular services, further increasing our costs.

We are also subject in the United States to increasing financial and other demands by broadcasters to obtain the required consent for the transmission of local broadcast programming to our customers. We obtain most local broadcast programming through retransmission consent agreements. Most agreements require payment of a flat fee per customer for retransmission of the broadcaster's primary signal. In most cases these agreements also involve the exchange of other types of considerations, such as limited grants of advertising time and carriage of multicast signals.

The inability to acquire and provide content to our customers that meets their requirements in terms of quality, format, variety of programming choices, packages and platforms at competitive rates which customers can afford to pay, could have a material adverse effect on our businesses as well as on our adjusted EBITDA margins should we fail to pass on the incremental increase in costs of programming to our customers.

### CUSTOMER EXPERIENCE

The Corporation strives to maintain respectful and transparent relationships with its customers by providing a superior customer service experience and through honest marketing of its products. The loyalty of our customers and their retention depend on our ability to provide a service experience that meets or exceeds their expectations. The Corporation firmly believes that customer service represents a key differentiator and has enacted various programs and actions at its different business units to constantly improve the customer service experience and build upon this reputational capital. In fiscal 2018, Cogeco Connexion launched a new advanced customer management system which involved the data conversion and migration of approximately 1 million Québec and Ontario residential and business customers. Some difficulties were encountered during the transition to this new system which impacted the customer service experience. The Corporation is actively engaged in deploying the necessary efforts to address all customer service issues related to this transition. The failure to sustain and expand customer relationships through quality customer service could have a material adverse effect on our businesses, financial condition and results of operations.

### MEETING CUSTOMER DEMANDS

Failure to anticipate and respond in a timely manner to changing customer expectations, changes in consumer behavior, technology trends and new market conditions may result in an outdated product/services portfolio, thus impairing our ability to retain current customers and attract new ones. The inability to adapt and evolve our service offerings to respond to changing customer expectations in an increasingly digitized world, new market conditions or disruptive technologies could have a material adverse effect on our businesses, financial condition and results of operations.

## MARKETING AND SALES

The failure to achieve sales growth targets in our Broadband or Business ICT segments as a result of inadequate marketing and/or sales strategies, a deficient execution of said strategies or operating difficulties could have a materially adverse effect on our business, financial condition and results of operations.

## RELIANCE ON THIRD PARTIES

### ***We depend on certain third-party suppliers for the provision of our broadband services.***

We depend on long-term agreements with a supplier in Canada and a supplier in the United States, for the provision of our telephony services to our residential and business customers.

We currently offer video services to our customers in our Canadian and American footprint through a combination of equipment from TiVo, Arris, Cisco and other suppliers.

All these suppliers may experience business difficulties, restructure their operations, consolidate with other suppliers, discontinue products or sell their operations to other suppliers, which could affect the future development of our products and services. The inability to meet product or service delivery objectives or having to incur increased costs as a result of a failure in supply from third-party suppliers or change in suppliers could have a materially adverse effect on our business, financial condition and results of operations.

### ***We depend on third-party power utilities and third-party Internet providers for certain of our Business ICT services.***

We depend on power utility suppliers in the geographical areas in which our data centres are located. Prolonged power outages could prevent us from delivering some of our services until our power utility suppliers have resolved the failure, which may result in significant customer dissatisfaction, loss of revenue and potential litigation.

Cogeco Peer 1 depends on third-party Internet providers with regards to the purchase of bandwidth throughout its network. There can be no assurance that these service providers will continue to provide service to Cogeco Peer 1 on competitive terms, if at all, or that Cogeco Peer 1 will be able to acquire additional network capacity to adequately meet future customer demand. A failure by the Internet providers in their ability to provide the service or the inability from Cogeco Peer 1 to acquire additional network capacity and maintain direct connections to multiple IP backbone networks in order to meet future customer demand, could materially adversely affect our financial condition and operating results.

### ***We lease facilities from third parties.***

Most of the data centres operated by Cogeco Peer 1 are located in leased premises. The failure to comply with lease terms and conditions resulting in the termination of a lease agreement or failure to renew said leases at commercially reasonable terms could have a material adverse effect on our ability to conduct our business and results of operations.

## MERGERS/ACQUISITIONS, DIVESTITURES AND REORGANIZATIONS

Cogeco Communications has grown through acquisitions and will continue to seek attractive acquisition opportunities in the future. Achieving the expected benefits of acquisitions depends in part on successfully consolidating functions, integrating operations, procedures and personnel in a timely and efficient manner and realizing revenue, synergies and other growth opportunities from combining acquired businesses with those of Cogeco Communications. There is no assurance that the integration of acquisitions will be successful and will deliver the anticipated benefits and results. The integration process after an acquisition may lead to greater than expected operating expenses, financial leverage, capital costs, customer losses, business disruption of our other businesses and management's diversion of time and resources. We may also be required to make capital expenditures or other investments, which may affect our ability to implement our business strategies to the extent we are unable to secure additional financing on acceptable terms or generate sufficient funds internally to cover these requirements. In addition, an acquired business could have liabilities that we fail or are unable to uncover and for which the Corporation may be responsible. Depending on the circumstances, pursuing acquisitions may also require that we raise additional capital, through debt or equity, and establish relationships with new financing partners, or use cash that would otherwise have been available to support our existing business operations. Any failure by Cogeco Communications to successfully integrate or address the risks associated with acquisitions or to take advantage of future strategic opportunities could materially adversely affect our financial position, financial performance, cash flows, business or reputation.

## ECONOMIC DEPENDENCE

The economic dependence of our Business ICT services segment on a few large customers has the potential to materially affect the financial results of this segment should the relationship terminate, if we are unable to replace such lost revenues.

## FOREIGN OPERATIONS

Our American Broadband services activities are carried out by Atlantic Broadband in 11 states along the East Coast from Maine to Florida while part of our Business ICT services activities are conducted by Cogeco Peer 1 in parts of the United States (California, Texas, Virginia, Florida and Georgia) and Europe (United Kingdom and France). The revenue of the Corporation in the United States and in Europe represents respectively 38.2% and 1.3% of the consolidated revenue of the Corporation. There are significant complexities and risks involved with carrying foreign operations, such as differences in political, legal, regulatory and taxation regimes or fluctuations in relative currency values against the Canadian dollar, all of which could have a material adverse impact on our operating and financial results.

## TALENT MANAGEMENT AND SUCCESSION PLANNING

Our success is substantially dependent upon the retention and the continued performance of our employees and executive officers. Many of these employees and executive officers are uniquely qualified in their areas of expertise, making it difficult to replace their services. Retaining key employees and executive officers is especially important to our business in order to keep pace with technological change and to avoid losing critical knowledge in the context of the organization's continued expansion. The loss of the services of any key executives and/or employees in critical roles or inadequate processes designed to attract, develop, motivate and retain productive and engaged employees could impact our ability to deliver on organizational goals and have a material adverse effect on our growth, business and profitability. The company is actively engaged in fully participating in its employees professional development and well-being by offering competitive working conditions and through a variety of programs that promote continuous education, a healthy and safe work environment as well as diversity.

## LABOUR RELATIONS

As of August 31, 2018, approximately 20% of our employees were represented by several unions under collective bargaining agreements. The Corporation has been successful to date in negotiating satisfactory collective agreements with unions without significant labour disruption. While the Corporation's labour relations have been satisfactory in the past, we can neither predict the outcome of current or future negotiations relating to labour disputes, union representation or renewal of collective bargaining agreements, nor be able to avoid future work stoppages, strikes or other forms of labour protests pending the outcome of any current or future negotiations. A prolonged work stoppage, strike or other form of labour protest could have a material adverse effect on our businesses, operations and reputation. Even if we do not experience strikes or other forms of labour protests, the outcome of labour negotiations could adversely affect our businesses and results of operations. In addition, our ability to make short-term adjustments to control compensation and benefits costs is limited by the terms of our collective bargaining agreements.

## 11.3 REGULATORY RISKS

### REGULATORY RISKS - CANADIAN AND AMERICAN BROADBAND SERVICES

Our Canadian and American Broadband operations are subject to extensive and evolving laws, regulations and policies. Changes to these laws, regulations and policies could have negative financial, operational or competitive consequences on our business. Recent regulatory proceedings and decisions in Canada and the United States described below may also affect us and have an adverse impact on our business.

***Our Canadian and American broadband operations are subject to extensive regulation and policies.***

Canadian laws and regulations govern the issuance, amendment, renewal, transfer, suspension, revocation and ownership of broadcasting programming and broadcasting distribution licenses. With respect to broadcasting distribution, regulations govern, among other things, the distribution of Canadian and non-Canadian programming services, the composition of the basic cable service, access to distribution, the resolution of disputes on the terms of carriage for Canadian programming services and mandatory financial contributions for the funding of Canadian programming. There are significant restrictions on the ability of non-Canadians to own or control broadcasting licenses and telecommunications common carriers in Canada.

Cogeco Connexion, our broadcasting distribution and telecommunications business in Canada is primarily regulated respectively under the *Broadcasting Act* and the *Telecommunications Act* and regulations thereunder. The CRTC, which oversees the implementation of the *Broadcasting Act* and the *Telecommunications Act*, has the power to grant, amend, suspend, revoke and renew broadcasting licenses, approve certain changes in corporate ownership and control, and make regulations and policies in accordance with the *Broadcasting Act* and the *Telecommunications Act*, subject to certain directions from the federal cabinet. In addition, we are subject to other Canadian laws relating to communications, intellectual property, data protection, privacy of personal information, spam, e-commerce, direct marketing and digital advertising which have become more prevalent in recent years.

Cogeco Connexion systems operated in Canada are subject to periodic license renewals by the CRTC. The maximum license term for all our licenses is seven years and all our licenses were just renewed for this period. While CRTC licenses are usually renewed in the normal course upon application by the licensee, except in case of substantial and repeated breach of conditions or regulations by the licensee, there can be no assurance that the maximum renewal term will be granted or that new or modified conditions of license or expectations will not apply to the renewal term. Cable service areas in Canada are non-exclusive. Competition from additional programming distributors through cable or distribution platforms in our Canadian service area could materially adversely affect our growth, financial condition and results of operations.

In the Budget Plan dated March 23, 2017, the Federal Government proposed to review and modernize the *Broadcasting Act* and the *Telecommunications Act*. On June 5, 2018, the Government of Canada issued the Terms of reference of the Broadcasting and Telecommunications legislative review and indicated that the review will also contemplate any necessary changes to the *Radiocommunication Act* as all three Acts are complementary and form the main legislative framework for communications. The Government asked an expert panel to propose legislative changes on the following key priorities in telecommunications: 1) Universal access and deployment, 2) Competition, innovation and affordability, 3) Net neutrality, 4) Consumer protection, rights and accessibility, 5) Safety, security and privacy, 6) Effective spectrum regulation, and 7) Governance and effective administration. As for the broadcasting sector, the Government is looking for insight from the panel on the following key elements: 1) Broadcasting definitions, 2) Broadcasting policy objectives, 3) Support for Canadian content and creative industries, 4) Democracy, news and citizenship, 5) Cultural diversity, 6) National public broadcaster, and 7) Governance and effective administration. The panel held a first working session in June 2018 and has launched a consultation plan and outreach in September 2018 with submissions to be filed on November 30, 2018.

Furthermore, in December 2017, the Government referred its announced statutory review of the *Copyright Act* to the Standing Committee on Industry, Science and Technology. On March 27, 2018, the aforementioned committee adopted a three-step work plan in order to conduct the legislative review, which includes conducting hearings with witnesses from various sectors of activities, stakeholders and legal experts. The Committee aims to complete all three phases by early 2019.



Changes to the Canadian regulatory framework, specifically the laws, regulations and policies governing our lines of business or operations, foreign ownership restrictions, terms of license, the issuance of new licenses, the distribution and packaging of programming services, wholesale or retail service terms, terms for the licensing of programming services for distribution in Canada on various distribution platforms, complaint or dispute resolution processes, industry codes of conduct, or the tax status or treatment of competitive suppliers or their respective services, could have a material adverse effect on our business (including who we compete with and how we provide products and services), financial condition, prospects and results of operations. In addition, we may incur increased costs necessary to comply with existing and newly adopted laws and regulations or penalties for any failure to comply. It is difficult to predict in what form Canadian laws, regulations, policies and rulings will be adopted over time, when they will be implemented or how they will be construed by the relevant courts, or the extent to which any changes might adversely affect us.

In the United States, federal, state and local governments extensively regulate our video, high-speed Internet and voice services. Certain of these laws require Atlantic Broadband to maintain licenses and authorizations for the operation of our business and restrict or impose conditions on the way in which we operate. These restrictions and conditions could inhibit our ability to expand our business and introduce new products and services. Additionally, certain federal and state governments have passed or proposed legislation to award funding for new broadband infrastructure. If such legislation does not limit funding to unserved areas, competitors could receive funding to expand their broadband networks within or near our service areas.

Changes to existing laws and regulations, as well as the adoption of new laws and regulations, could have an adverse effect on our business by increasing our costs, limiting our revenues and/or imposing additional restrictions on our operations.

In addition, we could be materially disadvantaged if we remain subject to legal and regulatory constraints that do not apply equally to our competitors. The FCC has adopted rules to ensure that the state and local governmental regulations do not unreasonably interfere with competitive entry and several states have enacted legislation to ease the regulatory burden on new entrants. Further, DBS providers are not required to comply with several of the regulatory requirements that apply to cable operators. Atlantic Broadband could be materially disadvantaged if the rules continue to set different, less burdensome requirements for some of its competitors than for the company.

***Recent regulatory proceedings and decisions in Canada and the United States may also affect us and have an adverse impact on our business.***

Several recent proceedings and decisions of the CRTC in Canada and the FCC in the United States could have a material adverse impact on our business and results of operations.

In its April 2018 mid-year report, the Commission for Complaints for Telecom-Television Services found that complaints against telecommunications providers had increased by 73 percent compared to the previous year. As a result, in June 2018, the Government directed the CRTC to investigate and report on the sales practices used by Canadian telecommunications companies. The report resulting from the inquiry must include potential solutions to ensure Canadian consumers are adequately protected and treated fairly. The CRTC will be required to complete its inquiry and report by February 28, 2019. The CRTC sought comments from Canadians regarding their personal experience with any misleading or aggressive retail sales practices of telecommunication carriers and over a thousand interventions were filed to the CRTC as a result. In July 2018, the CRTC also requested information from Canada's large telecommunications carriers regarding their retail sales practices. The CRTC intends to hold a public oral hearing starting in October 2018.

On May 10, 2018, the Competition Bureau initiated a consultation on the competitive dynamics of the Canadian broadband market to examine the following four broad questions:

- Have independent internet service providers ("resellers") been able to deploy competitively effective service offers?
- How have consumers reacted to new competitive alternatives?
- How does regulation in this industry affect the economic behavior of broadband suppliers?
- How do other countries manage and regulate broadband competition?

After receiving submissions, conducting interviews, analyzing information and completing research, the Competition Bureau expects to publish a final report with its conclusions and recommendations in Spring 2019.

Following a public hearing to consider the regulatory impact of increasing industry consolidation and vertical integration, the CRTC adopted on September 21, 2011, a number of safeguards to mitigate the risks associated with vertical integration of programming content and distribution, including a prohibition on exclusivity on all distribution platforms with respect to traditional television content, a Code of Conduct prohibiting commercially unreasonable terms regarding wholesale rates and packaging (including the tied selling of services) and "stand-still" provisions to ensure that BDUs or Canadian programming service licensees are not threatened with the withdrawal of popular programming services or forced to accept unreasonable terms and conditions while disputes are pending before the CRTC. In the case of a dispute with a Canadian programming service, the CRTC can set distribution terms, including wholesale fees payable to the programming service supplier. On September 24, 2015, the CRTC issued its determination on a wholesale code to govern the commercial arrangements between BDUs and programming services (the "Wholesale Code"). The Wholesale Code came into force on January 22, 2016 and applies to all licensed undertakings. For all other parties, including non-Canadian programming services distributed in Canada, exempt BDUs, exempt programming undertakings, and exempt digital media undertakings, the Wholesale Code serves as a basis for guiding commercial interactions in the negotiation of agreements in the Canadian market.

Bell Canada challenged the validity of the Wholesale Code and on December 22, 2015 the Federal Court of Appeal granted Bell Canada leave to appeal the Wholesale Code set out in Broadcasting Regulatory Policy 2015-438. Bell alleged that the CRTC lacked jurisdiction when it issued i) its wholesale code regulatory policy; and ii) its order enforcing the Wholesale Code. Cogeco Communications was a participant in the appeal and sought to have the Wholesale Code upheld. On October 1, 2018, the Federal Court of Appeal partly upheld Bell's appeal by setting aside the order enforcing the Wholesale Code on the basis that the CRTC did not have the power to issue such order. The Federal Court of Appeal however remained silent on the validity and the reasonableness of the Wholesale Code itself. Moreover, as the Wholesale Code has since been incorporated as conditions of license for both BDUs and programming services, it appears that the terms of the Wholesale Code remain binding for the time being. Bell is entitled to file a permission to appeal this decision before the Supreme Court of Canada until November 30, 2018. In the absence of negotiation safeguards, such as the ones contained in the Wholesale Code or in conditions of license of programming services, there is a risk that vertically integrated competitors may abuse their market power and impose anticompetitive terms for the distribution of their programming services or attempt to withhold content from us.

On April 9, 2015, the CRTC initiated a public consultation aiming to review the basic telecommunications services that should be available and affordable to all Canadians. In this proceeding, the CRTC specifically considered whether the broadband Internet access service should be included in the current definition of the basic telecommunications services and examined whether the existing subsidy regime for local telephone service should be changed to fund the expansion of the Internet access service in rural and remote areas. On December 21, 2016, the CRTC issued its decision and determined that broadband Internet access is now considered a basic telecommunications service for all Canadians. It is creating a new fund to support projects aiming to build or upgrade infrastructure for fixed and wireless broadband internet access services in order to meet specific targets. The fund will make available up to \$750 million over the first five years. The Commission's existing subsidy regime for local telephone service will gradually be phased out and transitioned to the new funding mechanism. Furthermore, the current funding will be expanded to include both retail Internet access and texting services revenues. This change to the calculation of the revenue-percent charge will take effect in the first year of implementation of the new fund and it is expected, according to the Commission, that the revenue-percent charge will be approximately the same as the current revenue-percent charge of 0.63%. On June 26, 2018, the Commission decided that the phase-out of the local telephone service subsidy regime will occur from January 1, 2019 to December 31, 2021. On September 27, 2018, the CRTC released its decision regarding the administration of the new Broadband Fund which *sets out the governance, operating and accountability framework, as well as eligibility and assessment criteria, for proposed projects to be provided funding through the Broadband Fund.*

On July 22, 2015, the CRTC decided that the mandatory wholesale TPIA service should now be available through the implementation of regional based access points of interconnection ("POIs"), starting with the provinces of Ontario and Québec, and ordered to this end the major ISPs operating in these provinces, including Cogeco Connexion, to file proposed network interconnection configurations and thereafter proposed capacity and access rates. The regional POIs are intended to replace the current centralized POIs over a three year period. Under the regional network configuration, TPIA customers wishing to offer download speeds in excess of 100 Mbps will have to be interconnected at regional access POIs. On August 29, 2017, the CRTC approved capacity and access rates for regional TPIA services on an interim basis. It is expected that the CRTC will release in early 2019 the final rates for both regional and centralized wholesale TPIA services. These final rates could adversely impact our financial position and results of operations.

Innovation, Science and Economic Development Canada ("ISED") is currently reviewing the allocation rules of the 600 MHz spectrum and of the millimeter wave spectrum to support 5G services. ISED initiated a consultation earlier in 2018 on its overall approach and planning activities related to the release of spectrum over the next five years.

Government spectrum allocation policies in Canada and the United States may change in the future and adversely impact our competitive position.

Since 2017, the FCC has taken more of a non intervention approach to regulatory requirements. Such approach, however, could negatively impact the Corporation in certain areas, such as carriage rights for broadcast stations and programming networks. Additionally, the recent increase in the consolidation of broadcast station ownership, as well as the consolidation of vertically-integrated communications service providers with distribution and programming ownership interests could negatively impact our ability to obtain carriage rights on reasonable, non-discriminatory terms and conditions.

***We must obtain access to support structures and municipal right of ways for our broadband operations.***

We require access to the support structures of provincial and municipal electric utilities and telephone companies and to municipal rights of way to deploy our broadband network. Where access to municipal rights of ways in our Canadian footprint cannot be secured, we may apply to the CRTC to obtain a right of access under the *Telecommunications Act*. Access to the support structures of telephone companies is provided on a tariff basis approved by the CRTC. In the case of provincial and municipal electric utilities, access to those support structures is subject to provincial and municipal requirements, and the terms for access to these structures may need to be obtained through provincial and municipal authorities. We have entered into comprehensive support structure access agreements with all of the major electric companies and all of the major telecommunications companies in our network footprint.

In the United States, the *Communications Act* requires telephone companies and other utilities (other than those owned by municipalities or cooperatives) to provide cable systems with non-discriminatory access to any pole or right-of-way controlled by the utility. The rates that utilities may charge, together with certain terms and conditions for such access are regulated by the FCC, or, alternatively, by states that certify to the FCC that they regulate pole attachments. Five states in which Atlantic Broadband has cable systems have certified that they regulate pole attachments. There is always the possibility that the FCC or a State could permit the increase of pole attachment rates paid by cable operators.

If we have to support increasing costs in securing access to support structures needed for our broadband network or are unable to secure such agreements, we may not be able to implement our business strategies and our businesses, financial condition, results of operations, reputation and prospects could be materially adversely affected.

## **REGULATORY RISKS - BUSINESS ICT SERVICES**

The activities in our Business ICT services segment are less regulated than our Canadian and American broadband services segments. Cogeco Peer 1 is nevertheless subject to various laws and regulations in the course of its business activities in the jurisdictions where it operates, including applicable laws and regulations dealing with international trade and foreign policies that restrict private trade with certain countries or individuals, environmental compliance, telecommunications, and privacy and data security.

A growing compliance burden (e.g. ISO 27001, OSFI Cybersecurity, *Health Insurance Portability and Accountability Act of 1996* ("HIPAA") the General Data Protection Regulation ("GDPR") etc.) is also placed on data centre businesses who want to attract customers in the financial health care, payments cards and government sectors.

## 11.4 TECHNOLOGY RISKS

### NETWORK FAILURE

Our broadband services business units of the Corporation manage network failure risks through a Business Continuity Planning program as well as through a Disaster Recovery Policy and related procedures. Operational risk assessments are also conducted on an annual basis minimally to consider anticipated and unanticipated events (including climate-related incidents) in order to protect the viability of all critical business processes.

In Canada, Cogeco Connexion has a backup system for retransmission through another headend or a mobile headend if one of our headends fails. In the United States, Atlantic Broadband also has emergency backup or replacement sites, including several interconnects with adjacent cable operators to be able to use their signals as a backup.

A failure in our headends could prevent us from delivering some of our services through a portion of our network until we have implemented backup solutions or resolved the failure and result in significant customer dissatisfaction, loss of revenue and potential litigation, depending on the severity of the outage condition.

### MAINTENANCE OF OUR NETWORK, INFRASTRUCTURE AND IT SYSTEMS

We continuously maintain, upgrade or replace our network, infrastructure and IT systems in order to optimize our networks and systems, increase the speed of our Internet service and improve and provide new or enhanced services that meet the needs and expectations of our customers. If we are unable to do so because of capital or other constraints, this may materially adversely affect our ability to compete and negatively impact business and financial performance.

### DEPENDENCE ON TECHNOLOGY SYSTEMS

The daily operation of our businesses is highly dependent on information technology systems and software, including those provided by certain third party suppliers. Our business is dependent on our payroll, customer billing, service provisioning, financial, accounting and other data processing systems. We rely on these systems to process, on a daily basis, a large number of transactions. An inability to maintain and enhance our existing information technology systems or obtain new systems to support additional customer growth or new products and services could have a material adverse impact on our ability to acquire new customers, retain existing customers, produce accurate and timely billing, generate revenue growth and manage operating expenses, or comply with regulatory requirements, all of which could materially adversely impact our operational results and financial position. During the third quarter of fiscal 2018, Cogeco Connexion implemented a new advanced customer management system, which replaced 22 legacy systems in Québec and Ontario. Some difficulties were encountered during the transition to this new system, such as billing errors, service provisioning issues and congestion in our contact centers, which negatively impacted the customer service experience and revenue and generated costs overruns. The customer management system is on path of stabilization but any further transitioning issues could damage our brand and reputation and have a material adverse effect on our results of operations, compliance with regulatory requirements, financial performance and future business prospects.

### CYBER THREATS

Cybersecurity breaches have grown in frequency and complexity over recent years in the public and private sectors. Security measures are in place to safeguard against cybersecurity breaches such as firewalls, site monitoring and intrusion detection software. We have deployed over the past year numerous efforts to improve the overall governance over information security, the security awareness of our employees through continuous training, the security of our IT systems, the controls within our IT systems and our business processes. Our Information and Cyber-Security Policy is guided by industry best practices and recognized international information security standards such as ISO 27001 and those of the National Institute of Standards and Technology. In our Business ICT segment, we offer products and services in compliance with the PCI DSS version 3.1 certification and obtain SOC 1, Type II compliance reports (SSAE 16, CSAE 3416, ISAE 3402). These initiatives address logical and physical security, intrusion detection and overall technology security. They also cover controls relating to providing services to our customers, including policies and procedures around change management, incident reporting, operations and monitoring. These certifications and compliance reports provide assurance to customers that we are protecting their data. These efforts and initiatives may not however successfully prevent cyberattacks against our network infrastructure and supporting information systems and could result in service disruptions, loss of customers, litigation, remediation costs and reputational damage.

During fiscal 2018, the Corporation did not experience any major cyber breach. Despite the fact that we are protecting critical data and infrastructure from cyberattacks, theft, unauthorized usage and disclosure, viruses, sabotage and other cyber threats, there can be no certainty that we will not be the subject of such attacks which could have an adverse effect on our brand and reputation as well as entail significant legal and financial exposure.

### DATA PROTECTION

We collect, use and manage in the course of our business various data about our customers, including sensitive personal information. Policies, procedures, guidelines, business rules and safeguards have been put in place to ensure that the personal information of our customers is protected and treated appropriately under applicable privacy laws. The Corporation is committed to providing transparency to its customers with respect to the Corporation Group's practices in handling their information. Each business unit within the Corporation's Group has implemented security measures that are designed to safeguard personal information against unauthorized access, such as firewalls, site monitoring and intrusion detection software. Personal information will be retained only as long as necessary for the fulfilment of the purposes for which it was collected and for which consent was received, unless otherwise required by law. Each year, our employees must agree to abide by the rules of our Code of Ethics and the Information and Cybersecurity Policy and are required to certify in writing that they will comply with them. Existing and proposed privacy legislation and regulations, including changes in the manner in which such legislation and regulations are interpreted by courts in Canada, the United States and other jurisdictions may impose limits on our collection and use of certain kinds of information.

Many countries around the world are deploying stricter data protection regulations, such as the legislation approved by the European Union in 2016 (the GDPR) which became effective in early 2018. Cogeco Peer 1 has implemented the necessary steps to be compliant with GDPR requirements which include the mapping of all personal data held or managed by Cogeco Peer 1, updating the Privacy Policy, having a general awareness session and deploying an e-learning module on the subject, launching the Cogeco Peer 1 Data Protection Addendum for all customers globally and executing sub-processor terms with key vendors. The Corporation has viewed this new legislation as an opportunity to ensure continuous improvement and to apply the higher data protection standards globally. Data protection is also a focus of concern for Business ICT customers who are seeking maximum contractual indemnification in their contracts in regards to potential data security breaches. We maintain limited insurance coverage against the losses resulting from such breaches.

Any malfunction of our systems and equipment or security breaches resulting in unauthorized access to, loss or use of, customer and employee personal information or the personal information that our customers process using our Business ICT services could result in the potential loss of business, damage to our market reputation, litigation, regulatory investigation and penalties.

## 11.5 FINANCIAL RISKS

### CAPITAL COMMITMENTS, LIQUIDITY AND DEBT

Cogeco Communications relies on its free cash flow generated by operations to fund its capital expenditures program and on capital markets to refinance its indebtedness and further grow its business through acquisitions. Capital markets are volatile and Cogeco Communications may not be able to access them at reasonable conditions if its credit profile and general economic conditions deteriorate. Such conditions could lead to higher cost of funding, deteriorating financial position and liquidity, and more restrictions on the Corporation's operations.

We may be unable to generate sufficient cash flow and maintain an adequate liquidity position to ensure and preserve the Corporation's financial stability/solvency and fund strategic imperatives as well as operational and financial obligations of the business.

### CURRENCY AND INTEREST RATES

Our financial results are reported in Canadian dollars and a significant portion of our revenue, operating expenses and capital expenditures are realized in currencies other than Canadian dollars, most often US dollars and British Pounds. For the purposes of financial reporting, any change in the value of the Canadian dollar against the US dollar or the British Pound during a given financial reporting period would result in variations on our operating results and financial condition. Although a significant portion of our indebtedness, which is denominated in US dollars, serves as a cash flow hedge to foreign operations, our revenue, adjusted EBITDA and indebtedness could fluctuate materially as a result of foreign exchange rate fluctuations.

Interest rate volatility can also impact variable interest rate debt and have a material adverse impact on our financial performance.

### CREDIT RATINGS

Credit ratings issued by rating agencies can affect the availability and terms of the Corporation's financings. A reduction in the Corporation's credit ratings, particularly a downgrade below investment grade of secured debt currently rated as investment grade, could materially adversely affect our cost of capital and access to capital.

### TAXATION MATTERS

Our business operations are subject to various tax laws and regulations. These tax laws and regulations are subject to frequent changes and evolving interpretation. While we believe we have adequately provided for all taxes based on the information available to us, the calculation of taxes requires significant judgment in interpreting laws and regulations. A failure to accurately assess and record taxes could result in material changes to tax amounts recorded and an assessment of interest and penalties having a material adverse impact on financial results.

Changes to Canadian and foreign tax policies in the tax jurisdictions where we are present may also have a material adverse impact on our current financial structure and the level of our future tax costs and liabilities.

## 11.6 ECONOMIC CONDITIONS

We are affected by general economic conditions, consumer confidence and spending, and the demand for our products and services. Adverse general economic conditions, such as economic downturns or recessions leading to a declining level of retail and commercial activity could have a negative impact on the demand for our products and services. More specifically, adverse general economic conditions could result in customers delaying or reducing purchases of our products and services or discontinuing using them, and a decline in the creditworthiness of our customers, which could increase our bad debt expense.

## 11.7 HUMAN-CAUSED AND NATURAL THREATS TO OUR NETWORK, INFRASTRUCTURE AND SYSTEMS

In the event of natural disasters, terrorist acts or other catastrophic occurrence, either natural or man-made, our ability to protect our network, infrastructure, including customer data, and to maintain ongoing operations could be significantly impaired. Global climate change may increase the severity and frequency of natural threats on our business, such as weather-related events. Some of our facilities are located in areas more prone to weather-related events such as Atlantic Broadband's headend and Cogeco Peer 1's data centre in Miami, Florida. Some of the climate-related risks that Cogeco has identified include: increased operational costs due to increase in fuel and energy prices coming from taxes, cap & trade programs or expenditures to implement corporate processes to ensure compliance with new environmental laws and regulations; physical risks that can result in increased operating costs. For example, increased temperatures could impact our network equipment, which could require additional cooling devices; ice storms or extreme precipitations that could have a negative impact on the physical network infrastructure which could affect the delivery of service; hurricanes and cyclones which could impact or destroy the facilities or the network and would also impact our insurance-related expenses; impacts to our suppliers, which could adversely affect their ability to supply required products and services and capital expenditures from substitution of existing products and services with lower emissions options. Although we have business continuity and disaster recovery plans and strategies in place, they may not be successful in mitigating the effects of a natural disaster, terrorist act or catastrophic occurrence which could have a material adverse impact on our business, prospects, financial condition and results of operations. Moreover, we have limited insurance coverage against the losses resulting from natural disasters affecting our networks.

## 11.8 COMMUNITY ACCEPTANCE RISKS

The Corporation is committed to taking part in developing communities. Our markets cover many rural areas and smaller centres. By bringing affordable broadband services to underserved markets, we make an important contribution to their economic and social development. The availability of broadband services at competitive prices promotes job creation by local businesses by helping them become more competitive. Moreover, our network investments help companies establish operations, expand and diversify. While in our industry, call centres are often outsourced, we are committed to providing our customers with local customer service agents from the communities where we operate. In addition, the Corporation has developed community-focused initiatives, reflecting the particular needs of their communities. In 2018, the Corporation contributed \$3.4 million through donations and sponsorships, mostly contributing to culture, education, health and wellbeing. Lastly, YourTV/NousTV, our unique community television channels, are a powerful complement to our donations and sponsorship activities by providing broad visibility to local community activities and interests. YourTV/NousTV stations are dedicated to in-depth coverage of local people, places, events and issues of interest to each of the communities we serve and are funded by a regulated percentage of gross broadband revenues.

Failure to maintain our community acceptance may affect our capacity to attract and retain customers therefore impacting our revenue generation and growth prospects. Furthermore, it may result in losing our social license to operate and our capacity to remain competitive in the market.

## 11.9 ETHICAL BEHAVIOR RISK

Maintaining high ethical practices throughout the company is particularly important in the context of the Corporation's continued expansion. The Corporation's Ethics Steering Committee, comprised of representatives from Human Resources, Legal, Finance and Internal Audit functions, provides executive oversight of our overall Ethics program, including the review of our Code of Ethics and related policies. Besides having a comprehensive Code of Ethics, the Corporation has an anonymous and confidential Ethics Line which allows employees and other individuals to report any perceived or actual instances of Code violations and employees are also encouraged to use this tool to seek advice about ethical and lawful behaviour. In order to increase employees awareness on ethics, a formal on-line training on the Code is mandatory for all new employees and Board members and must be completed every two years subsequently. In order to constantly promote awareness around ethics related issues, the Corporation issues an ethics newsletter to all employees twice per year. Despite these efforts, the Corporation may experience ethics breaches which will not only affect the reputational capital of the Corporation, but may also cause the Corporation to incur extraordinary expenses related to penalties and fines.

## 11.10 OWNERSHIP RISKS

We are controlled by Cogeco through its ownership of multiple voting shares. Cogeco is in turn controlled by Gestion Audem Inc., a company controlled by the members of the family of the late Henri and Marie-Jeanne Audet (the "Audet Family"), through its ownership of Cogeco's multiple voting and subordinate voting shares. Both Cogeco Communications and Cogeco are reporting issuers in Canada with subordinate voting shares listed on the Toronto Stock Exchange. Pursuant to the Conflicts Agreement in effect between us and Cogeco, all cable television undertakings must be owned or controlled by us. Cogeco is otherwise free to own and operate any other business or to invest as it deems appropriate. It is possible that situations could arise where the respective interests of the Audet Family and shareholders or other stakeholders of Cogeco and of the shareholders or other stakeholders of Cogeco Communications could differ and that the interests of these shareholders or stakeholders be adversely impacted.

## 11.11 LITIGATION RISKS

We are involved in various litigation matters arising in the course of our business. The outcome of these claims or litigations is uncertain and may impact our reputation, results of operation, liquidity or financial condition. Based on information currently known to us, we do not expect any of these claims and proceedings, individually or in total, to the extent not provided for through insurance or otherwise, to have a material adverse impact on our business, results of operations or financial condition.



## 12. CORPORATE SOCIAL RESPONSIBILITY PROGRAM

### 12.1 OVERVIEW

The Corporation has designed a corporate social responsibility ("CSR") program aimed at operating responsibly and sustainably and being a good corporate citizen. Concretely, this means we seek to integrate practices which improve the environmental and social impacts of our operations while ensuring the Corporation's continued growth. The Corporation's Corporate Social Responsibility Policy, the Code of Ethics and the Supplier Code of Conduct together form the framework of our CSR Program. The CSR program integrates our corporate social responsibility objectives articulated around five pillars:



Supported by a corporate management structure, overseen by a CSR Steering Committee composed of executives from all business units, and a sound corporate governance framework, we strive to improve our performance in line with the expectations of our stakeholders, our corporate values and our business objectives. To support the achievement of our CSR goals we have developed key performance indicators for social, economic and environmental objectives. These objectives are tracked and reported twice per year to the Corporate Governance Committee.

### 12.2 FISCAL 2018 ACTIVITIES AND ACHIEVEMENTS

During fiscal 2018, key initiatives of the CSR Program were rolled-out to our business units, namely Atlantic Broadband, Cogeco Connexion and Cogeco Peer 1. Here below are some examples of the CSR initiatives that were conducted in fiscal 2018:

- we published our Corporate Social Responsibility Report in January 2018 which provides an overview of our environmental, social and governance related performance;
- each business unit made significant progress on their three-year action plan which was created to integrate the CSR principles into their activities and operations;
- we continued to measure and track our Greenhouse Gas Emissions ("GHG") from all the Corporation business units and we implemented energy efficiency measures. We have already achieved our commitment of reducing our GHG emissions by 10% by 2020 on a per revenue basis based on fiscal 2014 emissions and we are making progress to achieve a Power Usage Effectiveness ("PUE") at or below industry average;
- we published our seventh CDP (formerly "Carbon Disclosure Project") report;
- Cogeco Connexion voluntarily purchased carbon offsets to cover some of its GHG emissions from fiscal 2018 (300 tons of CO<sub>2</sub>e). The offsets purchased are Gold Standard and will fund wind energy projects in Taiwan and reforestation projects in Québec;
- Cogeco Connexion, in partnership with a local beekeeper, Miels des Trois-Rivières, installed four bee hives at the Trois-Rivières regional office. This project, that will support the urban agricultural project initiated in 2017 by the Corporation Responsible Committee, contributes to the preservation of biodiversity and should have a beneficial effect on the twenty or so species of trees and shrubs found in the woods near the office. Employees will be able to purchase some urban Corporation honey and a portion of the revenues will be shared with United Way;
- we updated the Corporation's Statement against Slavery, Forced Labor and Human Trafficking, in line with the *UK Modern Slavery Act*;
- approximately 20% of the Corporation's facilities underwent on a rotational basis environmental assessments conducted by a third party. No significant adverse impact on the environment was identified as a result of that exercise;
- we updated the Corporation's policy for the granting of donations and sponsorships. In fiscal 2018, we contributed over \$3.4 million in donations and sponsorships and offered air time for fund raising purposes. Our principal focus areas are health, culture, education and wellbeing;
- we continued our implementation of the Canadian Energy Efficiency Voluntary Agreement ("CEEVA"). This agreement, developed by Canadian telecommunications companies together with Natural Resources Canada, intends to limit the energy consumption of set top-boxes provided to our customers. With this agreement in place, it is expected that the total annual energy consumption in Canada, with the telecommunications companies' contribution, including Cogeco Connexion, will be reduced and annual carbon dioxide emissions will be cut by over 100,000 tons. This is equivalent to the emissions of over 44,000 sub-compact new vehicles driving 15,000 km/year. By the end of fiscal 2018, 100% of set-top boxes purchased in Canada complied to the CEEVA standards;
- we conducted our stakeholder engagement exercise in order to identify key social, environmental and governance topics for our stakeholders;
- we continued the implementation of our Supplier Code of Conduct, we updated the list of our top suppliers and are working on obtaining the acknowledgement of the Code by those suppliers.

For more information on our initiatives and our performance, please refer to the latest CSR Report, which was published in January 2018.

## RECOGNITIONS

The Corporation's CSR program and related initiatives were recognized during fiscal 2018 as follows:

- Cogeco Communications was named to *Corporate Knights'* 2018 Best 50 Corporate Citizens in Canada;
- Cogeco Communications received the ISS Quality Score environmental badge, which recognizes our environmental disclosure practices;
- Cogeco Communications continues to be part of the *Jantzi Social Index*, consisting of 50 Canadian companies that passed a set of broadly based environmental, social and governance rating criteria;
- Cogeco Connexion was named to the 2018 Waste Diversion Champions list from REfficient. This award entails that over 100,000 pounds of waste have been diverted;
- Cogeco Connexion has been ranked, for a second consecutive year, among Montréal's Top 45 Employers for 2018 by Mediacorp Canada.

## 12.3 FISCAL 2019 CORPORATE SOCIAL RESPONSIBILITY FOCUS

In fiscal 2019, following our stakeholder engagement and materiality analysis, we will review all our CSR commitments accordingly. We are also looking forward to providing an annual online update relative to our CSR performance. We will continue with the implementation of the main initiatives of the CSR program, such as the reduction of our GHG emissions and the implementation of our Supplier Code of Conduct, as well as pursue initiatives pertaining to employee health, safety and wellness, ethics management and community investment.

## 13. CONTROLS AND PROCEDURES

Internal control over financial reporting ("ICFR") is a process designed to provide reasonable, but not absolute, assurance regarding the reliability of financial reporting and of the preparation of financial statements for external purposes in accordance with IFRS. The President and Chief Executive Officer ("CEO") and the Senior Vice President and Chief Financial Officer ("CFO"), together with Management, are responsible for establishing and maintaining adequate disclosure controls and procedures ("DC&P") and ICFR, as defined in National Instrument 52-109. Cogeco Communications' internal control framework is based on the criteria published in the updated version released in May 2013 of the report *Internal Control Integrated Framework* issued by the *Committee of Sponsoring Organizations of the Treadway Commission*.

On April 20, 2018, the Corporation's subsidiary, Cogeco Connexion, replaced its legacy customer management system, ordering and billing platforms along with multiple other related applications and interfaces in both Ontario and Québec and as a result several internal controls over financial reporting were significantly modified for the year ended August 31, 2018.

The CEO and CFO, supported by Management, evaluated the overall design and effectiveness of the Corporation's DC&P and ICFR at August 31, 2018, and concluded that they were effective.

## 14. ACCOUNTING POLICIES

### 14.1 CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Preparation of the consolidated financial statements in accordance with IFRS requires management to adopt accounting policies and to make estimates and assumptions that affect the reported amounts of assets and liabilities, contingent assets and liabilities and revenue and expenses during the reporting year. A summary of the Corporation's significant accounting policies is presented in note 2 of the Consolidated Financial Statements. The following accounting policies were identified as critical to Cogeco Communications' business operations.

### REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable, net of returns and discounts. The Corporation recognizes revenue from the sale of products or the rendering of services when the following conditions are met:

- The amount of revenue and related costs can be measured reliably;
- The significant risks and rewards of ownership have been transferred to customers and there is no continuing management involvement to the degree usually associated with ownership nor effective control over the goods; and
- The recovery of the consideration is probable.

More specifically, the Corporation's principal sources of revenue are recognized as follows:

- Monthly subscription revenue for Internet, video and telephony services and rental of equipment are recognized as the services are provided;
- Revenue from data services, long-distance and other pay-per-use services are recognized as the services are provided;
- Revenue from colocation, network connectivity, hosting, cloud and managed services are recognized as the services are provided; and
- Revenue generated from the sale of customer premise equipment or other equipment are recognized when the customer accepts the delivery of the equipment.

## **ALLOWANCE FOR DOUBTFUL ACCOUNTS**

Allowance for doubtful accounts is established based on specific credit risk of the Corporation's customers by examining such factors as the number of overdue days of the customer's balance outstanding as well as the customer's collection history. As a result, conditions causing fluctuations in the aging of customer accounts will directly impact the reported amount of bad debt expenses.

## **BUSINESS COMBINATIONS**

Fair value of assets acquired and liabilities assumed in a business combination is estimated based on information available at the date of acquisition and involves considerable judgment in determining the fair values assigned to the property, plant and equipment and intangible assets acquired and liabilities assumed on acquisition. Among other things, the determination of these fair values involves the use of discounted cash flow analyses, estimated future margins and estimated future customer counts.

## **CAPITALIZATION OF PROPERTY, PLANT AND EQUIPMENT**

During construction of new assets, direct costs plus overhead costs directly attributable to the asset are capitalized. Borrowing costs directly attributable to the acquisition or construction of qualifying assets, which require a substantial amount of time to get ready for their intended use or sale, are capitalized until such time the assets are substantially ready for their intended use or sale. All other borrowing costs are recorded as financial expense in the period in which they are incurred.

The cost of replacing a part of property, plant and equipment that is ready for its intended use is added to the carrying amount of the property, plant and equipment or recognized as a separate component if applicable, only if it is probable that the economic benefits associated with the cost will flow to the Corporation and the cost can be measured reliably. The carrying amount of the replaced part is derecognized. All other day-to-day maintenance costs are recognized in profit or loss in the period in which they are incurred.

## **CAPITALIZATION OF INTANGIBLE ASSETS**

Reconnect and additional service activation costs are capitalized up to a maximum amount not exceeding the revenue generated by the reconnect activity. Direct and incremental costs associated with the acquisition of customers are capitalized.

## **DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT AND AMORTIZATION OF INTANGIBLE ASSETS**

Measurement of property, plant and equipment and intangible assets with finite useful lives requires estimates for determining the asset expected useful lives and residual values. Management's judgment is also required to determine the components and the depreciation method used.

## **PROVISIONS**

Management's judgment is used to determine the timing, likelihood and the amount of expected cash outflows as well as the discount rate.

## **CONTINGENCIES**

Contingencies such as lawsuits, taxes and commitments under contractual and other commercial obligations are estimated based on applying significant judgement in determining if a loss is probable and in determining the estimated outflow of economic resources. Such contingencies are estimated based on the information available to the Corporation.

## **FAIR VALUE MEASUREMENT OF DERIVATIVE FINANCIAL INSTRUMENTS**

The fair value of derivative financial instruments is estimated using valuation techniques based on several market data such as interest rates, foreign exchange rates and the Corporation's or counterparties' credit risks.

## **HEDGE ACCOUNTING**

Management uses significant judgment in determining whether the Corporation's financial instruments qualify for hedge accounting, including the assumptions for effectiveness and also in estimating the probability that a transaction will occur, in the case of cash flow hedges of forecasted transaction.

## **MEASUREMENT OF DEFINED BENEFIT OBLIGATION**

The net defined benefit obligation is determined using actuarial calculations that are based on several assumptions. The actuarial valuation uses the Corporation's assumptions for the discount rate, the expected rate of compensation increase and the mortality table. If the actuarial assumptions are found to be significantly different from the actual data subsequently observed, it could impact the reported amount of defined benefit pension cost recognized in profit or loss, the remeasurement of the net defined benefit asset or liability recognized directly in other comprehensive income and the net assets or net liabilities related to these obligations presented in the consolidated statement of financial position.

## SHARE-BASED PAYMENT

Management estimates the fair value of stock-options granted using the Black-Scholes option pricing model. The estimates used by management include expected dividend yields, volatility of the Corporation's share price, the expected life of the option, the risk-free interest rate and the number of options expected to vest. Estimates are also used in the determination of the number of ISUs and PSUs that are expected to vest, which influences their fair value. The fair value of the PSUs is also estimated based on the level of Economic Value creation;

## MEASUREMENT OF NON-FINANCIAL ASSETS

The measurement of non-financial assets requires the use of management judgment to identify the existence of impairment indicators and the determination of cash-generating units ("CGUs"). Furthermore, when determining the recoverable amount of a CGU or an asset, the Corporation uses significant estimates such as the estimation of future cash flows and discount rates applicable. Any significant modification of market conditions could translate into an inability to recover the carrying amounts of non-financial assets.

## DEFERRED TAXES

Deferred tax assets and liabilities require estimates about the nature and timing of future permanent and temporary differences, the expected timing of reversals of those temporary differences and the future tax rates that will apply to those differences.

## 14.2 ADOPTION OF NEW ACCOUNTING STANDARDS

The following standard issued by the IASB was adopted by the Corporation prospectively on September 1, 2017 and had no effect on the financial performance of the Corporation:

- *Amendments to IAS 7, Statements of Cash Flows*: was released as a part of IASB's Disclosure Initiative and is required to be applied for years beginning on or after January 1, 2017. It requires entities to provide additional disclosures that enable financial statement users to evaluate cash-flow and non-cash changes in liabilities arising from financing activities. The required enhanced disclosures have been provided in note 20 B) of the Consolidated Financial Statements.

## 14.3 FUTURE ACCOUNTING DEVELOPMENT IN CANADA

A number of new standards, interpretations and amendments to existing standards were issued by the *International Accounting Standard Board* ("IASB") that are mandatory but not yet effective for the year ended August 31, 2018, and have not been applied in preparing these consolidated financial statements. The following standards may have a material impact on future consolidated financial statements of the Corporation:

	Effective for annual periods	
	starting on or after	
IFRS 9 <i>Financial Instruments</i>	January 1, 2018	Early adoption permitted
IFRS 15 <i>Revenue from Contracts with Customers</i>	January 1, 2018	Early adoption permitted
IFRS 16 <i>Leases</i>	January 1, 2019	Early adoption permitted

### IFRS 9

IFRS 9 replaces the guidance in IAS 39 *Financial Instruments: Recognition and Measurement*. The Standard includes revised guidance on the classification and measurement of financial instruments, new guidance for measuring impairment on financial assets and a modified approach to hedge accounting to better align it with an entity's risk management strategies. Based on current facts and circumstances, the Corporation does not expect its financial performance or disclosure to be materially affected by the application of the standard.

### IFRS 15

IFRS 15 establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single, five-step model for an entity to recognize revenue in order to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. IFRS 15 also provides guidance relating to the treatment of contract acquisition and contract fulfillment costs. In addition, IFRS 15 requires additional disclosure in the consolidated financial statements regarding the Corporation's revenue.

Application of the standard is mandatory for all IFRS reporters, and will be applied retrospectively by the Corporation. It applies to almost all contracts with customers: the main exceptions being leases, financial instruments and insurance contracts.

The adoption of IFRS 15 will have an impact on the timing of the recognition of revenue; however, the total revenue recognized over the term of the revenue arrangement will remain the same. All performance obligations within the contract will remain essentially the same.

The Corporation expects that the adoption of IFRS 15 will have an impact on residential non-refundable upfront installation fees charged to broadband service customers. Such revenue will be deferred and amortized over the period the fee remains material to the customer, which the Corporation estimates to be approximately six months. The estimate requires consideration of both quantitative and qualitative factors including average installation fee, average revenue per customer and customer behavior, among others. Currently these installation fees are deferred and amortized as revenue at the same pace as the revenue from the related services is earned, which is the average life of a customer's subscription

for broadband service customers.

The Corporation expects that the adoption of IFRS 15 should have an impact on the consolidated financial statements with regards to the capitalization of costs to obtain a contract. IFRS 15 requires costs to obtain a contract (such as direct and incremental costs associated with the acquisition of customers) to be recognized as an asset and recognized in operating expenses over the period of time the customer is expected to remain a customer of the Corporation. Direct and incremental costs associated with the acquisition of customers are currently being capitalized as intangible assets, for contracts lasting greater than 1 year, and amortized over the term of the revenue arrangement. For contracts with durations of less than 1 year, these costs are currently being recognized in operating expenses as incurred.

Upfront fees paid by the Corporation to multiple dwelling units, such as condo associations, in order to gain access to serve and market occupants of the dwelling, will be deferred and recognized as contract costs in other assets. These fees will be recognized over the term of the agreement. Currently, these fees are capitalized in property, plant and equipment and recognized in depreciation expense, over the term of the agreement.

The Corporation is continuing its progress with the implementation of this standard and determining the effect on its consolidated financial statements. The adoption of IFRS 15 is expected to impact the consolidated financial statements as follows:

- The impact on the statement of profit or loss is not expected to be significant for fiscal 2018;
- Non-current other assets will increase by approximately \$32 million at August 31, 2018 (\$27 million in 2017) as a result of the capitalization of costs to obtain a contract and upfront fees paid to multiple dwelling units;
- Property, plant and equipment and intangible assets will decrease by approximately \$9 million and \$16 million respectively, at August 31, 2018 (\$6 million and \$15 million respectively in 2017) due to upfront fees paid to multiple dwelling units and customer acquisition fees being presented as contract costs in non-current other assets;
- Contract liabilities (currently reported as deferred and prepaid revenue) will decrease by approximately \$28 million at August 31, 2018 (\$27 million in 2017) due to the recognition of residential non-refundable installation fees over a shorter period;
- Deferred tax liabilities will increase by approximately \$10 million at August 31, 2018 (\$11 million in 2017);
- As a result of the above changes on the 2018 consolidated financial statements, approximately \$25 million (\$22 million in 2017) will be recognized as an increase to opening retained earnings.

IFRS 15 supersedes the following standards: IAS 11 *Construction Contracts*, IAS 18 *Revenue*, IFRIC 13 *Customer Loyalty Programmes*, IFRIC 15 *Agreements for the Construction of Real Estate*, IFRIC 18 *Transfers of Assets from Customers* and SIC-31 *Revenue-Barter Transactions Involving Advertising Services*.

## IFRS 16

IFRS 16 introduces a single accounting model for lessees and for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee will be required to recognize a right-of-use asset, representing its right to use the underlying asset, and a corresponding lease liability, representing its obligation to make the lease payments. IFRS 16 supersedes the current standard IAS 17 *Leases*. The accounting treatment for lessors will remain largely the same as under IAS 17. Early adoption is permitted, but only if the entity is also applying IFRS 15. At adoption, there is the option to either apply IFRS 16 with full retrospective effect or to recognize the cumulative effect of the initial application as an adjustment to opening retained earnings.

As a transitional practical expedient permitted by IFRS 16, the Corporation has a choice whether to reassess if existing contracts are, or contain, leases as at September 1, 2019, using the criteria of the new standard. Therefore, at September 1, 2019, only contracts that were previously identified as leases by applying IAS 17 may be impacted by the transition to the new standard. If the practical expedient was applied, only contracts entered into or changed after September 1, 2019 would be assessed for containing a lease while applying the criteria of the new standard.

IFRS 16 eliminates the distinction between operating and finance leases for lessees, requiring instead that leases be capitalized and presented either as lease assets (right-of-use assets) or together with property, plant and equipment. IFRS 16 may result in an increase to both assets and liabilities recorded on the consolidated statements of financial position, stemming from recognizing the right-of-use assets and the corresponding lease liabilities. Generally, the adoption of IFRS 16 results in a decrease in operating expenses, an increase in financial expense (due to the accretion of the lease liability) and an increase in depreciation and amortization (due to the depreciation of the right-of-use asset) on the consolidated statements of profit or loss.

Compared to the results of the current standard, the results of applying the new standard should generally reflect increases in cash flows from operating activities and decreases in cash-flows from financing activities. This stems from the payment of the principal component of leases that are currently accounted for as operating leases, being presented as a cash flow use within the financing activities under the new standard.

The Corporation continues to assess the extent of the impact of this standard on its consolidated financial statements.

## 15. NON-IFRS FINANCIAL MEASURES

This section describes non-IFRS financial measures used by Cogeco Communications throughout this MD&A. These financial measures are reviewed in assessing the performance of the Corporation and used in the decision-making process with regards to our business units. Reconciliations between "free cash flow", "adjusted EBITDA", "adjusted EBITDA margin" and "capital intensity" and the most comparable IFRS financial measures are also provided. These financial measures do not have standard definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies.

This MD&A also makes reference to key performance indicators on a constant currency basis, including revenue, "adjusted EBITDA", acquisitions of property, plant and equipment, intangible and other assets and "free cash flow". Measures on a constant currency basis are considered non-IFRS measures and do not have any standardized meaning prescribed by IFRS and therefore, may not be comparable to similarly measures presented by other companies.



Non-IFRS measure	Application	Calculation	Most comparable IFRS measures
Free cash flow	Management and investors use free cash flow to measure Cogeco Communications' ability to repay debt, distribute capital to its shareholders and finance its growth.	Free cash flow: - Cash flow from operating activities add: - Amortization of deferred transaction costs and discounts on long-term debt; - Changes in non-cash operating activities; - Income taxes paid; and - Financial expense paid deduct: - Current income taxes; - Financial expense; - Acquisition of property, plant and equipment; and - Acquisition of intangible and other assets <sup>(1)</sup> .	Cash flow from operating activities
Adjusted EBITDA and adjusted EBITDA margin	Adjusted EBITDA and adjusted EBITDA margin are key measures commonly reported and used in the telecommunications industry, as they allow comparisons between companies that have different capital structures and are more current measures since they exclude the impact of historical investments in assets. Adjusted EBITDA is one of the key metrics employed by the financial community to value a business and its financial strength.  Adjusted EBITDA for Cogeco Communications' business units is equal to the segment profit (loss) reported in note 5 of the Consolidated Financial Statements.	Adjusted EBITDA: - Profit for the year add: - Income taxes; - Financial expense; - Depreciation and amortization; and - Integration, restructuring and acquisition costs.  Adjusted EBITDA margin: - Adjusted EBITDA divided by: - Revenue	Profit for the year          No comparable IFRS measure
Constant currency basis	Revenue, adjusted EBITDA, acquisitions of property, plant and equipment, intangible and other assets and free cash flow are measures presented on a constant currency basis to enable an improved understanding of the Corporation's underlying financial performance, undistorted by the effects of changes in foreign exchange rates.	Constant currency basis are obtained by translating financial results from the current periods denominated in US dollars and GBP currency at the foreign exchange rates of the comparable periods of the prior year.  The average foreign exchange rates during the three-month period and year ended August 31, 2017 were 1.2864 USD/CDN and 1.6614 GBP/CDN and 1.3205 USD/CDN and 1.6711 GBP/CDN, respectively.	No comparable IFRS measure
Capital intensity	Capital intensity is used by Cogeco Communications' management and investors to assess the Corporation's investment in capital expenditures in order to support a certain level of revenue.	Capital intensity: - Acquisition of property, plant and equipment; and - Acquisition of intangible and other assets <sup>(1)</sup> divided by: - Revenue	No comparable IFRS measure

(1) The definition of acquisitions of intangible and other assets excludes the purchases of Spectrum licenses and therefore, Spectrum licenses are not included in the calculation of free cash flow and capital intensity.

## 15.1 FREE CASH FLOW RECONCILIATION

	Three-months ended August 31,		Years ended August 31,	
	2018	2017	2018	2017
<i>(in thousands of dollars)</i>	\$	\$	\$	\$
<b>Cash flow from operating activities</b>	<b>286,119</b>	345,957	<b>694,100</b>	956,657
Amortization of deferred transaction costs and discounts on long-term debt	2,470	2,171	18,938	8,804
Changes in non-cash operating activities	(76,593)	(112,013)	25,449	(68,833)
Income taxes paid	25,429	(2,682)	175,732	2,969
Current income taxes	(9,170)	(20,918)	(67,551)	(88,162)
Financial expense paid	49,183	16,555	177,922	119,781
Financial expense	(45,564)	(33,067)	(182,554)	(129,424)
Acquisition of property, plant and equipment	(174,425)	(138,312)	(495,290)	(406,864)
Acquisition of intangible and other assets	(5,769)	(6,850)	(20,286)	(21,193)
<b>Free cash flow</b>	<b>51,680</b>	50,841	<b>326,460</b>	373,735

## 15.2 ADJUSTED EBITDA AND ADJUSTED EBITDA MARGIN RECONCILIATION

	Three-months ended August 31,		Years ended August 31,	
	2018	2017	2018	2017
<i>(in thousands of dollars, except percentages)</i>	\$	\$	\$	\$
<b>Profit for the period</b>	<b>73,571</b>	71,335	<b>356,341</b>	299,225
Income taxes	17,527	22,460	(6,392)	98,062
Financial expense	45,564	33,067	182,554	129,424
Depreciation and amortization	144,776	117,142	533,154	475,068
Integration, restructuring and acquisition costs	1,677	3,191	20,328	3,191
<b>Adjusted EBITDA</b>	<b>283,115</b>	247,195	<b>1,085,985</b>	1,004,970
Revenue	633,857	551,728	2,423,549	2,226,851
<b>Adjusted EBITDA margin</b>	<b>44.7%</b>	44.8%	<b>44.8%</b>	45.1%

## 15.3 CAPITAL INTENSITY RECONCILIATION

	Three-months ended August 31,		Years ended August 31,	
	2018	2017	2018	2017
<i>(in thousands of dollars, except percentages)</i>	\$	\$	\$	\$
Acquisition of property, plant and equipment	174,425	138,312	495,290	406,864
Acquisition of intangible and other assets	5,769	6,850	20,286	21,193
<b>Total acquisitions of property, plant and equipment, intangible and other assets</b>	<b>180,194</b>	145,162	<b>515,576</b>	428,057
Revenue	633,857	551,728	2,423,549	2,226,851
<b>Capital intensity</b>	<b>28.4%</b>	26.3%	<b>21.3%</b>	19.2%

## 16. ADDITIONAL INFORMATION

This MD&A was prepared on October 31, 2018. Additional information relating to the Corporation, including its Annual Information Form, is available on the SEDAR website at [www.sedar.com](http://www.sedar.com) or on the Corporation's website at [corpo.cogeco.com](http://corpo.cogeco.com).

# CONSOLIDATED FINANCIAL STATEMENTS

## Consolidated Financial Statements

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# MANAGEMENT'S RESPONSIBILITY

## RELATED TO THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of Cogeco Communications Inc. (the "Corporation") and the financial information contained in this annual report are the responsibility of management. The consolidated financial statements include amounts determined by management based on estimates, which in their opinion are reasonable and fair. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and have been approved by the Board of Directors. Operating and financial information used elsewhere in the annual report is consistent with that of the consolidated financial statements.

In fulfilling its responsibilities, management of Cogeco Communications Inc. and its subsidiaries has developed, and continues to improve administrative and accounting systems in order to provide reasonable assurance that assets are safeguarded against loss or unauthorized use and maintains internal accounting controls to ensure that financial records are reliable for preparing the financial statements. The Board of Directors carries out its responsibility for the financial statements in this annual report principally through its Audit Committee, which reviews the annual consolidated financial statements of the Corporation and recommends their approval to the Board of Directors. The Committee periodically meets with management and the external auditor to discuss the results of the external and internal examinations and matters having an impact on financial information.

The independent auditor appointed by the shareholders, Deloitte LLP, Chartered Professional Accountants, is responsible for making an independent examination of the consolidated financial statements in accordance with Canadian auditing standards and to issue an opinion on the statements. The independent auditor has free access to the Audit Committee, with or without the presence of management. Their report follows.



Philippe Jetté  
President and Chief Executive Officer



Patrice Quimet  
Senior Vice President and Chief Financial Officer

Montréal, October 31, 2018

# INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Cogeco Communications Inc.

We have audited the accompanying consolidated financial statements of Cogeco Communications Inc., which comprise the consolidated statements of financial position as at August 31, 2018 and August 31, 2017, and the consolidated statements of profit or loss, consolidated statements of comprehensive income, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years ended August 31, 2018 and August 31, 2017, 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, 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.

## Auditor's 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. 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 auditor's judgment, 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 auditor considers 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes 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 Cogeco Communications Inc. as at August 31, 2018 and August 31, 2017, and its financial performance and its cash flows for the years ended August 31, 2018 and August 31, 2017 in accordance with International Financial Reporting Standards.

*Deloitte* LLP<sup>1</sup>

October 31, 2018  
Montréal, Québec

<sup>1</sup> CPA auditor, CA, public accountancy permit No. A124341



## CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

Years ended August 31,	Notes	2018	2017
<i>(In thousands of Canadian dollars, except per share data)</i>			
		\$	\$
<b>Revenue</b>	5	<b>2,423,549</b>	2,226,851
Operating expenses	7	<b>1,318,603</b>	1,202,942
Management fees – Cogeco Inc.	23 A)	<b>18,961</b>	18,939
Integration, restructuring and acquisition costs	5	<b>20,328</b>	3,191
Depreciation and amortization	8	<b>533,154</b>	475,068
Financial expense	9	<b>182,554</b>	129,424
<b>Profit before income taxes</b>		<b>349,949</b>	397,287
Income taxes	10	<b>(6,392)</b>	98,062
<b>Profit for the year</b>		<b>356,341</b>	299,225
<b>Profit for the year attributable to:</b>			
Owners of the Corporation		<b>347,150</b>	299,225
Non-controlling interest		<b>9,191</b>	—
		<b>356,341</b>	299,225
<b>Earnings per share</b>			
Basic	11	<b>7.04</b>	6.08
Diluted	11	<b>6.98</b>	6.03

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Years ended August 31, (In thousands of Canadian dollars)	Note	2018 \$	2017 \$
<b>Profit for the year</b>		<b>356,341</b>	299,225
<b>Other comprehensive income (loss)</b>			
Items to be subsequently reclassified to profit or loss			
<i>Cash flow hedging adjustments</i>			
Net change in fair value of hedging derivative financial instruments		34,462	830
Related income taxes		(9,082)	(271)
		<b>25,380</b>	559
<i>Foreign currency translation adjustments</i>			
Net foreign currency translation differences on net investments in foreign operations		61,350	(36,301)
Net changes on translation of long-term debt designated as hedges of net investments in foreign operations		(37,164)	28,022
Related income taxes		379	(272)
		<b>24,565</b>	(8,551)
		<b>49,945</b>	(7,992)
Items not to be subsequently reclassified to profit or loss			
<i>Defined benefit plans actuarial adjustments</i>			
Remeasurement of net defined benefit liability or asset	21	1,630	5,509
Related income taxes		(432)	(1,460)
		<b>1,198</b>	4,049
		<b>51,143</b>	(3,943)
<b>Comprehensive income for the year</b>		<b>407,484</b>	295,282
<b>Comprehensive income for the year attributable to:</b>			
Owners of the Corporation		385,213	295,282
Non-controlling interest		22,271	—
		<b>407,484</b>	295,282

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Years ended August 31, 2018 and 2017 <i>(In thousands of Canadian dollars)</i>	Equity attributable to owners of the Corporation					Equity attributable to non-controlling interest	Total shareholders' equity
	Share capital	Share-based payment reserve	Accumulated other comprehensive income	Retained earnings			
	\$	\$	\$	\$	\$	\$	
	(Note 18)		(Note 19)				
Balance at August 31, 2016	1,008,467	13,328	84,627	273,493	—	1,379,915	
Profit for the year	—	—	—	299,225	—	299,225	
Other comprehensive income (loss) for the year	—	—	(7,992)	4,049	—	(3,943)	
Comprehensive income (loss) for the year	—	—	(7,992)	303,274	—	295,282	
Issuance of subordinate voting shares under the Stock Option Plan	7,011	—	—	—	—	7,011	
Share-based payment	—	5,155	—	—	—	5,155	
Share-based payment previously recorded in share-based payment reserve for options exercised	1,538	(1,538)	—	—	—	—	
Dividends (Note 18 C)	—	—	—	(84,660)	—	(84,660)	
Acquisition of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans	(3,436)	—	—	—	—	(3,436)	
Distribution to employees of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans	4,056	(3,859)	—	(197)	—	—	
Total contributions by (distributions to) shareholders	9,169	(242)	—	(84,857)	—	(75,930)	
<b>Balance at August 31, 2017</b>	<b>1,017,636</b>	<b>13,086</b>	<b>76,635</b>	<b>491,910</b>	<b>—</b>	<b>1,599,267</b>	
Profit for the year	—	—	—	347,150	9,191	356,341	
Other comprehensive income for the year	—	—	36,865	1,198	13,080	51,143	
Comprehensive income for the year	—	—	36,865	348,348	22,271	407,484	
Issuance of subordinate voting shares under the Stock Option Plan	3,486	—	—	—	—	3,486	
Share-based payment	—	7,438	—	—	—	7,438	
Share-based payment previously recorded in share-based payment reserve for options exercised	591	(591)	—	—	—	—	
Dividends (Note 18 C)	—	—	—	(93,699)	—	(93,699)	
Effect of changes in ownership of a subsidiary on non-controlling interest	—	—	—	74,988	(74,988)	—	
Acquisition of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans	(9,352)	—	—	—	—	(9,352)	
Distribution to employees of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans	4,811	(4,673)	—	(138)	—	—	
Issuance of common shares by a subsidiary to non-controlling interest, net of transaction costs (Note 6)	—	—	—	—	388,907	388,907	
Total contributions by (distributions to) shareholders	(464)	2,174	—	(18,849)	313,919	296,780	
<b>Balance at August 31, 2018</b>	<b>1,017,172</b>	<b>15,260</b>	<b>113,500</b>	<b>821,409</b>	<b>336,190</b>	<b>2,303,531</b>	

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION


At August 31, (In thousands of Canadian dollars)	Notes	2018 \$	2017 \$
<b>Assets</b>			
<b>Current</b>			
Cash and cash equivalents	20 C)	84,725	211,185
Short-term investments	12	—	54,000
Trade and other receivables	22 A)	97,294	90,387
Income taxes receivable		24,976	4,210
Prepaid expenses and other		29,473	20,763
Derivative financial instrument		1,330	98
		<b>237,798</b>	<b>380,643</b>
<b>Non-current</b>			
Other assets	13	7,349	7,095
Property, plant and equipment	14	2,302,676	1,947,239
Intangible assets	15 A)	2,971,088	1,978,302
Goodwill	15 B)	1,608,446	1,023,424
Derivative financial instruments		33,797	759
Pension plan assets	21	594	—
Deferred tax assets	10	5,665	10,918
		<b>7,167,413</b>	<b>5,348,380</b>
<b>Liabilities and Shareholders' equity</b>			
<b>Liabilities</b>			
<b>Current</b>			
Bank indebtedness	17 a)	5,949	3,801
Trade and other payables		302,806	316,762
Provisions	16	25,887	23,010
Income tax liabilities		16,133	103,649
Deferred and prepaid revenue		67,699	85,005
Balance due on a business combination		—	118
Derivative financial instruments		—	192
Current portion of long-term debt	17	77,188	131,915
		<b>495,662</b>	<b>664,452</b>
<b>Non-current</b>			
Long-term debt	17	3,781,020	2,444,518
Deferred and prepaid revenue and other liabilities		40,560	31,462
Pension plan liabilities and accrued employee benefits	21	2,784	4,934
Deferred tax liabilities	10	543,856	603,747
		<b>4,863,882</b>	<b>3,749,113</b>
<b>Shareholders' equity</b>			
<b>Equity attributable to owners of the Corporation</b>			
Share capital	18 B)	1,017,172	1,017,636
Share-based payment reserve		15,260	13,086
Accumulated other comprehensive income	19	113,500	76,635
Retained earnings		821,409	491,910
		<b>1,967,341</b>	<b>1,599,267</b>
Equity attributable to non-controlling interest		336,190	—
		<b>2,303,531</b>	<b>1,599,267</b>
		<b>7,167,413</b>	<b>5,348,380</b>

Commitments, contingencies and guarantees (Note 24)

On behalf of the Board of Directors,



Jan Peeters  
Director



Joanne Ferstman  
Director

## CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended August 31, (In thousands of Canadian dollars)	Notes	2018 \$	2017 \$
<b>Cash flow from operating activities</b>			
Profit for the year		356,341	299,225
Adjustments for:			
Depreciation and amortization	8	533,154	475,068
Financial expense	9	182,554	129,424
Income taxes	10	(6,392)	98,062
Share-based payment	18 D)	6,772	6,658
Loss on disposals and write-offs of property, plant and equipment		1,289	2,225
Defined benefit plans contributions, net of expense		(515)	(88)
		1,073,203	1,010,574
Changes in non-cash operating activities	20 A)	(25,449)	68,833
Financial expense paid		(177,922)	(119,781)
Income taxes paid		(175,732)	(2,969)
		694,100	956,657
<b>Cash flow from investing activities</b>			
Acquisition of property, plant and equipment	14	(495,290)	(406,864)
Acquisition of intangible and other assets	15 A)	(20,286)	(21,193)
Acquisition of Spectrum licenses	15 A)	(32,306)	—
Redemption (acquisition) of short-term investments	12	54,000	(54,000)
Business combination, net of cash and cash equivalents acquired	6	(1,756,935)	(804)
Proceeds on disposals of property, plant and equipment		2,027	9,648
		(2,248,790)	(473,213)
<b>Cash flow from financing activities</b>			
Increase (decrease) in bank indebtedness		2,148	(314)
Repayment of intercompany note payable - Cogeco inc.		—	(40,000)
Net increase (decrease) under the revolving facilities		384,568	(187,286)
Issuance of long-term debt, net of discounts and transaction costs		2,082,408	—
Repayment of long-term debt		(1,329,044)	(23,078)
Repayment of balance due on a business combination		(118)	(837)
Increase in deferred transaction costs		(3,168)	(440)
Issuance of subordinate voting shares	18 B)	3,486	7,011
Issuance of common shares by a subsidiary to non-controlling interest, net of transaction costs paid		388,907	—
Acquisition of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans	18 B)	(9,352)	(3,436)
Dividends paid on multiple voting shares	18 C)	(29,813)	(26,989)
Dividends paid on subordinate voting shares	18 C)	(63,886)	(57,671)
		1,426,136	(333,040)
<b>Effect of exchange rate changes on cash and cash equivalents denominated in foreign currencies</b>			
		2,094	(1,505)
<b>Net change in cash and cash equivalents</b>		(126,460)	148,899
Cash and cash equivalents, beginning of the year		211,185	62,286
<b>Cash and cash equivalents, end of the year</b>		84,725	211,185



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended August 31, 2018 and 2017

## NATURE OF OPERATIONS

Cogeco Communications Inc. ("Cogeco Communications" or the "Corporation") is a communications corporation operating in Canada under the Cogeco Connexion name in Québec and Ontario, and in the United States under the Atlantic Broadband name in 11 states along the East Coast, from Maine to Florida. Cogeco Communications provides its residential and business customers with Internet, video and telephony services through its two-way broadband fibre networks. Through its subsidiary Cogeco Peer 1, Cogeco Communications provides its business customers with a suite of information technology services (colocation, network connectivity, hosting, cloud and managed services), by way of its 16 data centres, extensive FastFiber Network® and more than 50 points of presence in North America and Europe.

During 2017, the Corporation announced that its subsidiary, Atlantic Broadband had entered into a definitive agreement with Harron Communications, L.P. to purchase all of its cable systems operating under the MetroCast brand name ("MetroCast") (see Note 6). The transaction was completed on January 4, 2018.

The Corporation is a subsidiary of Cogeco Inc. ("Cogeco"), which holds 31.7% of the Corporation's equity shares, representing 82.2% of the votes attached to the Corporation's voting shares. Cogeco Communications is a Canadian public corporation whose subordinate voting shares are listed on the Toronto Stock Exchange ("TSX") under the trading symbol "CCA".

The Corporation's registered office is located at 5 Place Ville Marie, Suite 1700, Montréal, Québec, H3B 0B3.

## 1. BASIS OF PRESENTATION

These audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements have been prepared on a going concern basis using historical cost, except for financial instruments and derivative financial instruments (see Note 2 M)), cash-settled share-based payment arrangements (see Note 2 J)) and pension plan assets (see Note 2 K)), which are measured at fair value, and for the defined benefit obligation (see Note 2K)) and provisions (see Note 2 I)), which are measured at present value.

Financial information is presented in Canadian dollars, which is the functional currency of Cogeco Communications.

The consolidated financial statements were approved by the Board of Directors of Cogeco Communications at its meeting held on October 31, 2018.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements, unless otherwise indicated.

### A) BASIS OF CONSOLIDATION

These consolidated financial statements include the accounts of the Corporation and its subsidiaries.

Subsidiaries are entities controlled by the Corporation. Control is achieved where the Corporation has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries' financial statements are included in the consolidated financial statements from the date that control commences until the date that control ceases. Subsidiaries' year-end and accounting policies are aligned with those adopted by the Corporation. Non-controlling interests in the net assets and results of consolidated subsidiaries are identified separately from the Corporation's ownership interest in them. Non-controlling interests in the equity of a subsidiary consist of the amount of non-controlling interests calculated at the date of the original business combination and their share of changes in equity since that date. Changes in non-controlling interests in a subsidiary that do not result in a loss of control by the Corporation are accounted for as equity transactions.

Operating segments and percentage of interest in the principal subsidiaries at August 31, 2018 are as follows:

Operating segment	Principal subsidiaries	Percentage of equity interest	Voting rights
		%	%
Canadian broadband services	Cogeco Connexion	100	100
American broadband services	Atlantic Broadband	79	79
Business ICT services	Cogeco Peer 1	100	100

The Corporation has established special purpose entities ("SPEs") with the objective of mitigating the impact of stock price fluctuations in connection with its Incentive and Performance Share Unit Plans. SPEs are consolidated if, based on an evaluation of the substance of their relationship with the Corporation and the SPEs' risks and rewards, the Corporation concludes that it controls the SPEs. SPEs controlled by the Corporation were established under terms that impose strict limitations on the decision-making powers of the SPEs' management, resulting in the Corporation receiving the majority of the benefits related to the SPEs' operations and net assets, being exposed to the majority of risks incident to the SPEs' activities, and retaining the majority of the residual or ownership risks related to the SPEs or their assets.

All intercompany transactions and balances and any unrealized revenue and expense are eliminated in preparing the consolidated financial statements.

## B) BUSINESS COMBINATIONS

Business combinations are accounted for using the acquisition method. Goodwill is measured as the excess of the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree over the net recognized amount of the identifiable assets acquired and liabilities assumed, all measured at the acquisition date.

The consideration transferred is measured as the sum of the fair values of assets transferred, liabilities assumed, and equity instruments issued by the Corporation at the acquisition date, including any asset or liability resulting from a contingent consideration arrangement, in exchange for control of the acquiree.

A right to receive or an obligation to pay contingent consideration is classified as an asset or a liability or as equity. Contingent consideration classified as equity is not remeasured until it is finally settled within equity. Contingent consideration classified as an asset or a liability is measured either as a financial instrument or as a provision. Changes in fair values that qualify as measurement period adjustments of preliminary purchase price allocations are adjusted in the current period and such changes are applied on a retroactive basis.

Acquisition costs, other than those associated with the issuance of debt or equity securities, and integration and restructuring costs that the Corporation incurs in connection with a business combination are recognized in profit or loss as incurred.

## C) REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable, net of returns and discounts. The Corporation recognizes revenue from the sale of products or the rendering of services when the following conditions are met:

- The amount of revenue and related costs can be measured reliably;
- The significant risks and rewards of ownership have been transferred to customers and there is no continuing management involvement to the degree usually associated with ownership nor effective control over the goods; and
- The recovery of the consideration is probable.

More specifically, the Corporation's principal sources of revenue are recognized as follows:

- Monthly subscription revenue for Internet, video and telephony services and rental of equipment are recognized as the services are provided;
- Revenue from data services, long-distance and other pay-per-use services are recognized as the services are provided;
- Revenue from colocation, network connectivity, hosting, cloud and managed services are recognized as the services are provided; and
- Revenue generated from the sale of customer premise equipment or other equipment are recognized when the customer accepts the delivery of the equipment.

### Multiple-element arrangements

The Corporation offers certain products and services as part of multiple deliverable arrangements. The Corporation evaluates each deliverable arrangement to determine if it would represent a separate component. Components are accounted separately when:

- The delivered elements have stand-alone value to the customer; and
- There is an objective and a reliable evidence of fair value of any undelivered elements.

Consideration is measured and allocated between the components based upon their relative fair values while applying the relevant revenue recognition policy.

The Corporation considers that installation and activation fees are not separate components because they have no stand-alone value. Accordingly, they are deferred and amortized as revenue at the same pace as the revenue from the related services are earned, which is the average life of a customer's subscription for Broadband service customers or the term of the agreement for Business ICT service customers.

Unearned revenue, such as payments for goods and services received in advance of delivery, are recorded as deferred and prepaid revenue until the service is provided or the product is delivered to the customer.

## D) PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are measured at cost, less accumulated depreciation and impairment losses.

During construction of new assets, direct costs plus overhead costs directly attributable to the asset are capitalized. Borrowing costs directly attributable to the acquisition or construction of qualifying assets, which require a substantial amount of time to get ready for their intended use or sale, are capitalized until such time the assets are substantially ready for their intended use or sale. All other borrowing costs are recorded as financial expense in the period in which they are incurred.

The cost of replacing a part of property, plant and equipment that is ready for its intended use is added to the carrying amount of the property, plant and equipment or recognized as a separate component if applicable, only if it is probable that the economic benefits associated with the cost will flow to the Corporation and the cost can be measured reliably. The carrying amount of the replaced part is derecognized. All other day-to-day maintenance costs are recognized in profit or loss in the period in which they are incurred.

Depreciation is recognized from the date the asset is ready for its intended use so as to write-off the cost of assets, other than freehold land and properties under construction, less their residual values over their useful lives, using the straight-line method. Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Depreciation periods are as follows:

Buildings and leasehold improvements <sup>(1)</sup>	10 to 40 years
Networks and infrastructure <sup>(2)</sup>	5 to 20 years
Customer premise equipment	3 to 5 years
Data centre equipment <sup>(3)</sup>	3 to 7 years
Rolling stock and equipment <sup>(4)</sup>	3 to 10 years

(1) Leasehold improvements are amortized over the shorter of the term of the lease or economic life.

(2) Networks and infrastructure include cable towers, headends, transmitters, fibre and coaxial networks, customer drops and network equipment.

(3) Data centre equipment includes general infrastructure, mechanical and electrical equipment, security and access control. Servers that are included as part of the hosting product line are amortized on a straight-line basis over their expected useful life, which is three years.

(4) Rolling stock and equipment includes rolling stock, programming equipment, furniture and fixtures, computer and software and other equipments.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The estimated useful lives, residual values and depreciation method are reviewed annually, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss arising on the disposal or write-off of an item of property, plant and equipment is determined as the difference between the sale proceeds, if any, and the carrying amount of the asset and is recognized as profit or loss.

The Corporation does not record decommissioning obligations in connection with its fibre and coaxial networks. The Corporation expects to renew all of its agreements with utility companies to access their support structures in the future, thus the resulting present value of the obligation is not significant.

## E) INTANGIBLE ASSETS

### Intangible assets acquired separately

Intangible assets acquired separately are measured at cost less accumulated amortization and impairment losses, if they are amortizable, otherwise, only net of accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite.

### Identifiable intangible assets acquired in a business combination

Identifiable intangible assets acquired in a business combination are recognized separately from goodwill if they meet the definition of intangible asset and if their fair value can be measured reliably. The cost of these intangible assets equals their acquisition-date fair value. Subsequent to initial recognition, identifiable intangible assets acquired in a business combination are recorded at cost less accumulated amortization and impairment losses, if they are amortizable, otherwise only net of accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite.

## Intangible assets with finite useful lives

Intangible assets with finite useful lives are amortized over their useful life. The estimated useful lives are reviewed annually, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with finite useful lives are amortized as follows:

- Customer relationships are amortized on a straight-line basis over the estimated useful life, defined as the average life of a customer's subscription, not exceeding eight years;
- Spectrum licenses are amortized over the initial non-cancelable term of the licenses, not exceeding ten years;
- Favorable leases are amortized on a straight-line basis over the remaining non-cancelable term of the lease agreement;
- Reconnect and additional service activation costs are capitalized up to a maximum amount not exceeding the revenue generated by the reconnect activity and are amortized over the average life of a customer's subscription, not exceeding eight years; and
- Direct and incremental costs associated with the acquisition of customers are capitalized and amortized over the term of the revenue arrangement for customers whereby the expected term of the arrangement is greater than one year.

## Intangible assets with indefinite useful lives

Intangible assets with indefinite useful lives are those for which there is no foreseeable limit to their useful economic life as they arise from contractual or other legal rights that can be renewed without significant cost. They are comprised of Cable Distribution Undertaking Broadcasting Licenses and Franchises ("Cable Distribution Licenses") and Trade name. Cable Distribution Licenses are comprised of broadcast authorities' licenses and exemptions from licensing that allow access to homes and customers in a specific area. The Corporation has concluded that the Cable Distribution Licenses have indefinite useful lives since there are no legal, regulatory, contractual, economic or other factors that would prevent their renewals or limit the period over which they will contribute to the Corporation's cash flows. The Trade name is considered to have an indefinite economic life because of the institutional nature of the corporate trade name, its ability to maintain market recognition and profitable operations over long periods of time and the Corporation's commitment to develop and enhance its value. The Corporation reviews at the end of each reporting period whether events and circumstances continue to support indefinite useful life assessment for these Cable Distribution Licenses and the Trade name. Intangible assets with indefinite useful lives are not amortized, but tested for impairment at least annually or more frequently if there is any indication of impairment.

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognized. It is not amortized but tested for impairment at least annually or more frequently if there is an indication of impairment.

## F) IMPAIRMENT OF NON FINANCIAL ASSETS

At the end of each reporting period, the Corporation reviews the carrying value of its property, plant and equipment and intangible assets with finite useful lives to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Goodwill and intangible assets with indefinite useful lives are tested for impairment at least annually or more frequently if there is an indication of impairment.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

For the purpose of impairment testing, assets that cannot be tested on an individual basis are grouped together into the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets ("cash-generating unit" or "CGU"). When a reasonable and consistent basis of allocation can be identified, corporate assets are allocated to an individual CGU, otherwise they are allocated to the smallest group of CGU for which a reasonable and a consistent basis of allocation can be identified.

The most recent detailed calculation made in a preceding period of the recoverable amount of a CGU to which goodwill has been allocated may be used in the impairment test of that unit in the current period provided all of the following criteria are met:

- The assets and liabilities making up the unit have not changed significantly since the most recent recoverable amount calculation;
- The most recent recoverable amount calculation resulted in an amount that exceeded the carrying amount of the unit by a substantial margin; and
- Based on an analysis of events that have occurred and circumstances that have changed since the most recent recoverable amount calculation, the likelihood that a current recoverable amount determination would be less than the current carrying amount of the unit is remote.

An impairment loss is recognized when the carrying amount of an asset or a CGU exceeds its recoverable amount. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any allocated goodwill and then to reduce the carrying amount of other assets on a pro-rata basis. The impairment loss is recognized immediately in profit or loss in the period in which the loss occurs.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

For the purpose of impairment testing, goodwill is allocated to each of the Corporation's CGUs that are expected to benefit from the synergies of the related business combination. An impairment loss recognized for goodwill cannot be reversed.

## G) LEASES

### Lessee

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

Assets held under finance leases are recognized as assets of the Corporation at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments as determined at the inception of the lease. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. The corresponding liability is included in the statement of financial position as a finance lease obligation. Lease payments are apportioned between financial expense and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Financial expense and depreciation of the assets are recognized in profit or loss in the period they occur.

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease.

### Lessor

The Corporation leases certain equipment, primarily customer premise equipment, to its customers. These leases are classified as operating leases and rental revenue is recognized over the term of the relevant lease.

## H) INCOME TAXES

Income tax expense represents the sum of the taxes currently payable and deferred. Current and deferred taxes are recognized in profit or loss, except when they relate to a business combination or to items that are recognized in other comprehensive income or directly in equity.

### Current tax

The tax currently payable is based on taxable profit for the year. The Corporation's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

### Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or assets or liabilities in a transaction that is not a business combination and that affects neither the taxable profit nor the accounting profit or is related to investments in subsidiaries to the extent that the Corporation is able to control the reversal and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are generally recognized for unused tax losses and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which, those unused tax losses and deductible temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted at the end of the reporting period. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Corporation expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority on the same taxable entity, or on different tax entities, but the Corporation intends to settle its current tax assets and liabilities on a net basis.

## I) PROVISIONS

Provisions represent liabilities of the Corporation for which the amount or timing is uncertain. A provision is recorded when the Corporation has a legal or constructive present obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized represents management's best estimate required to settle the obligation at the end of the reporting period, taking into account the obligation's risks and uncertainties. When the effect of the time value of money is material, the amount of the provision is determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as financial expense.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

## J) SHARE-BASED PAYMENT

### Equity-settled awards

The Corporation measures stock options granted to employees that vest rateably over the service period based on the fair value of each tranche on grant date by using the Black-Scholes pricing model and a compensation expense is recognized on a straight-line basis over the vesting period applicable to the tranche, with a corresponding increase in share-based payment reserve. Granted options vest equally over a period of five years beginning one year after the day such options are granted. When the stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion previously recorded in share-based payment reserve.

The Corporation measures Incentive Share Units ("ISUs") and Performance Share Units ("PSUs") granted to employees based on the fair value of the Corporation's subordinate voting shares at the date of grant and a compensation expense is recognized over the vesting period, with a corresponding increase in share-based payment reserve. The total vesting period of each grant is three years less one day.

### Cash-settled awards

The fair value of the amount payable to the members of the Board of Directors in respect of share appreciation rights under the Deferred Share Unit ("DSU") Plan of the Corporation, which are settled in cash or shares, is recognized as a compensation expense with a corresponding increase in pension plan liabilities and accrued employee benefits as of the date units are issued to the members of the Board of Directors. The accrued liability is remeasured at the end of each reporting period, until settlement, using the average closing price of the subordinate voting shares on the TSX for the twenty consecutive trading days immediately preceding by one day the closing date of the reporting period. Any changes in the fair value of the liability are recognized in profit or loss.

## K) EMPLOYEE BENEFITS

### Short-term employee benefits

Short-term employee benefits include wages, salaries, compensated absences, profit-sharing and bonuses. They are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit sharing plans if the Corporation has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an expense in the periods during which services are rendered by employees.

### Defined benefit plans

A defined benefit plan is a post-employment benefit plan whereby the amount of pension benefit that a plan participant will receive during retirement is defined and dependent on factors such as age, years of service and compensation. On each annual reporting date, independent actuaries extrapolate the data of the most recent full actuarial valuation to measure, for accounting purposes, the present value of the defined benefit obligation. The Corporation's net defined benefit liability in respect of defined benefit plans is calculated separately for each plan.

The present values of the defined benefit obligation, the current service cost and, if applicable, the past service cost are actuarially determined using the projected unit credit method (sometimes known as the accrued benefit method pro-rated on service) based on management's best-estimate assumptions on the discount rate, the expected rate of compensation increase and the mortality table.

Management determines the discount rate based on a review of the current market interest rates on investment-grade fixed-rate corporate bonds, which are rates adjusted to reflect the duration of the expected future cash outflows of retirement benefit payments.

The net defined benefit liability or asset recognized in the consolidated statement of financial position corresponds to the fair value of plan assets net of the present value of the defined benefit obligation. Any asset resulting from this calculation is limited to the present value of the economic benefits available in the form of refunds from the plans or in the form of reductions in future contributions to the plans.

The net defined benefit cost components of the defined benefit plans are recognized as follows:

- Service cost is recognized in profit or loss;
- Net interest on the net defined benefit liability or asset is recognized in profit or loss;
- Remeasurements of the net defined benefit liability or asset are recognized in other comprehensive income.

The service cost recognized in profit or loss comprises:

- Current service cost provided in exchange for employees services rendered during the period;
- Past service cost recognized in profit or loss in the period in which the plan is amended; and
- Gains or losses resulting from a settlement recognized in profit or loss in the period in which the plan settlement occurs.



Net interest on the net defined benefit liability or asset is calculated by multiplying the net defined benefit liability or asset by the discount rate.

Remeasurements of the net defined benefit liability or asset are recognized immediately in retained earnings and they are not reclassified to profit or loss in a subsequent period. Remeasurements of the net defined benefit liability or asset comprise:

- Actuarial gains and losses arising from experience adjustments, changes in financial assumptions and changes in demographic assumptions;
- The return on plan assets, except amounts included in interest income; and
- Any change in the effect of the asset ceiling, except amounts included in net interest on the net defined benefit liability or asset.

## L) FOREIGN CURRENCY TRANSLATION

For the purpose of the consolidated financial statements, the profit or loss and financial position of each group entity are expressed in Canadian dollars, which is the functional and presentation currency of the Corporation.

### Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currency of the Corporation's entities at the exchange rate in effect at the transaction date. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. Foreign currency differences arising on translation are recognized as financial expense in profit or loss, except for those arising on the translation of financial instruments designated as a hedge of a net investment in foreign operations, and financial instruments designated as hedging instruments in a cash flow hedge, which are recognized in other comprehensive income until the hedged items are settled or recognized in profit or loss.

### Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustment arising on acquisition, are translated to Canadian dollars using exchange rates prevailing at the end of the reporting period.

Revenue and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly or significant transactions occurred during that period, in which case the exchange rates at the date of the transactions are used. Exchange differences arising from the translation process of net investments in foreign operations are recognized as foreign currency translation adjustments in other comprehensive income and accumulated in equity.

The Corporation applies hedge accounting to foreign currency differences arising between the functional currency of the foreign operation and the Corporation's functional currency. Foreign currency differences arising on the translation of long-term debt designated as hedges of a net investment in foreign operations are recognized in other comprehensive income to the extent that the hedge is effective, and are presented within equity in the foreign currency translation balance. To the extent that the hedge is ineffective, such differences are recognized in profit or loss. When the hedged portion of a net investment is disposed of, the relevant amount in the cumulative amount of foreign currency translation adjustments is transferred to profit or loss as part of the profit or loss on disposal.

## M) FINANCIAL INSTRUMENTS

### Classification and measurement

All financial instruments, including derivatives, are included in the statement of financial position initially at fair value when the Corporation becomes a party to the contractual obligations of the instrument.

Subsequent to initial recognition, non-derivative financial instruments are measured in accordance with their classification as described below:

- Loans and receivables are financial assets with fixed or determinable payments that are not quoted on an open market. Cash and cash-equivalents (other than bankers' acceptances), short-term investments and trade and other receivables are classified as loans and receivables. They are measured at amortized cost using the effective interest method, less any impairment loss;
- Bankers' acceptances (included in cash equivalents), are classified as held-to-maturity and measured at amortized cost;
- Transaction costs that are directly attributable to the acquisition or related to the issuance of financial assets or liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as required, upon initial recognition. Transaction costs directly attributable to the acquisition of financial assets or liabilities at fair value through profit or loss are recognized immediately in profit or loss; and
- Bank indebtedness, trade and other payables and long-term debt are classified as other liabilities. They are measured at amortized cost using the effective interest method. Directly attributable transaction costs are added to the initial fair value of financial instruments except for those incurred with respect to the revolving facilities which are recorded as other assets and amortized over the term of the related financing on a straight-line basis.

Financial assets are derecognized only when the Corporation no longer holds the contractual rights to the cash flows of the asset or when the Corporation transfers substantially all the risks and rewards of ownership of the financial asset to another entity. Financial liabilities are derecognized only when the Corporation's obligations are discharged, cancelled or expired.

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

### **Derivative financial instruments, including hedge accounting**

The Corporation uses foreign currency forward contracts as derivative financial instruments to manage foreign exchange risk related to its foreign denominated forecasted purchase commitments of property, plant and equipment. In addition, the Corporation uses interest rate swaps as derivative financial instruments to manage interest rate risk related to its floating rate long-term debt. The Corporation does not hold or use any derivative financial instruments for speculative trading purposes.

Derivative financial instruments are recognized initially at fair value and related transaction costs are recognized in profit or loss as incurred. Subsequent to initial recognition, derivative financial instruments are measured at fair value, and changes therein are accounted for as described below. Net receipts or payments arising from derivative financial instruments are recognized as financial expense.

On initial designation of the hedge, the Corporation formally documents the relationship between the hedging instrument and the hedged item, including the risk management objectives and strategy in undertaking the hedging transaction, together with the methods that will be used to assess the effectiveness of the hedging relationship and measure the ineffectiveness. The Corporation makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, whether the hedging instruments are expected to be "highly effective" in offsetting the changes in the cash flows of the respective hedged items during the period for which the hedge is designated and whether the actual results of each hedging relationship are within a range of 80-125 percent. For a cash flow hedge of a forecasted transaction, the transaction should be highly probable to occur and should present an exposure to variations in cash flows that could ultimately affect reported profit or loss.

#### *Cash flow hedge accounting*

When a derivative financial instrument is designated as the hedging instrument in a hedge of the variability in cash flows attributable to a particular risk associated with a recognized asset or liability or a highly probable forecasted transaction that could affect profit or loss, the effective portion of changes in the fair value of the derivative financial instrument is recognized in accumulated other comprehensive income and presented in the cash flow hedge reserve in equity. The amount recognized in accumulated other comprehensive income is removed and included in profit or loss in the same period as the hedged item affects profit or loss and in the same line item as the hedged item. Any ineffective portion of changes in the fair value of the derivative financial instrument is recognized immediately in profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires, is sold, terminated, exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognized in accumulated other comprehensive income and presented in cash flow hedge reserve in equity, remains there until the forecasted hedged item affects profit or loss. If the forecasted hedged item is no longer expected to occur, then the balance in accumulated other comprehensive income is recognized immediately in profit or loss. In other cases, the amount recognized in accumulated other comprehensive income is transferred to profit or loss in the same period in which the hedged item affects profit or loss.

### **Embedded derivatives**

Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, if a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and if the combined instrument is not measured at fair value through profit or loss.

### **Impairment of financial assets**

Trade and other receivables ("receivables") are assessed at each reporting date to determine whether there is objective evidence that they are impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that receivables are impaired can include default or delinquency by a debtor or indications that a debtor will enter into bankruptcy.

The Corporation considers evidence of impairment for receivables at both the specific asset level and on an aggregate basis. All individually significant receivables are assessed for specific impairment. Those found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Receivables that are not individually significant are assessed on an aggregate basis for impairment by grouping together receivables with similar risk characteristics.

An impairment loss in respect of receivables is calculated as the difference between its carrying amount and the present value of the estimated future cash flows. Losses are recognized in profit or loss and reflected in an allowance account presented in reduction of receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

## N) CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash and highly liquid investments that have an original maturity of three months or less.

## O) SHORT-TERM INVESTMENTS

Short-term investments consist of highly liquid certificates of deposit and have original maturities over three months, but not more than one year.

## P) EARNINGS PER SHARE

The Corporation presents basic and diluted earnings per share data for its multiple and subordinate voting shares. Basic earnings per share is calculated by dividing the profit or loss attributable to shareholders of the Corporation by the weighted average number of multiple and subordinate voting shares outstanding during the period, adjusted for subordinate voting shares held in trust under the ISU and PSU Plans. Diluted earnings per share is determined by further adjusting the weighted average number of multiple and subordinate voting shares outstanding for the effects of all potential dilutive subordinate voting shares, which comprise stock options, ISUs and PSUs granted to executive officers and designated employees.

## Q) SEGMENT REPORTING

An operating segment is a component of the Corporation that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Corporation's other components. All segments' operating results are reviewed regularly by the Corporation's chief operating decision maker ("CODM") to decide about resources to be allocated to the operating segment and to assess its performance, and for which discrete financial information is available. Segment operating results that are directly reported to the CODM include items directly attributable to an operating segment as well as those that can be allocated on a reasonable basis.

## R) ACCOUNTING JUDGMENTS AND USE OF ESTIMATES

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenue and expenses.

Significant areas requiring the use of management's judgments and estimates relate to the following items:

- **Allowance for doubtful accounts**

Allowance for doubtful accounts is established based on specific credit risk of the Corporation's customers by examining such factors as the number of overdue days of the customer's balance outstanding as well as the customer's collection history. As a result, conditions causing fluctuations in the aging of customer accounts will directly impact the reported amount of bad debt expenses (see Note 22 A);

- **Business combinations**

Fair value of assets acquired and liabilities assumed in a business combination is estimated based on information available at the date of acquisition and involves considerable judgment in determining the fair values assigned to the property, plant and equipment and intangible assets acquired and liabilities assumed on acquisition. Among other things, the determination of these fair values involves the use of discounted cash flow analyses, estimated future margins and estimated future customer counts (see Note 6);

- **Depreciation of property, plant and equipment and amortization of intangible assets**

Measurement of property, plant and equipment and intangible assets with finite useful lives requires estimates for determining the asset expected useful lives and residual values. Management's judgment is also required to determine the components and the depreciation method used (see Note 8);

- **Provisions**

Management's judgment is used to determine the timing, likelihood and the amount of expected cash outflows as well as the discount rate (see Note 16);

- **Contingencies**

Contingencies such as lawsuits, taxes and commitments under contractual and other commercial obligations are estimated based on applying significant judgement in determining if a loss is probable and in determining the estimated outflow of economic resources. Such contingencies are estimated based on the information available to the Corporation;

- **Fair value measurement of derivative financial instruments**

The fair value of derivative financial instruments is estimated using valuation techniques based on several market data such as interest rates, foreign exchange rates and the Corporation's or counterparties' credit risks;

- **Hedge accounting**

Management uses significant judgment in determining whether the Corporation's financial instruments qualify for hedge accounting, including the assumptions for effectiveness and also in estimating the probability that a transaction will occur, in the case of cash flow hedges of forecasted transaction;

- **Measurement of defined benefit obligation**

The net defined benefit obligation is determined using actuarial calculations that are based on several assumptions. The actuarial valuation uses the Corporation's assumptions for the discount rate, the expected rate of compensation increase and the mortality table. If the actuarial assumptions are found to be significantly different from the actual data subsequently observed, it could impact the reported amount of defined benefit pension cost recognized in profit or loss, the remeasurement of the net defined benefit asset or liability recognized directly in other comprehensive income and the net assets or net liabilities related to these obligations presented in the consolidated statement of financial position (see Note 21);

- **Share-based payments**

Management estimates the fair value of stock-options granted using the Black-Scholes option pricing model. The estimates used by management include expected dividend yields, volatility of the Corporation's share price, the expected life of the option, the risk-free interest rate and the number of options expected to vest. Estimates are also used in the determination of the number of ISUs and PSUs that are expected to vest, which influences their fair value. The fair value of the PSUs is also estimated based on the level of Economic Value creation;

- **Measurement of non-financial assets**

The measurement of non-financial assets requires the use of management judgment to identify the existence of impairment indicators and the determination of CGUs. Furthermore, when determining the recoverable amount of a CGU or an asset, the Corporation uses significant estimates such as the estimation of future cash flows and discount rates applicable. Any significant modification of market conditions could translate into an inability to recover the carrying amounts of non-financial assets (Note 15); and

- **Deferred taxes**

Deferred tax assets and liabilities require estimates about the nature and timing of future permanent and temporary differences, the expected timing of reversals of those temporary differences and the future tax rates that will apply to those differences (see Note 10).

Such judgments and estimates are based on the facts and information available to the management of the Corporation. Changes in facts and circumstances may require the revision of previous estimates, and actual results could differ from these estimates.

### 3. ADOPTION OF NEW ACCOUNTING STANDARDS

The following standard issued by the IASB was adopted by the Corporation prospectively on September 1, 2017 and had no effect on the financial performance of the Corporation:

- *Amendments to IAS 7, Statements of Cash Flows*: was released as a part of IASB's Disclosure Initiative and is required to be applied for years beginning on or after January 1, 2017. It requires entities to provide additional disclosures that enable financial statement users to evaluate cash-flow and non-cash changes in liabilities arising from financing activities. The required enhanced disclosures have been provided in Note 20 B) .

### 4. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE

A number of new standards, interpretations and amendments to existing standards were issued by the IASB that are mandatory but not yet effective for the year ended August 31, 2018, and have not been applied in preparing these consolidated financial statements. The following standards may have a material impact on future consolidated financial statements of the Corporation:

	Effective for annual periods	
	starting on or after	
IFRS 9 <i>Financial Instruments</i>	January 1, 2018	Early adoption permitted
IFRS 15 <i>Revenue from Contracts with Customers</i>	January 1, 2018	Early adoption permitted
IFRS 16 <i>Leases</i>	January 1, 2019	Early adoption permitted

#### IFRS 9

IFRS 9 replaces the guidance in IAS 39 *Financial Instruments: Recognition and Measurement*. The Standard includes revised guidance on the classification and measurement of financial instruments, new guidance for measuring impairment on financial assets and a modified

approach to hedge accounting to better align it with an entity's risk management strategies. Based on current facts and circumstances, the Corporation does not expect its financial performance or disclosure to be materially affected by the application of the standard.

## IFRS 15

IFRS 15 establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single, five-step model for an entity to recognize revenue in order to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. IFRS 15 also provides guidance relating to the treatment of contract acquisition and contract fulfillment costs. In addition, IFRS 15 requires additional disclosure in the consolidated financial statements regarding the Corporation's revenue.

Application of the standard is mandatory for all IFRS reporters, and will be applied retrospectively by the Corporation. It applies to almost all contracts with customers: the main exceptions being leases, financial instruments and insurance contracts.

The adoption of IFRS 15 will have an impact on the timing of the recognition of revenue; however, the total revenue recognized over the term of the revenue arrangement will remain the same. All performance obligations within the contract will remain essentially the same.

The Corporation expects that the adoption of IFRS 15 will have an impact on residential non-refundable upfront installation fees charged to broadband service customers. Such revenue will be deferred and amortized over the period the fee remains material to the customer, which the Corporation estimates to be approximately six months. The estimate requires consideration of both quantitative and qualitative factors including average installation fee, average revenue per customer and customer behavior, among others. Currently these installation fees are deferred and amortized as revenue at the same pace as the revenue from the related services is earned, which is the average life of a customer's subscription for broadband service customers.

The Corporation expects that the adoption of IFRS 15 should have an impact on the consolidated financial statements with regards to the capitalization of costs to obtain a contract. IFRS 15 requires costs to obtain a contract (such as direct and incremental costs associated with the acquisition of customers) to be recognized as an asset and recognized in operating expenses over the period of time the customer is expected to remain a customer of the Corporation. Direct and incremental costs associated with the acquisition of customers are currently being capitalized as intangible assets, for contracts lasting greater than 1 year, and amortized over the term of the revenue arrangement. For contracts with durations of less than 1 year, these costs are currently being recognized in operating expenses as incurred.

Upfront fees paid by the Corporation to multiple dwelling units, such as condo associations, in order to gain access to serve and market occupants of the dwelling, will be deferred and recognized as contract costs in other assets. These fees will be recognized over the term of the agreement. Currently, these fees are capitalized in property, plant and equipment and recognized in depreciation expense, over the term of the agreement.

The Corporation is continuing its progress with the implementation of this standard and determining the effect on its consolidated financial statements. The adoption of IFRS 15 is expected to impact the consolidated financial statements as follows:

- The impact on the statement of profit or loss is not expected to be significant for fiscal 2018;
- Non-current other assets will increase by approximately \$32 million at August 31, 2018 (\$27 million in 2017) as a result of the capitalization of costs to obtain a contract and upfront fees paid to multiple dwelling units;
- Property, plant and equipment and intangible assets will decrease by approximately \$9 million and \$16 million respectively, at August 31, 2018 (\$6 million and \$15 million respectively in 2017) due to upfront fees paid to multiple dwelling units and customer acquisition fees being presented as contract costs in non-current other assets;
- Contract liabilities (currently reported as deferred and prepaid revenue) will decrease by approximately \$28 million at August 31, 2018 (\$27 million in 2017) due to the recognition of residential non-refundable installation fees over a shorter period;
- Deferred tax liabilities will increase by approximately \$10 million at August 31, 2018 (\$11 million in 2017);
- As a result of the above changes on the 2018 consolidated financial statements, approximately \$25 million (\$22 million in 2017) will be recognized as an increase to opening retained earnings.

IFRS 15 supersedes the following standards: IAS 11 *Construction Contracts*, IAS 18 *Revenue*, IFRIC 13 *Customer Loyalty Programmes*, IFRIC 15 *Agreements for the Construction of Real Estate*, IFRIC 18 *Transfers of Assets from Customers* and SIC-31 *Revenue-Barter Transactions Involving Advertising Services*.

## IFRS 16

IFRS 16 introduces a single accounting model for lessees and for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee will be required to recognize a right-of-use asset, representing its right to use the underlying asset, and a corresponding lease liability, representing its obligation to make the lease payments. IFRS 16 supersedes the current standard IAS 17 *Leases*. The accounting treatment for lessors will remain largely the same as under IAS 17. Early adoption is permitted, but only if the entity is also applying IFRS 15. At adoption, there is the option to either apply IFRS 16 with full retrospective effect or to recognize the cumulative effect of the initial application as an adjustment to opening retained earnings.

As a transitional practical expedient permitted by IFRS 16, the Corporation has a choice whether to reassess if existing contracts are, or contain, leases as at September 1, 2019, using the criteria of the new standard. Therefore, at September 1, 2019, only contracts that were previously identified as leases by applying IAS 17 may be impacted by the transition to the new standard. If the practical expedient was applied, only contracts entered into or changed after September 1, 2019 would be assessed for containing a lease while applying the criteria of the new standard.

IFRS 16 eliminates the distinction between operating and finance leases for lessees, requiring instead that leases be capitalized and presented either as lease assets (right-of-use assets) or together with property, plant and equipment. IFRS 16 may result in an increase to both assets

and liabilities recorded on the consolidated statements of financial position, stemming from recognizing the right-of-use assets and the corresponding lease liabilities. Generally, the adoption of IFRS 16 results in a decrease in operating expenses, an increase in financial expense (due to the accretion of the lease liability) and an increase in depreciation and amortization (due to the depreciation of the right-of-use asset) on the consolidated statements of profit or loss.

Compared to the results of the current standard, the results of applying the new standard should generally reflect increases in cash flows from operating activities and decreases in cash-flows from financing activities. This stems from the payment of the principal component of leases that are currently accounted for as operating leases, being presented as a cash flow use within the financing activities under the new standard.

The Corporation continues to assess the extent of the impact of this standard on its consolidated financial statements.

## 5. OPERATING SEGMENTS

The Corporation's segment profit (loss) is reported in three operating segments: Canadian broadband services, American broadband services and Business information and communications technology ("Business ICT") services. The reporting structure reflects how the Corporation manages its business activities to make decisions about resources to be allocated to the segments and to assess their performance.

The Canadian and American broadband services segments provide a wide range of Internet, video and telephony services primarily to residential customers as well as business services across their coverage areas. The Canadian broadband services activities are carried out by Cogeco Connexion in the provinces of Québec and Ontario and the American broadband services activities are carried out by Atlantic Broadband in 11 states: Connecticut, Delaware, Florida, Maine, Maryland, New Hampshire, New York, Pennsylvania, South Carolina, Virginia and West Virginia.

The Business ICT services segment provides colocation, network connectivity, hosting, cloud and an extensive portfolio of managed services primarily in Canada, the United States and Europe to small, medium and large enterprises around the globe. Cogeco Peer 1 provides these services in key vertical markets including: Internet/media, artificial intelligence, technology, financial services, public sector, on-line retail, education, health services and online gaming. The primary activities of the Business ICT services segment are carried out by Cogeco Peer 1 across Canada (British Columbia, Ontario and Québec), the United States (California, Texas, Virginia, Florida, New York and Georgia) and Europe (London, Southampton and Portsmouth, United Kingdom and France). Cogeco Peer 1 has more than 50 points of presence, including in France, Germany, the Netherlands and Mexico.

The Corporation and its chief operating decision maker assess the performance of each operating segment based on its segment profit (loss), which is equal to revenue less operating expenses. The other expenses, except for management fees, financial expense and income taxes, are reported by segment solely for external reporting purposes. Management fees, financial expense and income taxes are managed on a consolidated basis and, accordingly, are not reflected in segmented results. The Inter-segment eliminations and other, eliminate any intercompany transactions included in each segment's operating results and include head office activities. Transactions between operating segments are measured at the amounts agreed to between the parties.

	Canadian broadband services	American broadband services	Business ICT services	Inter-segment eliminations and other	Consolidated
<b>Year ended August 31, 2018</b>					
<i>(In thousands of Canadian dollars)</i>					
	\$	\$	\$	\$	\$
<b>Revenue</b>	1,299,388	848,083	279,715	(3,637)	2,423,549
Operating expenses	624,733	477,421	195,266	21,183	1,318,603
Management fees – Cogeco Inc.	—	—	—	18,961	18,961
<b>Segment profit (loss)</b>	674,655	370,662	84,449	(43,781)	1,085,985
Integration, restructuring and acquisition costs <sup>(1)</sup>	—	20,328	—	—	20,328
Depreciation and amortization	239,522	191,788	101,555	289	533,154
Financial expense	—	—	—	—	182,554
<b>Profit before income taxes</b>					349,949
Income taxes					(6,392)
<b>Profit for the year</b>					356,341
Property, plant and equipment	1,112,420	823,062	367,030	164	2,302,676
Intangible assets	1,020,368	1,885,061	65,659	—	2,971,088
Goodwill	4,662	1,332,781	271,003	—	1,608,446
Acquisition of property, plant and equipment	231,291	213,863	50,136	—	495,290
Acquisition of intangible and other assets	9,458	5,549	5,279	—	20,286
Acquisition of Spectrum licenses	32,306	—	—	—	32,306

(1) Comprised mainly of acquisition and integration costs in connection with the MetroCast acquisition completed on January 4, 2018 (see Note 6).



Year ended August 31, 2017 <i>(In thousands of Canadian dollars)</i>	Canadian broadband services \$	American broadband services \$	Business ICT services \$	Inter-segment eliminations and other \$	Consolidated \$
<b>Revenue</b>	1,296,455	643,135	290,799	(3,538)	2,226,851
Operating expenses	618,223	371,947	199,748	13,024	1,202,942
Management fees – Cogeco Inc.	—	—	—	18,939	18,939
<b>Segment profit (loss)</b>	678,232	271,188	91,051	(35,501)	1,004,970
Integration, restructuring and acquisition costs <sup>(1)</sup>	—	3,191	—	—	3,191
Depreciation and amortization	231,893	138,088	104,786	301	475,068
Financial expense	—	—	—	—	129,424
<b>Profit before income taxes</b>	—	—	—	—	397,287
Income taxes	—	—	—	—	98,062
<b>Profit for the year</b>	—	—	—	—	299,225
Property, plant and equipment	1,110,926	443,257	392,603	453	1,947,239
Intangible assets	990,600	905,805	81,897	—	1,978,302
Goodwill	4,662	749,982	268,780	—	1,023,424
Acquisition of property, plant and equipment	229,530	129,735	47,599	—	406,864
Acquisition of intangible and other assets	10,600	5,215	5,378	—	21,193

(1) Comprised of due diligence and acquisition costs related to the MetroCast acquisition completed on January 4, 2018 (see Note 6).

The following tables set out certain geographic market information:

<b>Year ended August 31, 2018</b> <i>(In thousands of Canadian dollars)</i>	<b>Canada</b> \$	<b>United States</b> \$	<b>Europe</b> \$	<b>Total</b> \$
Revenue	1,465,694	925,551	32,304	2,423,549
Property, plant and equipment	1,413,629	862,393	26,654	2,302,676
Intangible assets	1,066,034	1,903,189	1,865	2,971,088
Goodwill	221,867	1,371,992	14,587	1,608,446

Year ended August 31, 2017 <i>(In thousands of Canadian dollars)</i>	Canada \$	United States \$	Europe \$	Total \$
Revenue	1,466,948	729,201	30,702	2,226,851
Property, plant and equipment	1,426,089	490,820	30,330	1,947,239
Intangible assets	1,044,991	929,565	3,746	1,978,302
Goodwill	221,867	787,633	13,924	1,023,424

## 6. BUSINESS COMBINATION

### MetroCast business combination

On January 4, 2018, the Corporation's subsidiary, Atlantic Broadband, completed the acquisition of substantially all of the assets of Harron Communications, L.P. cable systems operating under the MetroCast brand name ("MetroCast"). This acquisition extends Atlantic Broadband's footprint across 11 states on the East Coast of the United States from Maine to Florida. The transaction valued at US\$1.4 billion was subject to post closing adjustments. This acquisition was financed through a combination of US\$1.7 billion under a new Senior Secured Term Loan B, whereby US\$583 million was used to refinance the existing First Lien Credit Facilities, and US\$40.4 million drawn under a new US\$150 million Senior Secured Revolving Credit facility, combined with a US\$315 million equity investment by Caisse de dépôt et placement du Québec ("CDPQ") in Atlantic Broadband's holding company, representing 21% of Atlantic Broadband.

The acquisition was accounted for using the purchase method and was subject to post closing adjustments. During fiscal 2018, adjustments were made to the working capital resulting in a reduction of the purchase price by \$5.2 million (US\$4.2 million). The final allocation of the purchase price of this acquisition is as follows:

	Preliminary May 31, 2018	Final August 31, 2018
	\$	\$
<b>Purchase price</b>		
Consideration paid at closing	1,762,163	1,762,163
Working capital adjustments	(5,222)	(5,222)
	1,756,941	1,756,941
<b>Net assets acquired</b>		
Cash and cash equivalents	6	6
Trade and other receivables	5,075	5,075
Prepaid expenses and other	1,989	1,989
Property, plant and equipment	297,156	280,491
Intangible assets	874,553	944,738
Goodwill	583,209	529,689
Trade and other payables assumed	(5,047)	(5,047)
	1,756,941	1,756,941

The amount of goodwill, which is expected to be deductible for tax purposes, is mainly attributable to revenue and adjusted EBITDA growth considering residential and business growth opportunities, to the expected benefits from the corporate tax structure and to the strength of MetroCast assembled workforce.

In connection with this acquisition, the Corporation incurred acquisition-related costs of \$23.5 million, of which \$20.3 million were recognized in the current year (\$3.2 million in 2017), as "Integration, restructuring and acquisition costs" in the Corporation's consolidated statement of profit and loss.

During the year ended August 31, 2018, the Corporation recognized \$200 million of revenue and \$50.2 million of profit related to the additional operations generated by the acquisition of MetroCast which excludes acquisition and integration costs, financial expense and income tax. The MetroCast revenue, operating expenses and depreciation and amortization are recognized in the American broadband services operating segment.

Had the business combination been effective at September 1, 2017, the consolidated revenue of the Corporation would have been \$2.518 billion, and the profit would have been \$357.9 million for the year ended August 31, 2018. Management considers these "pro-forma" numbers to represent an approximate measure of the performance of the combined group. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on September 1, 2017.

## 7. OPERATING EXPENSES

Years ended August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
Salaries, employee benefits and outsourced services	392,153	358,736
Service delivery costs <sup>(1)</sup>	710,518	658,955
Customer related costs <sup>(2)</sup>	76,706	66,923
Other external purchases <sup>(3)</sup>	139,226	118,328
	<b>1,318,603</b>	<b>1,202,942</b>

(1) Include cost of equipment sold, content and programming costs, payments to other carriers, data centre expenses, franchise fees and network costs.

(2) Include advertising and marketing expenses, selling costs, billing expenses, bad debts and collection expenses.

(3) Include office building expenses, professional service fees, Canadian Radio-television and Telecommunications Commission ("CRTC") fees, losses and gains on disposals and write-offs of property, plant and equipment and other administrative expenses.

## 8. DEPRECIATION AND AMORTIZATION

Years ended August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
Depreciation of property, plant and equipment	451,503	413,016
Amortization of intangible assets	81,651	62,052
	<b>533,154</b>	<b>475,068</b>

## 9. FINANCIAL EXPENSE

Years ended August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
Interest on long-term debt <sup>(1)</sup>	179,680	124,215
Net foreign exchange losses (gains)	(5,450)	846
Amortization of deferred transaction costs	1,884	2,511
Capitalized borrowing costs <sup>(2)</sup>	(2,074)	(2,930)
Other	8,514	4,782
	<b>182,554</b>	<b>129,424</b>

(1) In connection with the early reimbursement of the US\$400 million Senior Unsecured Notes, an amount of \$2.5 million of unamortized deferred transaction costs and a redemption premium of \$6.2 million were charged to financial expense in May 2018. In connection with the MetroCast acquisition, an amount of \$7.3 million was charged to financial expense, representing the unamortized deferred transaction costs pertaining to the early reimbursement of the Term Loan A-2, A-3 and B facilities in January 2018.

(2) For the years ended August 31, 2018 and 2017, the weighted average interest rate used in the capitalization of borrowing costs was 4.5%.

## 10. INCOME TAXES

Years ended August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
Current	67,551	88,162
Deferred	(73,943)	9,900
	<b>(6,392)</b>	<b>98,062</b>

The following table provides the reconciliation between income tax expense at the Canadian statutory federal and provincial income tax rates and the consolidated income tax expense:

Years ended August 31, (in thousands of Canadian dollars)	2018 \$	2017 \$
Profit before income taxes	349,949	397,287
Combined Canadian income tax rate	26.50%	26.50%
Income taxes at combined Canadian income tax rate	92,736	105,281
Adjustment for losses or profit subject to lower or higher tax rates	538	9,315
Revaluation of deferred tax assets	9,660	587
Impact on deferred taxes as a result of changes in substantively enacted tax rates <sup>(1)</sup>	(89,056)	(1,714)
Impact on income taxes arising from non-deductible expenses and non-taxable profit	1,888	671
Tax impacts related to foreign operations	(23,151)	(17,009)
Other	993	931
Income taxes at effective income tax rate	(6,392)	98,062

(1) On December 22, 2017, the US Federal administration enacted the Tax Cuts and Jobs Act (the "Act"). The tax reform reduced the general federal corporate tax rate from 35% to 21% starting after 2017. As a result, deferred income taxes and net deferred tax liabilities have been reduced by approximately \$89 million (US\$70 million). In addition, the Act calls for other changes such as interest deductibility limitations, full deduction of acquisitions of tangible assets, net operating losses limitations as well as base erosion anti-avoidance.

The following table shows deferred income taxes resulting from temporary differences between the carrying amounts of assets and liabilities for accounting purposes and the amounts used for tax purposes, as well as tax losses carryforwards:

At August 31, (In thousands of Canadian dollars)	2018 \$	2017 \$
Property, plant and equipment	(165,436)	(165,005)
Intangible assets and goodwill	(500,603)	(563,613)
Deferred and prepaid revenue	24,491	11,731
Non-capital losses and other tax credits carryforwards, net of unrecognized benefits related to tax losses	112,738	133,791
Other	(9,381)	(9,733)
Net deferred tax liabilities	(538,191)	(592,829)
Financial statement presentation:		
Deferred tax assets	5,665	10,918
Deferred tax liabilities	(543,856)	(603,747)
Net deferred tax liabilities	(538,191)	(592,829)

The movements in deferred tax asset and liability balances during fiscal 2018 and 2017 were as follows:

Year ended August 31, 2018 (In thousands of Canadian dollars)	Balance beginning of the year \$	Recognized in profit or loss \$	Recognized in other comprehensive income \$	Foreign currency translation adjustments \$	Balance end of the year \$
Property, plant and equipment	(165,005)	3,281	—	(3,712)	(165,436)
Intangible assets and goodwill	(563,613)	73,723	—	(10,713)	(500,603)
Deferred and prepaid revenue	11,731	12,580	—	180	24,491
Non-capital losses and other tax credits carryforwards, net of unrecognized benefits related to tax losses	133,791	(25,064)	—	4,011	112,738
Other	(9,733)	9,423	(9,135)	64	(9,381)
	(592,829)	73,943	(9,135)	(10,170)	(538,191)

Year ended August 31, 2017	Balance beginning of the year	Recognized in profit or loss	Recognized in other comprehensive income (loss)	Acquisition through a business combination	Foreign currency translation adjustments	Balance end of the year
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$
Property, plant and equipment	(174,237)	4,552	—	63	4,617	(165,005)
Intangible assets and goodwill	(565,757)	(11,288)	—	(612)	14,044	(563,613)
Deferred and prepaid revenue	10,973	995	—	—	(237)	11,731
Non-capital losses and other tax credits carryforwards, net of unrecognized benefits related to tax losses	139,832	(683)	—	—	(5,358)	133,791
Other	(4,351)	(3,476)	(2,003)	—	97	(9,733)
	(593,540)	(9,900)	(2,003)	(549)	13,163	(592,829)

At August 31, 2018, the Corporation and its subsidiaries had accumulated federal income tax losses, the benefits of which have been recognized in these financial statements, unless indicated otherwise. The benefits represent the amount expected to be realized, based on management's assessment of the Corporations projected future profitability, deferred tax liabilities reversal and available carryback and carryforward periods, among others. These losses expire as follows:

	2025	2026	Thereafter	Total
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$
Canada	—	—	67,057	67,057
United States <sup>(1)</sup>	43,809	72,044	286,469	402,322
United Kingdom <sup>(2)</sup>	—	—	34,216	34,216
	43,809	72,044	387,742	503,595

(1) The benefit on \$52.8 million of tax losses in the United States has not been recognized in these financial statements.

(2) Net tax losses in United Kingdom can be carried forward indefinitely to offset against profit of the same enterprise. The benefit of these tax losses have not been recognized in these financial statements.

The Corporation and its subsidiaries also had accumulated capital losses amounting to \$827 million which can be carried forward indefinitely against capital gains, and \$103 million of unrealized foreign exchange temporary differences, the benefits of which have not been recognized in these consolidated financial statements.

## 11. EARNINGS PER SHARE

The following table provides the reconciliation between basic and diluted earnings per share:

Years ended August 31,	2018	2017
<i>(In thousands of Canadian dollars, except number of shares and per share data)</i>	\$	\$
<b>Profit for the year attributable to owners of the Corporation</b>	<b>347,150</b>	299,225
Weighted average number of multiple and subordinate voting shares outstanding	49,296,872	49,204,213
Effect of dilutive stock options <sup>(1)</sup>	162,139	168,469
Effect of dilutive incentive share units	107,472	111,120
Effect of dilutive performance share units	133,931	111,393
Weighted average number of diluted multiple and subordinate voting shares outstanding	49,700,414	49,595,195
<b>Earnings per share</b>		
Basic	7.04	6.08
Diluted	6.98	6.03

(1) For the year ended August 31, 2018, 258,325 stock options (2,475 in 2017) were excluded from the calculation of diluted earnings per share as the exercise price of the options was greater than the average share price of the subordinate voting shares.

## 12. SHORT-TERM INVESTMENTS

At August 31, 2017 the Corporation's short-term investments were comprised of certificates of deposit, for a total of \$54 million, bore interest between 1.08% to 1.22% and matured on dates ranging from October 2017 to June 2018.

## 13. OTHER ASSETS

At August 31, (In thousands of Canadian dollars)	2018 \$	2017 \$
Transaction costs	4,482	3,091
Other	2,867	4,004
	<b>7,349</b>	<b>7,095</b>

## 14. PROPERTY, PLANT AND EQUIPMENT

During fiscal 2018 and 2017, property, plant and equipment variations were as follows:

Years ended August 31, 2018 and 2017 (In thousands of Canadian dollars)	Land, buildings and leasehold improvements \$	Networks and infrastructure <sup>(1)</sup> \$	Data centre equipment <sup>(2)</sup> \$	Customer premise equipment \$	Rolling stock and equipment <sup>(3)</sup> \$	Total \$
<b>Cost</b>						
Balance at August 31, 2016	251,688	3,076,215	321,344	607,465	360,198	4,616,910
Acquisitions through a business combination	—	204	—	—	—	204
Additions	4,967	233,627	25,189	78,961	64,120	406,864
Disposals and write-offs	(6,931)	(15,485)	(17,896)	(47,647)	(2,650)	(90,609)
Foreign currency translation adjustments	(3,463)	(31,450)	(11,523)	(6,198)	(5,316)	(57,950)
Balance at August 31, 2017	246,261	3,263,111	317,114	632,581	416,352	4,875,419
Acquisitions through a business combination	7,715	245,585	—	16,524	10,667	280,491
Additions	7,449	287,886	24,627	97,150	78,178	495,290
Disposals and write-offs	(1,477)	(14,860)	(5,812)	(48,334)	(3,709)	(74,192)
Foreign currency translation adjustments	3,106	40,529	4,448	6,630	5,432	60,145
<b>Balance at August 31, 2018</b>	<b>263,054</b>	<b>3,822,251</b>	<b>340,377</b>	<b>704,551</b>	<b>506,920</b>	<b>5,637,153</b>
<b>Accumulated depreciation and impairment losses</b>						
Balance at August 31, 2016	76,196	1,720,732	137,719	447,823	244,720	2,627,190
Depreciation expense	15,760	244,847	32,528	70,361	49,520	413,016
Disposals and write-offs	(653)	(10,844)	(17,845)	(46,845)	(2,549)	(78,736)
Foreign currency translation adjustments	(1,339)	(16,237)	(9,807)	(2,799)	(3,108)	(33,290)
Balance at August 31, 2017	89,964	1,938,498	142,595	468,540	288,583	2,928,180
Depreciation expense	18,129	270,393	35,243	78,856	48,882	451,503
Disposals and write-offs	(1,419)	(12,622)	(5,811)	(47,387)	(3,637)	(70,876)
Foreign currency translation adjustments	1,155	15,996	2,933	2,686	2,900	25,670
<b>Balance at August 31, 2018</b>	<b>107,829</b>	<b>2,212,265</b>	<b>174,960</b>	<b>502,695</b>	<b>336,728</b>	<b>3,334,477</b>
<b>Carrying amounts</b>						
At August 31, 2017	156,297	1,324,613	174,519	164,041	127,769	1,947,239
<b>At August 31, 2018</b>	<b>155,225</b>	<b>1,609,986</b>	<b>165,417</b>	<b>201,856</b>	<b>170,192</b>	<b>2,302,676</b>

(1) Networks and infrastructure include cable towers, headends, transmitters, fibre and coaxial networks, customer drops, and network equipment.

(2) Data centre equipment includes general infrastructure, mechanical and electrical equipment, security and access control.

(3) Rolling stock and equipment includes rolling stock, programming equipment, furniture and fixtures, computer and software and other equipments.



## 15. INTANGIBLE ASSETS AND GOODWILL

### A) INTANGIBLE ASSETS

During fiscal 2018 and 2017, intangible assets variations were as follows:

Years ended August 31, 2018 and 2017 <i>(In thousands of Canadian dollars)</i>	Finite useful life			Indefinite useful life		Total
	Customer relationships <sup>(1)</sup>	Spectrum Licenses <sup>(2)</sup>	Other <sup>(3)</sup>	Cable Distribution Licenses	Trade name	
	\$	\$	\$	\$	\$	\$
<b>Cost</b>						
Balance at August 31, 2016	424,645	—	78,619	1,809,047	25,934	2,338,245
Acquisitions through a business combination	2,358	—	—	—	—	2,358
Additions	—	—	21,572	—	—	21,572
Fully amortized	—	—	(13,533)	—	—	(13,533)
Foreign currency translation adjustments	(14,144)	—	(1,316)	(37,236)	—	(52,696)
Balance at August 31, 2017	412,859	—	85,342	1,771,811	25,934	2,295,946
Acquisitions through a business combination	195,264	—	2,131	747,343	—	944,738
Additions	—	32,306	20,286	—	—	52,592
Fully amortized	(33,983)	—	(11,867)	—	—	(45,850)
Foreign currency translation adjustments	20,732	—	1,278	64,447	—	86,457
<b>Balance at August 31, 2018</b>	<b>594,872</b>	<b>32,306</b>	<b>97,170</b>	<b>2,583,601</b>	<b>25,934</b>	<b>3,333,883</b>
<b>Accumulated amortization and impairment losses</b>						
Balance at August 31, 2016	239,455	—	39,242	—	—	278,697
Amortization expense	44,095	—	17,957	—	—	62,052
Fully amortized	—	—	(13,533)	—	—	(13,533)
Foreign currency translation adjustments	(9,002)	—	(570)	—	—	(9,572)
Balance at August 31, 2017	274,548	—	43,096	—	—	317,644
Amortization expense	59,592	897	21,162	—	—	81,651
Fully amortized	(33,983)	—	(11,867)	—	—	(45,850)
Foreign currency translation adjustments	8,773	—	577	—	—	9,350
<b>Balance at August 31, 2018</b>	<b>308,930</b>	<b>897</b>	<b>52,968</b>	<b>—</b>	<b>—</b>	<b>362,795</b>
<b>Carrying amounts</b>						
At August 31, 2017	138,311	—	42,246	1,771,811	25,934	1,978,302
<b>At August 31, 2018</b>	<b>285,942</b>	<b>31,409</b>	<b>44,202</b>	<b>2,583,601</b>	<b>25,934</b>	<b>2,971,088</b>

(1) Customer relationships include long-term contractual agreements with customers.

(2) In 2018, the Corporation's subsidiary, Cogeco Connexion, was the successful bidder on 23 Spectrum licenses of 2,500 MHz and 2,300 MHz, primarily in its Ontario and Québec wireline footprints, in the auction for residual Spectrum licenses organized by Innovation, Science & Economic Development ("ISED") Canada for a total price of \$24.3 million. In addition it also acquired 10 Spectrum licenses of 2,500 MHz in non-metropolitan areas of Ontario, from Kian Telecom, for a consideration of \$8 million. Both transactions were completed in June 2018.

(3) Includes reconnect and additional service activation costs in the Broadband services segments, direct and incremental costs associated with the acquisition of customers and favorable leases.

## B) GOODWILL

During fiscal 2018 and 2017, goodwill variations were as follows:

Years ended August 31, 2018 and 2017		\$
<i>(In thousands of Canadian dollars)</i>		
<b>Cost</b>		
Balance at August 31, 2016		1,485,890
Foreign currency translation adjustments		(51,806)
Balance at August 31, 2017		1,434,084
Acquisitions through a business combination		<b>529,689</b>
Foreign currency translation adjustments		<b>67,906</b>
<b>Balance at August 31, 2018</b>		<b>2,031,679</b>
<b>Accumulated impairment losses</b>		
Balance at August 31, 2016		425,110
Foreign currency translation adjustments		(14,450)
Balance at August 31, 2017		410,660
Foreign currency translation adjustments		<b>12,573</b>
<b>Balance at August 31, 2018</b>		<b>423,233</b>
<b>Carrying amounts</b>		
At August 31, 2017		1,023,424
<b>At August 31, 2018</b>		<b>1,608,446</b>

## C) IMPAIRMENT TESTING OF GOODWILL AND INTANGIBLE ASSETS

The Corporation tests goodwill and intangible assets with indefinite useful lives for impairment annually, or more frequently when indicators of impairment are identified.

Goodwill is allocated to cash-generating units ("CGU") based on the level at which management monitors goodwill. The allocation is made to CGUs that are expected to benefit from the synergies of the business combination from which it arose.

Intangible assets with indefinite useful lives who do not generate independent cash inflows from those of other assets or group of assets, are allocated and tested for impairment as part of the CGU to which they belong.

For the purpose of impairment testing, goodwill and intangible assets with indefinite useful lives are allocated to each of the Corporation's CGUs as follows:

At August 31,	2018			2017		
	Goodwill	Cable Distribution Licenses	Trade name	Goodwill	Cable Distribution Licenses	Trade name
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$
Canadian broadband services	4,662			4,662		
Ontario		857,696	—		857,696	—
Québec		109,304	—		109,304	—
American broadband services	1,332,781			749,982		
Southern Florida		244,129	—		234,423	—
South Carolina		40,471	—		38,862	—
Western Pennsylvania		406,011	—		389,870	—
Maryland/Delaware		53,526	—		51,398	—
Eastern Connecticut		93,995	—		90,258	—
Eastern Pennsylvania		94,257	—		—	—
Maryland/Virginia		357,315	—		—	—
New Hampshire/Maine		326,897	—		—	—
Business ICT services	271,003	—	25,934	268,780	—	25,934
<b>Total</b>	<b>1,608,446</b>	<b>2,583,601</b>	<b>25,934</b>	<b>1,023,424</b>	<b>1,771,811</b>	<b>25,934</b>

Goodwill and intangible assets with indefinite useful lives are considered impaired if the recoverable amount is less than the carrying amount. The recoverable amount of each CGU is calculated based on the higher of value in use and fair value less cost to sell. The value in use is determined using cash flow projections derived from internal financial projections covering a period of five to eight years. They reflect management's expectations of revenue growth, expenses and capital expenditures for each CGU based on past experience and expected growth for the segment. Cash flows beyond that period are extrapolated using an estimated terminal growth rate determined with regard to projected growth rates for the specific markets in which the CGUs participate and are not considered to exceed the long-term average growth rates for those markets. Discount rates applied to the cash flow forecasts are derived from the Corporation's pre-tax weighted average cost of capital, adjusted for the different risk profiles of the individual CGUs.

At June 30, 2018 and 2017, the Corporation performed impairment tests for its CGUs within the Canadian and American broadband services segments. The recoverable amount of each CGU was determined to be higher than its carrying amount and no impairment loss has been recognized for the years ended August 31, 2018 and 2017. The 2017 calculation of the recoverable amount of the Canadian broadband services, which represented the most recent detailed calculation made in a preceding year, was used in the impairment tests of its CGUs at June 30, 2018.

At June 30, 2018 and May 31, 2017, the Corporation performed impairment tests of its Business ICT services CGU. The recoverable amount was determined to be higher than its carrying amount and no impairment loss was recognized for the years ended August 31, 2018 and 2017.

The following represents the key assumptions that were used to determine the recoverable amounts in the most recent impairment tests performed for each of the Corporation's operating segments:

Operating segment	2018		2017	
	Pre-tax discount rate %	Terminal growth rate %	Pre-tax discount rate %	Terminal growth rate %
Canadian broadband services	10.0	2.0	10.0	2.0
American broadband services	7.9 to 8.8	2.5 to 3.0	9.2 to 10.0	2.5 to 3.0
Business ICT services	11.5	3.2	11.5	3.2

The following table presents for each operating segment, the change in the pre-tax discount rate and in the terminal growth rate used in the tests performed, that would have been required in order for the recoverable amount to equal the carrying value of the CGU at the date of the most recent impairment tests:

Operating segment	Increase in pre-tax discount rate %	Decrease in terminal growth rate %
	Canadian broadband services	10.2 to 12.1
American broadband services	0.5 to 6.2	0.6 to 14.0
Business ICT services	0.5	0.7

## 16. PROVISIONS

During fiscal 2018, provisions variations were as follows:

Year ended August 31, 2018	Withholding and stamp taxes <sup>(1)</sup>	Programming and content costs <sup>(2)</sup>	Other <sup>(3)</sup>	Total
(In thousands of Canadian dollars)	\$	\$	\$	\$
Balance, beginning of the year	7,099	5,758	10,153	23,010
Provisions made during the year	—	4,967	5,943	10,910
Provisions used during the year	—	(1,104)	(4,066)	(5,170)
Provisions reversed during the year	—	(3,046)	—	(3,046)
Foreign currency translation adjustments	133	21	29	183
<b>Balance, end of the year</b>	<b>7,232</b>	<b>6,596</b>	<b>12,059</b>	<b>25,887</b>

(1) The provisions for withholding and stamp taxes relate to contingent liabilities for withholding and stamp taxes relating to fiscal years prior to the acquisition of a Portuguese subsidiary by the Corporation. Pursuant to the completion of the sale of the Portuguese subsidiary in 2012, the Corporation remains responsible for these contingent liabilities up to a maximum amount of €5 million under the terms of the sale agreement.

(2) The provisions for programming and content costs include provisions for retroactive rate increases as well as additional royalties or content costs as a result of periodical audits from service providers.

(3) The other provisions include provisions for contractual obligations and other legal obligations.

## 17. LONG-TERM DEBT

At August 31,	Maturity	Interest rate	2018	2017
<i>(In thousands of Canadian dollars, except percentages)</i>		%	\$	\$
<b>Corporation</b>				
Term Revolving Facility <sup>a)</sup>				
Canadian Revolving Facility				
Revolving loan – US\$310 million	January 2023	3.53 <sup>(1)</sup>	404,705	—
Senior Secured Notes <sup>b)</sup>				
Series A – US\$25 million	September 2024	4.14	32,540	31,229
Series B – US\$150 million	September 2026	4.29	195,176	187,325
Senior Secured Notes Series B <sup>c)</sup>	October 2018	7.60	54,994	54,922
Senior Secured Notes – US\$215 million <sup>d)</sup>	June 2025	4.30	279,711	268,432
Senior Secured Debentures Series 2 <sup>e)</sup>	November 2020	5.15	199,544	199,354
Senior Secured Debentures Series 3 <sup>f)</sup>	February 2022	4.93	199,255	199,061
Senior Secured Debentures Series 4 <sup>g)</sup>	May 2023	4.18	298,381	298,078
Senior Unsecured Debenture <sup>h)</sup>	—	—	—	99,979
Senior Unsecured Notes – US\$400 million in 2017 <sup>i)</sup>	—	—	—	498,141
<b>Subsidiaries</b>				
First Lien Credit Facilities <sup>j)</sup>				
Senior Secured Term Loan B Facility - US\$1,695.8 million	January 2025	4.45 <sup>(1) (2)</sup>	2,167,792	—
Senior Secured Revolving Facility - US\$20 million	January 2023	4.44 <sup>(1)</sup>	26,110	—
Term Loan A-2 Facility – US\$94.4 million in 2017	—	—	—	117,397
Term Loan A-3 Facility - US\$118.4 million in 2017	—	—	—	147,073
Term Loan B Facility – US\$355.4 million in 2017	—	—	—	439,088
Revolving Facility – US\$29 million in 2017	—	—	—	36,354
			<b>3,858,208</b>	2,576,433
Less current portion			<b>77,188</b>	131,915
			<b>3,781,020</b>	2,444,518

(1) Interest rate on debt includes applicable credit spread.

(2) A US subsidiary of the Corporation entered into interest rate swap agreements to fix the interest rate on a notional amount of US\$1.175 billion of its LIBOR based loans. These agreements have the effect of converting the floating US Libor base rate into fixed rates ranging from 0.987% to 2.262% for maturities between July 31, 2019 and November 30, 2024, under the Senior Secured Term Loan B Facility. Taking into account these agreements, the effective interest rate on the Senior Secured Term Loan B Facility is 4.44%.

- a) The Corporation has a Term Revolving Facility of \$800 million with a syndicate of lenders. On December 11, 2017, the maturity was extended until January 24, 2023 and can be further extended annually. This amended and restated Term Revolving Facility is comprised of two tranches: a first tranche, a Canadian tranche, amounting to \$788 million and the second tranche, a UK tranche, amounting to \$12 million. Cogeco Peer 1 (UK) Ltd. can borrow under the UK tranche. The Canadian tranche is available in Canadian dollars, US dollars, Euros and British Pounds and interest rates are based on banker's acceptance, US dollar base rate loans, LIBOR loans in US dollars, Euros or British Pounds, plus the applicable credit spread. The UK tranche is available in British Pounds and interest rates are based on British Pounds base rate loans and British Pounds LIBOR loans. The Term Revolving Facility provides access to a swingline with a limit of \$30 million, from which \$12 million are available under a UK swingline. The Term Revolving Facility is indirectly secured by a first priority fixed and floating charges and a security interest on substantially all present and future real and personal properties and undertaking of every nature and kind of the Corporation and certain of its subsidiaries, and provides for certain permitted encumbrances, including purchased money obligations, existing funded obligations and charges granted by any subsidiary prior to the date when it becomes a subsidiary, subject to a maximum amount. The provisions under this facility provide for restrictions on the operations and activities of the Corporation. Generally, the most significant restrictions relate to total indebtedness, financial expense, permitted investments, distributions to shareholders including dividends on multiple and subordinate voting shares and share repurchases, as well as the incurrence and maintenance of certain financial ratios primarily linked to EBITDA adjusted for integration, restructuring and acquisition costs ("adjusted EBITDA").
- b) On August 27, 2014, the Corporation completed, pursuant to a private placement, the issuance of US\$25 million Senior Secured Notes Series A and of US\$150 million Senior Secured Notes Series B. The Senior Secured Notes Series A bear interest at 4.14% per annum payable semi-annually and mature on September 1, 2024, and the Senior Secured Notes Series B bear interest at 4.29% per annum payable semi-annually and mature on September 1, 2026. The Senior Secured Notes Series A and B are redeemable at any time at Cogeco Communications' option, in whole or in part, at 100% of the principal amount plus a make-whole premium. These Notes are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and certain of its subsidiaries.
- c) On October 1, 2008, the Corporation issued \$55 million Senior Secured Notes Series B maturing October 1, 2018. The Senior Secured Notes Series B bear interest at the coupon rate of 7.60% per annum, payable semi-annually. The Senior Secured Notes are senior secured

obligations and rank equally and rateably with all existing and future senior indebtedness. These Notes are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and certain of its subsidiaries. These Notes are redeemable at the Corporation's option at any time, in whole or in part, prior to maturity, at 100% of the principal amount plus a make-whole premium.

- d) On June 27, 2013, the Corporation completed, pursuant to a private placement, the issuance of US\$215 million Senior Secured Notes. The Senior Secured Notes bear interest at 4.30% payable semi-annually and mature on June 16, 2025. The Senior Secured Notes are redeemable at the Corporation's option at any time, in whole or in part, at 100% of the principal amount plus a make-whole premium. These Notes are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and certain of its subsidiaries.
- e) On November 16, 2010, the Corporation completed pursuant to a public debt offering, the issue of \$200 million Senior Secured Debentures Series 2. These debentures mature on November 16, 2020 and bear interest at 5.15% per annum payable semi-annually. These debentures are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and certain of its subsidiaries.
- f) On February 14, 2012, the Corporation completed pursuant to a public debt offering, the issue of \$200 million Senior Secured Debentures Series 3. These debentures mature on February 14, 2022 and bear interest at 4.925% per annum payable semi-annually. These debentures are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and certain of its subsidiaries.
- g) On May 27, 2013, the Corporation completed pursuant to a public debt offering, the issue of \$300 million Senior Secured Debentures Series 4. These debentures mature on May 26, 2023 and bear interest at 4.175% per annum payable semi-annually. These debentures are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and its subsidiaries except for the unrestricted subsidiaries. The provisions under these debentures provide for restrictions on the operations and activities of the Corporation and its subsidiaries except for the unrestricted subsidiaries. Generally, the most significant restrictions relate to permitted indebtedness, dispositions and maintenance of certain financial ratios.
- h) On March 5, 2008, the Corporation issued a \$100 million Senior Unsecured Debenture by way of a private placement. The debenture bore interest at a fixed rate of 5.936% per annum, payable semi-annually. The debenture was reimbursed by the Corporation, at its maturity date, on March 5, 2018.
- i) On April 23, 2013, the Corporation completed a private placement of US\$400 million aggregate principal amount of Senior Unsecured Notes. At issuance, these Notes matured on May 1, 2020 and bore interest at 4.875% per annum payable semi-annually. In May 2018, the Corporation proceeded with the early reimbursement of the Notes. In connection with the early reimbursement, an amount of \$2.5 million of unamortized deferred transaction costs and a redemption premium of \$6.2 million were charged to financial expense in fiscal 2018.
- j) On January 4, 2018, in connection with the financing of the MetroCast acquisition, a new \$2.1 billion (US\$1.7 billion) Senior Secured Term Loan B maturing January 2025, and a \$188 million (US\$150 million) Senior Secured Revolving facility maturing January 2023 were entered into by two of Cogeco Communications' US subsidiaries, whereby \$733 million (US\$583 million) was used to reimburse the pre-existing Term Loan A-2, A-3, B and Revolving Facility. An amount of \$7.3 million was charged to financial expense, representing the unamortized deferred transaction costs pertaining to the early reimbursement of the Term Loan A-2, A-3 and B facilities in January 2018.

The interest rate on these First Lien Credit Facilities is based on LIBOR plus an applicable credit spread. Commencing in August 2018, the Senior Secured Term Loan B is subject to a quarterly amortization of 0.25% until its maturity date. In addition to the quarterly amortization, the loan shall be prepaid according to a prepayment percentage of excess cash flow generated during the prior fiscal year defined below. The first payment will be based on excess cash flows generated in fiscal year 2019.

- (i) 50% if Atlantic Broadband's ratio of net senior secured indebtedness / adjusted EBITDA ("Leverage Ratio") is greater than or equal to 5.1 to 1.0;
- (ii) 25% if Atlantic Broadband's Leverage Ratio is greater than or equal to 4.6 to 1.0 but less than 5.1 to 1.0; and
- (iii) 0% if Atlantic Broadband's Leverage Ratio is less than 4.6 to 1.0.

The First Lien Credit Facilities are non-recourse to the Corporation, its Canadian subsidiaries and the foreign subsidiaries of Cogeco Peer 1, and are indirectly secured by a first priority fixed and floating charge on substantially all present and future real and personal property and undertaking of every nature and kind of Atlantic Broadband and its subsidiaries. The provisions under these facilities provide for restrictions on the operations and activities of Atlantic Broadband and its subsidiaries. Generally, the most significant restrictions relate to permitted indebtedness, investments, distributions and maintenance of certain financial ratios.

## 18. SHARE CAPITAL

### A) AUTHORIZED

Unlimited number of:

*Class A Preference shares*, without voting rights, redeemable by the Corporation and retractable at the option of the holder at any time at a price of \$1 per share, carrying a cumulative preferential cash dividend at a rate of 11% of the redemption price per year.

*Class B Preference shares*, without voting rights, could be issued in series.

*Multiple voting shares*, 10 votes per share.

*Subordinate voting shares*, 1 vote per share.

### B) ISSUED AND PAID

At August 31,	2018	2017
<i>(In thousands of Canadian dollars, except number of shares)</i>	\$	\$
15,691,100 multiple voting shares	98,346	98,346
33,874,114 subordinate voting shares (33,813,777 in 2017)	937,226	933,149
	1,035,572	1,031,495
111,717 subordinate voting shares held in trust under the Incentive Share Unit Plan (105,219 in 2017)	(7,569)	(5,801)
143,377 subordinate voting shares held in trust under the Performance Share Unit Plan (122,614 in 2017)	(10,831)	(8,058)
	1,017,172	1,017,636

During fiscal 2018 and 2017, subordinate voting share transactions were as follows:

Years ended August 31,	2018		2017	
	Number of shares	Amount	Number of shares	Amount
<i>(In thousands of Canadian dollars, except number of shares)</i>		\$		\$
Balance, beginning of the year	33,813,777	933,149	33,673,541	924,600
Shares issued for cash under the Stock Option Plan	60,337	3,486	140,236	7,011
Share-based payment previously recorded in share-based payment reserve for options exercised	—	591	—	1,538
<b>Balance, end of the year</b>	<b>33,874,114</b>	<b>937,226</b>	<b>33,813,777</b>	<b>933,149</b>

During fiscal 2018 and 2017, subordinate voting shares held in trust under the Incentive Share Unit Plan transactions were as follows:

Years ended August 31,	2018		2017	
	Number of shares	Amount	Number of shares	Amount
<i>(In thousands of Canadian dollars, except number of shares)</i>		\$		\$
Balance, beginning of the year	105,219	5,801	160,323	8,527
Subordinate voting shares acquired	42,390	3,790	19,391	1,240
Subordinate voting shares distributed to employees	(35,892)	(2,022)	(74,495)	(3,966)
<b>Balance, end of the year</b>	<b>111,717</b>	<b>7,569</b>	<b>105,219</b>	<b>5,801</b>



During fiscal 2018 and 2017, subordinate voting shares held in trust under the Performance Share Unit Plan transactions were as follows:

Years ended August 31,	2018		2017	
	Number of shares	Amount	Number of shares	Amount
<i>(In thousands of Canadian dollars, except number of shares)</i>		\$		\$
Balance, beginning of the year	122,614	8,058	89,632	5,952
Subordinate voting shares acquired	62,204	5,562	34,344	2,196
Subordinate voting shares distributed to employees	(41,441)	(2,789)	(1,362)	(90)
<b>Balance, end of the year</b>	<b>143,377</b>	<b>10,831</b>	<b>122,614</b>	<b>8,058</b>

## C) DIVIDENDS

For the year ended August 31, 2018, quarterly eligible dividends of \$0.475 per share, for a total of \$1.90 per share, were paid to the holders of multiple and subordinate voting shares, totaling \$93.7 million, compared to quarterly eligible dividends of \$0.43 per share, for a total of \$1.72 per share or \$84.7 million for the year ended August 31, 2017.

Years ended August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
Dividends on multiple voting shares	29,813	26,989
Dividends on subordinate voting shares	63,886	57,671
	<b>93,699</b>	<b>84,660</b>

At its October 31, 2018 meeting, the Board of Directors of Cogeco Communications declared a quarterly eligible dividend of \$0.525 per share for multiple voting and subordinate voting shares, payable on November 28, 2018 to shareholders of record on November 14, 2018.

## D) SHARE-BASED PAYMENT PLANS

The Corporation offers an Employee Stock Purchase Plan for the benefit of its employees and those of its subsidiaries and a Stock Option Plan to its executive officers and designated employees. No more than 10% of the outstanding subordinate voting shares are available for issuance under these plans. Furthermore, the Corporation offers an Incentive Share Unit Plan ("ISU Plan") and a Performance Share Unit Plan ("PSU Plan") for executive officers and designated employees, and a Deferred Share Unit Plan ("DSU Plan") for members of the Board of Directors ("Board").

### Stock purchase plan

The Corporation offers, for the benefit of its employees and those of its subsidiaries, an Employee Stock Purchase Plan, which is accessible to all employees up to a maximum of 7% of their base annual salary and the Corporation contributes 25% of the employee contributions. The subscriptions are made monthly and employee subordinate voting shares are purchased on the stock market.

### Stock option plan

A total of 3,432,500 subordinate voting shares are reserved for the purpose of the Stock Option Plan. The minimum exercise price at which options are granted is equal to the market value of such shares at the time the option is granted. Options vest equally over a period of five years beginning one year after the day such options are granted and are exercisable over ten years.

Under the Stock Option Plan, the following options were granted by the Corporation and are outstanding at August 31:

Years ended August 31,	2018		2017	
	Options	Weighted average exercise price	Options	Weighted average exercise price
		\$		\$
Outstanding, beginning of the year	652,385	56.61	645,626	53.67
Granted <sup>(1)</sup>	281,350	85.08	210,650	62.43
Exercised <sup>(2)</sup>	(60,337)	57.77	(140,236)	50.00
Cancelled	(54,005)	72.28	(63,655)	60.60
<b>Outstanding, end of the year</b>	<b>819,393</b>	<b>65.27</b>	<b>652,385</b>	<b>56.61</b>
<b>Exercisable, end of the year</b>	<b>277,108</b>	<b>49.76</b>	<b>200,526</b>	<b>46.87</b>

(1) For the year ended August 31, 2018, the Corporation granted 126,425 (81,350 in 2017) stock options to Cogeco's executive officers as executive officers of the Corporation.

(2) The weighted average share price for options exercised during the year was \$83.46 (\$73.75 in 2017).

At August 31, 2018, the range of exercise prices, the weighted average exercise price and the weighted average remaining contractual life of options are as follows:

At August 31, 2018	Options outstanding			Options exercisable	
	Number outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price \$	Number exercisable	Weighted average exercise price \$
Range of exercise prices					
\$					
31.82 to 39.00	100,843	2.54	36.50	100,843	36.50
39.01 to 50.10	103,810	4.68	49.36	77,760	49.11
50.11 to 62.12	74,295	6.21	61.22	34,290	61.20
62.13 to 67.64	278,220	7.75	64.19	62,500	65.07
67.65 to 85.20	262,225	9.16	84.92	1,715	72.90
	819,393	7.03	65.27	277,108	49.76

The weighted average fair value of stock options granted for the period ended August 31, 2018 was \$13.37 (\$8.96 in 2017) per option. The weighted average fair value of each option granted was estimated at the grant date for purposes of determining share-based payment expense using the Black-Scholes option pricing model based on the following weighted-average assumptions:

Years ended August 31,	2018	2017
	%	%
Expected dividend yield	2.24	2.52
Expected volatility <sup>(1)</sup>	20.12	21.28
Risk-free interest rate	1.65	0.81
Expected life (in years)	6.0	6.1

(1) The expected volatility is based on the historical volatility of the Corporation's subordinate voting shares for a period equivalent to the expected life of the options.

A compensation expense of \$873,000 (\$648,000 in 2017) was recorded for the year ended August 31, 2018 related to this plan.

## ISU plan

The Corporation offers to its executive officers and designated employees an Incentive Share Unit ("ISU") Plan. According to this plan, executive officers and designated employees periodically receive a given number of ISUs which entitle the participants to receive subordinate voting shares of the Corporation after three years less one day from the date of grant. The number of ISUs is based on the dollar value of the award and the average closing stock price of the Corporation for the previous twelve month period ending August 31. ISUs are redeemable in case of death, permanent disability, normal retirement or termination of employment not for cause. For the grants made after April 7, 2015 the holder of ISUs is entitled to payment of the ISUs in proportion to the time of employment from the date of the grant to the date of termination versus the three-year less one day vesting period. A trust was created for the purpose of purchasing these shares on the stock market in order to protect against stock price fluctuation and the Corporation instructed the trustee to purchase subordinate voting shares of the Corporation on the stock market. These shares are purchased and are held in trust for the participants until they are fully vested. The trust, considered as a special purpose entity, is consolidated in the Corporation's financial statements with the value of the acquired subordinate voting shares held in trust under the ISU Plan presented in reduction of share capital.

Under the ISU Plan, the following ISUs were granted by the Corporation and are outstanding at August 31:

Years ended August 31,	2018	2017
Outstanding, beginning of the year	101,538	144,623
Granted	47,900	41,075
Distributed	(35,892)	(74,495)
Cancelled	(8,071)	(9,665)
<b>Outstanding, end of the year</b>	<b>105,475</b>	<b>101,538</b>

A compensation expense of \$2,461,000 (\$2,013,000 in 2017) was recorded for the year ended August 31, 2018 related to this plan.

## PSU plan

The Corporation also offers a Performance Share Unit ("PSU") Plan for the benefit of its executive officers and designated employees. The objectives of the PSU Plan are to retain executive officers and designated employees, to align their interests with those of the shareholders and to sustain positive corporate performance, as measured by the Economic Value Creation formula, a performance measure used by management. The number of PSUs is based on the dollar value of the award and the average closing stock price of the Corporation for the previous twelve month period ending August 31. The PSUs vest over a three-year less one day period, based on the level of increase in the Economic Value of the Corporation or the relevant subsidiary for the preceding three-year period ending August 31, meaning that no vesting

will occur if there is no increase in the Economic Value. The participants are entitled to receive dividend equivalents in the form of additional PSUs but only with respect to vested PSUs. PSUs are redeemable in case of death, permanent disability, normal retirement or termination of employment not for cause, in which cases, the holder of PSUs is entitled to payment of the PSUs in proportion to the time of employment from the date of the grant to the date of termination versus the three-year less one day vesting period. A trust was created for the purpose of purchasing these shares on the stock market in order to protect against stock price fluctuation and the Corporation instructed the trustee to purchase subordinate voting shares of the Corporation on the stock market. These shares are purchased and are held in trust for the participants until they are fully vested. The trust, considered as a special purpose entity, is consolidated in the Corporation's financial statements with the value of the acquired subordinate voting shares held in trust under the PSU Plan presented in reduction of share capital.

Under the PSU Plan, the following PSUs were granted by the Corporation and are outstanding at August 31:

Years ended August 31,	2018	2017
Outstanding, beginning of the year	115,207	81,376
Granted <sup>(1)</sup>	65,525	50,925
Performance-based additional units granted	2,639	—
Distributed	(41,441)	(1,362)
Cancelled	(12,184)	(18,421)
Dividend equivalents	3,435	2,689
Outstanding, end of the year	133,181	115,207

(1) For the year ended August 31, 2018, the Corporation granted 19,025 (12,150 in 2017) PSUs to Cogeco's executive officers as executive officers of the Corporation.

A compensation expense of \$2,198,000 (\$1,143,000 in 2017) was recorded for the year ended August 31, 2018 related to this plan.

### DSU plan

The Corporation also offers a Deferred Share Unit ("DSU") Plan for members of the Board to assist in the attraction and retention of qualified individuals to serve on the Board of the Corporation. Each existing or new member of the Board may elect to be paid a percentage of the annual retainer in the form of DSUs with the balance, if any, being paid in cash. The number of DSUs that a member is entitled to receive is based on the average closing price of the subordinate shares on the TSX for the twenty consecutive trading days immediately preceding by one day the date of issue. Dividend equivalents are awarded with respect to DSUs in a member's account on the same basis as if the member was a shareholder of record of subordinate shares on the relevant record date, and the dividend equivalents are credited to the individual's account as additional DSUs. DSUs are redeemable and payable in cash or in shares, upon an individual ceasing to be a member of the Board or in the event of the death of the member.

Under the DSU Plan, the following DSUs were issued by the Corporation and are outstanding at August 31:

Years ended August 31,	2018	2017
Outstanding, beginning of the year	40,446	32,483
Issued	6,662	7,097
Redeemed	(5,549)	—
Dividend equivalents	1,048	866
Outstanding, end of the year	42,607	40,446

A compensation expense reduction of \$181,000 (compensation expense of \$1,503,000 in 2017) was recorded for the year ended August 31, 2018 related to this plan.

## 19. ACCUMULATED OTHER COMPREHENSIVE INCOME

During fiscal 2018 and 2017, accumulated other comprehensive income variations were as follows:

Years ended August 31, 2018 and 2017	Cash flow hedge reserve	Foreign currency translation	Total
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$
Balance at August 31, 2016	(121)	84,748	84,627
Other comprehensive income (loss) for the year	559	(8,551)	(7,992)
Balance at August 31, 2017	438	76,197	76,635
Other comprehensive income for the year	25,380	11,485	36,865
<b>Balance at August 31, 2018</b>	<b>25,818</b>	<b>87,682</b>	<b>113,500</b>

## 20. ADDITIONAL CASH FLOW INFORMATION

### A) CHANGES IN NON-CASH OPERATING ACTIVITIES

Years ended August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
Trade and other receivables	(1,376)	24,207
Prepaid expenses and other	(5,186)	(6,681)
Trade and other payables	(13,341)	34,203
Provisions	4,005	(9,271)
Deferred and prepaid revenue and other liabilities	(9,551)	26,375
	(25,449)	68,833

### B) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

Year ended August 31, 2018	Bank indebtedness	Balance due on a business combination	Current and non-current portion of long-term debt	Total
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$
Balance at August 31, 2017	3,801	118	2,576,433	2,580,352
Increase in bank indebtedness	2,148	—	—	2,148
Net increase under the revolving facilities	—	—	384,568	384,568
Issuance of long-term debt, net of discounts and transaction costs	—	—	2,082,408	2,082,408
Repayment of long-term debt	—	—	(1,329,044)	(1,329,044)
Repayment of balance due on a business combination	—	(118)	—	(118)
<b>Total cash flows from (used in) financing activities excluding equity</b>	<b>2,148</b>	<b>(118)</b>	<b>1,137,932</b>	<b>1,139,962</b>
Effect of changes in foreign exchange rates	—	—	126,789	126,789
Amortization of discounts and transaction costs	—	—	17,054	17,054
<b>Total non-cash changes</b>	<b>—</b>	<b>—</b>	<b>143,843</b>	<b>143,843</b>
<b>Balance at August 31, 2018</b>	<b>5,949</b>	<b>—</b>	<b>3,858,208</b>	<b>3,864,157</b>

### C) CASH AND CASH EQUIVALENTS

At August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
Cash	84,725	162,222
Cash equivalents <sup>(1)</sup>	—	48,963
	84,725	211,185

(1) At August 31, 2017, comprised of banker's acceptances and a certificate of deposit, bore interest between 1.12% to 1.30% and matured ranging from September 21 to October 19, 2017.

## 21. EMPLOYEE BENEFITS

### A) DEFINED CONTRIBUTION PLANS AND COLLECTIVE REGISTERED RETIREMENT SAVING PLANS

The Corporation and its subsidiaries offer to their employees defined contribution plans or collective registered retirement savings plans. Under these plans, the Corporation and its subsidiaries' obligations are limited to the payment of the monthly employer's contribution. The total expense recognized with respect to these plans amounted to \$9,579,000 (\$9,032,000 in 2017) for the year ended August 31, 2018 and is included in the Corporation's consolidated statement of profit and loss under "salaries, employee benefits and outsourced services".

### B) DEFINED BENEFIT PLANS

The Corporation and its subsidiaries sponsor a defined benefit plan for the benefit of its employees and a separate defined benefit plan for the benefit of its executive officers, which provide pensions based on the number of years of service and the average salary during the employment of each participant. In addition, the Corporation and its subsidiaries offer to their designated executive officers a supplementary pension plan. Each year at August 31 the Corporation and its subsidiaries measure plan assets at fair value, as well as the defined benefit obligation for all plans. The most recent actuarial valuation of the pension plan for the benefit of the employees was at August 31, 2017 and the next required valuation is at August 31, 2018, which is expected to be completed in February 2019. For the executive officers' plans, the most recent actuarial valuation was at August 31, 2017 and the next required valuation is at August 31, 2020.

The following table provides a reconciliation of the change in the defined benefit obligations and plan assets at fair value and a statement of the funded status at August 31:

Years ended August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
<b>Defined benefit obligation <sup>(1)</sup></b>		
Defined benefit obligation, beginning of the year	48,501	48,567
Current service cost	1,820	2,645
Interest cost	1,754	1,532
Contributions by plan participants	285	304
Benefits paid	(1,450)	(923)
Actuarial losses (gains) on obligation arising from:		
Experience adjustments	1,434	127
Changes in demographic assumptions	—	31
Changes in financial assumptions	(1,161)	(3,782)
Defined benefit obligation, end of the year	51,183	48,501
<b>Plan assets at fair value</b>		
Plan assets at fair value, beginning of the year	47,644	42,184
Interest income	1,695	1,301
Return on plan assets, except amounts included in interest income	1,903	1,885
Administrative expense	(250)	(260)
Contributions by plan participants	285	304
Employer contributions	1,950	3,153
Benefits paid	(1,450)	(923)
Plan assets at fair value, end of the year	51,777	47,644
<b>Funded status</b>		
Plan assets at fair value	51,777	47,644
Defined benefit obligation	51,183	48,501
Net defined benefit asset (liability)	594	(857)

(1) The weighted average duration of the defined benefit obligation at August 31, 2018 and 2017 is 13 years.

The net defined benefit asset and liability is included in the Corporation's consolidated statement of financial position under "Pension plan assets" and "Pension plan liabilities and accrued employee benefits", respectively.

## Defined benefit costs recognized in profit or loss

Years ended August 31, (In thousands of Canadian dollars)	2018 \$	2017 \$
Recognized in operating expenses (salaries, employee benefits and outsourced services)		
Current service cost	1,820	2,645
Administrative expense	250	260
Recognized in financial expense (other)		
Net interest	59	231
	2,129	3,136

## Defined benefit costs recognized in other comprehensive income

Years ended August 31, (In thousands of Canadian dollars)	2018 \$	2017 \$
Actuarial losses (gains) arising from:		
Experience adjustments	1,434	127
Change in demographic assumptions	—	31
Change in financial assumptions	(1,161)	(3,782)
Return on plan assets, except amounts included in interest income	(1,903)	(1,885)
	(1,630)	(5,509)

The expected employer contributions to the Corporation's defined benefit plans should be \$2,189,000 in 2019.

Plan assets consist of:

At August 31,	2018 %	2017 %
Equity securities <sup>(1)</sup>	58	57
Debt securities <sup>(1)</sup>	20	19
Deposits in trust <sup>(2)</sup>	15	16
Other	7	8
Total	100	100

(1) All debt and equity securities have a quoted price in active markets.

(2) Deposits in trust prescribed by the Canada Revenue Agency for funded supplemental employee retirement plans are non-interest-bearing.

The significant weighted average assumptions used in measuring the Corporation's defined benefit obligation and defined benefit costs are as follows:

At August 31,	2018 %	2017 %
<b>Defined benefit obligation</b>		
Discount rate	3.65	3.50
Rate of compensation increase	2.75	2.75
Mortality table	CPM-2014	CPM-2014
<b>Defined benefit costs</b>		
Discount rate	3.75	3.00
Rate of compensation increase	2.75	2.75
Mortality table	CPM-2014	CPM-2014



## C) EXPOSURE TO ACTUARIAL RISKS

The Corporation is exposed to the following actuarial risks:

### Investment risk

The investment strategy of the plans is to diversify the nature of the returns on assets. Given the long-term nature of the defined benefit obligation, a portion of the assets are invested in equity securities in order to maximize return. Since equity securities are inherently volatile and risky, the Corporation sets investment goals, both in terms of asset mix percentage and target return, which is monitored monthly and adjusted as needed.

### Interest rate risk

A decrease in the interest rate on investment-grade fixed-rate Corporate bonds will reduce the discount rate used and increase the present value of the defined benefit obligation. However, the increase in the obligation would be partly offset by an increase in the value of plan investments in debt securities.

### Salary risk

Active members expected benefits are linked to their pre-retirement compensation. The present value of the defined benefit obligation is calculated using management's best estimate of the expected rate of compensation increase of plan members. Increasing that assumption would increase the defined benefit obligation.

## D) SENSITIVITY ANALYSIS

The sensitivity analysis of the defined benefit obligation was calculated based on reasonably possible changes to each key actuarial assumption without considering simultaneous changes to several key actuarial assumptions. A change in one actuarial assumption could trigger a change in another actuarial assumption, which could amplify or mitigate the impact of the change in these assumptions on the present value of the defined benefit obligation. The sensitivity analysis was prepared in accordance with the Corporation's accounting policies described in Note 2 K). The actual results of items subject to estimates may differ.

At August 31, 2018	Change in assumption	Increase in the defined benefit obligation
<i>(In thousands of Canadian dollars)</i>	%	\$
Discount rate decrease	0.10	744
Expected rate of compensation increase	0.25	159

## 22. FINANCIAL INSTRUMENTS

### A) FINANCIAL RISK MANAGEMENT

Management's objectives are to protect the Corporation and its subsidiaries against material economic exposures and variability of results, and against certain financial risks including credit, liquidity, interest rate and foreign exchange risks.

#### Credit risk

Credit risk represents the risk of financial loss for the Corporation if a customer or counterparty to a financial asset fails to meet its contractual obligations. The Corporation is exposed to credit risk arising from the derivative financial instruments, cash and cash equivalents, short-term investments and trade accounts receivable, the maximum exposure of which is represented by the carrying amounts reported on the statement of financial position.

Credit risk from derivative financial instruments arises from the possibility that counterparties to the interest rate swaps and foreign currency forward contracts may default on their obligations in instances where these agreements have positive fair values for the Corporation. The Corporation reduces this risk by completing transactions with financial institutions that carry a credit rating equal to or superior to its own credit rating. The Corporation assesses the creditworthiness of the counterparties in order to minimize the risk of counterparties default under the agreements. At August 31, 2018, management believes that the credit risk relating to its derivative financial instruments is minimal, since the lowest credit rating of the counterparties to the agreements is "A" by Standard & Poor's rating services ("S&P").

Cash equivalents consist mainly of highly liquid money market short-term investments. The Corporation has deposited the cash and cash equivalents with reputable financial institutions, for which management believes the risk of loss to be remote. The credit rating of the counterparties to the cash equivalents was "A+" by S&P and "A (high)" by Dominion Bond Rating Services ("DBRS"), or better.

The Corporation is also exposed to credit risk in relation to its trade accounts receivable. To mitigate such risk, the Corporation continuously monitors the financial condition of its customers and reviews the credit history or worthiness of each new large customer. The Corporation

establishes an allowance for doubtful accounts based on specific credit risk of its customers by examining such factors as the number of overdue days of the customer's balance outstanding as well as the customer's collection history. The Corporation believes that its allowance for doubtful accounts is sufficient to cover the related credit risk. The Corporation has credit policies in place and has established various credit controls, including credit checks, deposits on accounts and advance billing, and has also established procedures to suspend the availability of services when customers have fully utilized approved credit limits or have violated existing payment terms. Since the Corporation has a large and diversified clientele dispersed throughout its market areas in Canada, the United States and Europe, there is no significant concentration of credit risk.

The following table provides further details on trade and other receivables, net of allowance for doubtful accounts:

At August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
Trade accounts receivable	95,541	87,313
Allowance for doubtful accounts	(6,497)	(3,820)
	89,044	83,493
Other accounts receivable	8,250	6,894
	97,294	90,387

Trade accounts receivable past due is defined as amount outstanding beyond normal credit terms and conditions for the respective customers. A large portion of the Corporation's customers are billed and pay before the services are rendered. The Corporation considers the amount outstanding at the due date as trade accounts receivable past due. The following table provides further details on trade accounts receivable past due net of allowance for doubtful accounts at August 31, 2018 and 2017:

At August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
Less than 60 days past due	32,857	21,222
60 to 90 days past due	3,022	1,503
More than 90 days past due	4,923	1,032
	40,802	23,757

The following table shows changes in the allowance for doubtful accounts for the years ended August 31, 2018 and 2017:

Years ended August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
Balance, beginning of the year	3,820	4,093
Provision for impaired receivables	19,532	17,403
Net use	(16,891)	(17,652)
Foreign currency translation adjustments	36	(24)
Balance, end of the year	6,497	3,820

## Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they become due. The Corporation manages liquidity risk through the management of its capital structure and access to different capital markets. It also manages liquidity risk by continuously monitoring actual and projected cash flows to ensure sufficient liquidity to meet its obligations when due. At August 31, 2018, the Corporation had used \$413.3 million of its \$800 million amended and restated Term Revolving Facility for a remaining availability of \$386.7 million. Management believes that the committed Term Revolving Facility will, until its maturity in 2023, provide sufficient liquidity to manage its long-term debt maturities and support working capital requirements. In addition, two subsidiaries related to Atlantic Broadband also benefit from a Senior Secured Revolving Facility of \$195.8 million (US\$150 million), of which \$28.9 million (US\$22.1 million) was used at August 31, 2018 for a remaining availability of \$166.9 million (US\$127.9 million).

The following table summarizes the contractual maturities of the financial liabilities and related capital amounts at August 31, 2018:

	Carrying amount	Contractual cash flows						Total
		2019	2020	2021	2022	2023	Thereafter	
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$	\$	\$
Bank indebtedness	5,949	5,949	—	—	—	—	—	5,949
Trade and other payables <sup>(1)</sup>	286,379	286,379	—	—	—	—	—	286,379
Long-term debt	3,858,208	77,194	22,194	222,193	222,193	753,009	2,611,979	3,908,762
	4,150,536	369,522	22,194	222,193	222,193	753,009	2,611,979	4,201,090

(1) Excluding accrued interest on long-term debt.

The following table is a summary of interest payable on long-term debt that is due for each of the next five years and thereafter, based on the principal amount and interest rate prevailing on the outstanding debt at August 31, 2018 and their respective maturities:

	2019	2020	2021	2022	2023	Thereafter	Total
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$	\$
Interest payments on long-term debt	170,178	167,100	160,963	149,900	134,890	187,338	970,369
Interest receipts on derivative financial instruments	(31,674)	(29,811)	(24,594)	(20,867)	(17,231)	(11,744)	(135,921)
Interest payments on derivative financial instruments	31,584	30,698	25,295	21,436	17,691	11,922	138,626
	170,088	167,987	161,664	150,469	135,350	187,516	973,074

### Interest rate risk

The Corporation is exposed to interest rate risks on its floating interest rate instruments. Interest rate fluctuations will have an effect on the repayment of these instruments. At August 31, 2018, all of the Corporation's long-term debt was at fixed rate, except for the amounts drawn under the Term Revolving Facility and First Lien Credit Facilities, which are subject to floating interest rates.

To reduce the risk on the floating interest rate instruments, the Corporations' US subsidiary entered into interest rate swap agreements. The following table shows the interest rate swaps outstanding at August 31, 2018:

Type of hedge	Notional amount	Receive interest rate	Pay interest rate	Maturity	Hedged item
Cash flow	US\$1.175 billion	US Libor base rate	0.987% - 2.262%	July 2019 - November 2024	Senior Secured Term Loan B

The sensitivity of the Corporation's annual financial expense to an increase of 1% in the interest rate applicable to the unhedged portion of these facilities would represent an increase of approximately \$11.1 million based on the outstanding debt at August 31, 2018.

### Foreign exchange risk

The Corporation is exposed to foreign exchange risk with respect to the interest associated with its long-term debt denominated in US dollars. The impact of a 10% increase in the exchange rate of the US dollar into Canadian dollars would increase financial expense by approximately \$13.6 million based on the outstanding debt at August 31, 2018.

The Corporation faces exposure to foreign exchange risk on cash and cash equivalents, trade and other receivables, trade and other payables and provisions denominated in US dollars, Euros or British Pounds. The Corporation's exposure to foreign currency risk is as follows:

At August 31,	2018			2017		
	US	Euro	British Pounds	US	Euro	British Pounds
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$
<b>Financial assets (liabilities)</b>						
Cash and cash equivalents	17,987	961	93	18,644	957	108
Trade and other receivables	3,625	191	—	4,889	122	—
Trade and other payables and provisions	(21,825)	(7,232)	—	(15,764)	(7,100)	—
	(213)	(6,080)	93	7,769	(6,021)	108

Due to their short-term nature, the risk arising from fluctuations in foreign exchange rates is not significant. The impact of a 10% fluctuation in the foreign exchange rates (US dollar, Euro and British Pound) would not change financial expense significantly.

Furthermore, the Corporation's net investments in foreign operations are exposed to market risk attributable to fluctuations in foreign currency exchange rates, primarily changes in the values of the Canadian dollar versus the US dollar and British Pound. This risk related to the US dollar is mitigated since the major part of the purchase prices for Atlantic Broadband and Cogeco Peer 1 were borrowed directly in US dollars.

The following table shows the net investments in foreign operations outstanding at August 31, 2018:

Type of hedge	Notional amount of debt	Aggregate investments	Hedged item
Net investment	US\$700 million	US\$963.1 million	Net investments in foreign operations in US dollar
N/A	£—	£24.7 million	N/A

The exchange rates used to convert the US dollar currency and British Pound currency into Canadian dollar for the consolidated statement of financial position accounts at August 31, 2018 was \$1.3055 (\$1.2536 in 2017) per US dollar and \$1.6931 (\$1.6161 in 2017) per British Pound. A 10% decrease in the exchange rates of the US dollar and British Pound into Canadian dollars would decrease other comprehensive income by approximately \$38.5 million.

## B) FAIR VALUE OF FINANCIAL INSTRUMENTS

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. Fair values are estimated at a specific point in time, by discounting expected cash flows at rates for assets and liabilities of the same remaining maturities and conditions. These estimates are subjective in nature and involve uncertainties and significant judgment, and therefore, cannot be determined with precision. In addition, income taxes and other expenses that would be incurred on disposition of these financial instruments are not reflected in the fair values. As a result, the fair values are not necessarily the net amounts that would be realized if these instruments were settled. The Corporation has determined the fair value of its financial instruments as follows:

- The carrying amount of cash and cash equivalents, short-term investments, trade and other receivables, bank indebtedness and trade and other payables approximates fair value because of the short-term nature of these instruments;
- Interest rates under the terms of the Corporation's Term Revolving Facility and First Lien Facilities are based on bankers' acceptance, US dollar base rate loans, LIBOR loans in US dollars, Euros or British Pounds plus applicable credit spread. Therefore, the carrying value approximates fair value for these facilities, since they have conditions similar to those currently available to the Corporation;
- The fair value of the Senior Secured Debentures Series 2, 3 and 4, Senior Secured Notes Series A and B, and Senior Secured Notes are based upon current trading values for similar financial instruments;

The carrying value of all the Corporation's financial instruments approximates fair value, except as otherwise noted in the following table:

At August 31,	2018		2017	
	Carrying value	Fair value	Carrying value	Fair value
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$
Long-term debt	3,858,208	3,941,543	2,576,433	2,684,981

All financial instruments recognized at fair value on the consolidated statement of financial position must be measured based on the three fair value hierarchy levels, which are as follows:

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

The Corporation considers that its derivative financial instruments are classified as Level 2 under the fair value hierarchy. The fair value of derivative financial instruments is estimated using valuation models that reflect projected future cash flows over contractual terms of the derivative financial instruments and observable market data, such as interest and currency exchange rate curves.

## C) CAPITAL MANAGEMENT

The Corporation's objectives in managing capital are to ensure sufficient liquidity to support the capital requirements of its various businesses, including growth opportunities. The Corporation manages its capital structure and makes adjustments in light of general economic conditions, the risk characteristics of the underlying assets and the Corporation's working capital requirements. Management of the capital structure involves the issuance of new debt, the repayment of existing debt using cash generated by operations and the level of distribution to shareholders.

The capital structure of the Corporation is composed of shareholders' equity, cash and cash equivalents, short-term investments, bank indebtedness, long-term debt and assets or liabilities related to derivative financial instruments.

The provisions of financing agreements provide for restrictions on the activities of the Corporation. Generally, the most significant restrictions relate to permitted investments and dividends on multiple and subordinate voting shares, as well as the maintenance of certain financial ratios primarily linked to the adjusted EBITDA, financial expense and total indebtedness. At August 31, 2018 and 2017 the Corporation was in compliance with all of its debt covenants and was not subject to any other externally imposed capital requirements.

The following table summarizes certain of the key ratios used to monitor and manage the Corporation's capital structure:

Years ended August 31,	2018	2017
Net secured indebtedness <sup>(1)</sup> / adjusted EBITDA <sup>(3)</sup>	3.5	1.7
Net indebtedness <sup>(2)</sup> / adjusted EBITDA <sup>(3)</sup>	3.5	2.3
Adjusted EBITDA <sup>(3)</sup> / financial expense <sup>(3)</sup>	5.9	7.8

- (1) Net secured indebtedness is defined as the total of bank indebtedness and principal on long-term debt, less cash and cash equivalents, short-term investments and principal on Senior Unsecured Debenture and Senior Unsecured Notes.
- (2) Net indebtedness is defined as the total of bank indebtedness, balance due on a business combination and principal on long-term debt, less cash and cash equivalents and short-term investments.
- (3) Adjusted EBITDA and financial expense for the year ended August 31, 2018 include eight months of MetroCast operations.

## D) CATEGORIES OF FINANCIAL INSTRUMENTS

At August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
<b>Financial assets</b>		
Loans and receivables	182,019	320,628
Held to maturity	—	34,944
Derivative financial instruments in designated hedge relationships	35,126	857
	217,145	356,429
<b>Financial liabilities</b>		
Derivative financial instruments in designated hedge relationships	—	192
Other liabilities	4,166,963	2,897,114
	4,166,963	2,897,306

## 23. RELATED PARTY TRANSACTIONS

### A) MANAGEMENT FEES AND OTHER RELATED PARTY TRANSACTIONS

Cogeco Communications is a subsidiary of Cogeco, which holds 31.7% of the Corporation's equity shares, representing 82.2% of the Corporation's voting shares.

Cogeco provides executive, administrative, financial and strategic planning services and additional services to the Corporation under a Management Services Agreement. Management fees are payable on a monthly basis, representing 0.75% of the consolidated revenue of the Corporation. In addition, the Corporation reimburses Cogeco's out-of-pocket expenses incurred with respect to services provided to the Corporation under the Agreement. Provision is made for future adjustment upon the request of either Cogeco or the Corporation should the level of management fees no longer align with the costs, time and resources committed by Cogeco. As contemplated by this provision and following the MetroCast acquisition completed on January 4, 2018, the management fees payable by the Corporation on a monthly basis were reviewed and reduced from 0.85% to 0.75% of the consolidated revenue of the Corporation, effective on January 4, 2018. For fiscal 2018 management fees paid to Cogeco amounted to \$19.0 million, compared to \$18.9 million for fiscal 2017.

No direct remuneration is payable to Cogeco's executive officers by the Corporation. However, the Corporation granted 126,425 stock options (81,350 in 2017), did not grant any ISUs (nil in 2017) and granted 19,025 PSUs (12,150 in 2017) to these executive officers as executive officers of Cogeco Communications during fiscal 2018. During fiscal 2018, the Corporation charged Cogeco amounts of \$915,000 (\$652,000 in 2017), \$1,000 (\$39,000 in 2017) and \$990,000 (\$660,000 in 2017) with regards to the Corporation's stock options, ISUs and PSUs granted to these executive officers.

### B) INTERCOMPANY NOTE PAYABLE

On August 2, 2016 an intercompany loan agreement was concluded between the Corporation and Cogeco, by which a revolving credit facility was established in favour of the Corporation. The maximum principal amount of the facility was set at \$40 million and the full amount was advanced to the Corporation as of the signing date. The credit facility was payable on demand and the interest was calculated on the daily outstanding balance at an annual rate equivalent to the Corporation's Canadian Revolving Facility. During the third quarter of fiscal 2017 the intercompany loan was fully repaid by the Corporation.

### C) COMPENSATION OF KEY MANAGEMENT PERSONNEL

Key management personnel are comprised of the members of the Board and of the Management Committee of the Corporation. The compensation paid or payable to key management personnel for employee services, which excludes the fees paid under the Management Services Agreement to Cogeco, is as follows:

Years ended August 31,	2018	2017
<i>(In thousands of Canadian dollars)</i>	\$	\$
Salaries and other short-term employee benefits	2,959	3,961
Post-employment benefits	515	977
Share-based payments	3,283	2,005
	6,757	6,943



## 24. COMMITMENTS, CONTINGENCIES AND GUARANTEES

### A) COMMITMENTS

At August 31, 2018, the Corporation and its subsidiaries are committed under operating lease agreements and other long-term contracts to make annual payments as follows:

	2019	2020	2021	2022	2023	Thereafter
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$
Operating lease agreements <sup>(1)</sup>	33,940	33,576	33,267	29,521	27,930	71,014
Acquisitions of property, plant and equipment and intangible assets <sup>(2)</sup>	35,480	13,055	14,361	16,972	18,277	20,888
Other long-term contracts <sup>(3)</sup>	34,783	16,097	11,993	6,837	5,833	25,289
	104,203	62,728	59,621	53,330	52,040	117,191

(1) Include operating lease agreements for rent of premises and support structures.

(2) Include minimum spend commitments under acquisitions of customer premise equipment and software licenses.

(3) Include long-term commitments with suppliers to provide services including minimum spend commitments.

#### Purchase of a fibre network and corresponding assets

On December 30, 2017, the Corporation's subsidiary, Atlantic Broadband, signed an Asset Purchase Agreement with FiberLight, LLC to acquire all of its fibre network and corresponding assets located on the East Coast of south Florida for a consideration of US\$34 million, which was subject to regulatory approvals and customary closing adjustments. The transaction was completed on October 1, 2018.

### B) CONTINGENCIES

The Corporation and its subsidiaries are involved in matters involving litigations or potential claims from suppliers arising out of the ordinary course and conduct of its business. Although such matters cannot be predicted with certainty, management does not consider the Corporation's exposure to litigations to be significant to these consolidated financial statements.

### C) GUARANTEES

In the normal course of business, the Corporation provides indemnification in conjunction with certain transactions. While many of the agreements specify a maximum potential exposure, some do not specify a maximum amount. The overall maximum amount of an indemnification obligation will depend on future events and conditions and therefore cannot be reasonably estimated. As a result, we cannot determine how they could affect our future liquidity, capital resources or credit risk profile. At August 31, 2018 and 2017, no liability has been recorded with respect to these indemnifications, except for those disclosed in Note 16.

#### Business combinations and asset disposals

In connection with the acquisition or sale of a business or assets, in addition to possible indemnifications relating to failure to perform covenants and breach of representations and warranties, the Corporation has agreed to indemnify the seller or the purchaser against claims related to events that occurred prior to the date of acquisition or sale.

#### Long-term debt

Under the terms of the Senior Secured Notes, the Corporation has agreed to indemnify the lenders against changes in regulations relative to withholding taxes and costs incurred due to changes in laws.

#### Sale of services

As part of transactions involving the sale of services, the Corporation and its subsidiaries may be required to make payments to counterparties as a result of breaches of representations and warranties made into the service agreements.

#### Purchase and development of assets

As part of transactions involving the purchase and development of assets, the Corporation and its subsidiaries may be required to pay counterparties for costs and losses incurred as a result of breaches of representations and warranties contained in the purchase agreements.

# INVESTOR INFORMATION

## CREDIT RATINGS

The table below shows Cogeco Communications' and Atlantic Broadband's credit ratings:

At August 31, 2018	S&P	DBRS	Fitch	Moody's
<b>Cogeco Communications</b>				
Senior Secured Notes and Debentures	BBB-	BBB (low)	BBB-	NR
<b>Atlantic Broadband</b>				
First Liens Credit Facilities	BB-	NR	NR	B1

NR : Not rated

Our ability to access debt capital markets and bank credit markets and the cost and amount of funding available partly depends on the quality of our credit ratings. Obligations rated in the "BBB" category are considered investment grade and their cost of funding is typically lower relative to the "BB/B" rating category. In addition, obligations with BBB ratings generally have greater access to funding than those with "BB/B" ratings.

## SHARE INFORMATION

At August 31, 2018		Registrar / Transfer agent
Number of multiple voting shares (10 votes per share) outstanding	15,691,100	Computershare Trust Company of Canada 100 University Avenue, 9th Floor Toronto, ON M5J 2Y1 Tel.: 514-982-7555 Tel.: 1-800-564-6253 Fax: 416-263-9394
Number of subordinate voting shares (1 vote per share) outstanding	33,874,114	
Stock exchange listing	The Toronto Stock Exchange	
Trading symbol	CCA	

## DIVIDENDS

### DIVIDEND DECLARATION

At its October 31, 2018 meeting, the Board of Directors of Cogeco Communications declared a quarterly eligible dividend of \$0.525 per share for multiple voting and subordinate voting shares, payable on November 28, 2018 to shareholders of record on November 14, 2018. The declaration, amount and date of any future dividend will continue to be considered and approved by the Board of Directors of the Corporation based upon the Corporation's financial condition, results of operations, capital requirements and such other factors as the Board of Directors, at its sole discretion, deems relevant. There is therefore no assurance that dividends will be declared, and if declared, the amount and frequency may vary.

## TRADING STATISTICS

					2018
Quarters ended	Nov. 30	Feb. 28	May 31	Aug. 31	Total
<i>(in dollars, except subordinate voting share volumes)</i>	\$	\$	\$	\$	
The Toronto Stock Exchange					
High	95.21	92.37	76.89	72.26	
Low	83.92	70.56	66.04	63.60	
Close	92.06	72.32	68.05	64.77	
Volume (subordinate voting shares)	6,089,635	5,082,407	4,334,547	4,948,934	20,455,523
					2017
Quarters ended	Nov. 30	Feb. 28	May 31	Aug. 31	Total
<i>(in dollars, except subordinate voting share volumes)</i>	\$	\$	\$	\$	
The Toronto Stock Exchange					
High	65.81	73.95	80.77	93.66	
Low	60.62	63.64	68.69	77.32	
Close	64.55	71.80	78.98	93.45	
Volume (subordinate voting shares)	4,319,717	4,186,538	3,021,421	4,036,836	15,564,512

# CUSTOMER STATISTICS

	August 31, 2018	May 31, 2018	February 28, 2018	November 30, 2017	August 31, 2017	August 31, 2016
<b>CONSOLIDATED</b>						
Primary service units <sup>(1)</sup>	2,751,383	2,782,705	2,788,268	2,532,964	2,533,903	2,510,357
Internet service customers	1,207,225	1,207,262	1,199,201	1,054,346	1,042,996	987,365
Video service customers	1,006,020	1,019,852	1,029,901	948,778	956,775	982,955
Telephony service customers <sup>(1)</sup>	538,138	555,591	559,166	529,840	534,132	540,037
<b>CANADA</b>						
Primary service units <sup>(1)</sup>	1,866,918	1,901,037	1,914,178	1,919,939	1,921,068	1,916,201
Internet service customers	782,277	787,007	786,314	779,434	769,869	733,701
Penetration as a percentage of homes passed	44.7%	45.0%	45.1%	44.9%	44.5%	43.0%
Video service customers	688,768	699,554	708,584	715,604	720,636	739,323
Penetration as a percentage of homes passed	39.3%	40.0%	40.7%	41.2%	41.6%	43.4%
Telephony service customers <sup>(1)</sup>	395,873	414,476	419,280	424,901	430,563	443,177
Penetration as a percentage of homes passed <sup>(1)</sup>	22.6%	23.7%	24.1%	24.5%	24.9%	26.0%
<b>UNITED STATES</b>						
Primary service units <sup>(1)</sup>	884,465	881,668	874,090	613,025	612,835	594,156
Internet service customers	424,948	420,255	412,887	274,912	273,127	253,664
Penetration as a percentage of homes passed	51.0%	51.1%	49.5%	46.2%	45.9%	42.9%
Video service customers	317,252	320,298	321,317	233,174	236,139	243,632
Penetration as a percentage of homes passed	38.1%	38.9%	38.5%	39.2%	39.7%	41.2%
Telephony service customers <sup>(1)</sup>	142,265	141,115	139,886	104,939	103,569	96,860
Penetration as a percentage of homes passed <sup>(1)</sup>	17.1%	17.2%	16.8%	17.6%	17.4%	16.4%

(1) In the second quarter of fiscal 2018, telephony service customers have been adjusted upwards retroactively as a result of a change in reporting business customers and consequently, primary service units and penetration rates prior to that period have also been adjusted.

# BOARD OF DIRECTORS AND CORPORATE MANAGEMENT<sup>(1)</sup>

## BOARD OF DIRECTORS

★ ★ **LOUIS AUDET**, Eng., MBA, C.M., **Executive Chairman of the Board**

Westmount (Québec)

★ **JAN PEETERS**, **Lead Director**

Montréal (Québec)

President and Chief Executive Officer and Board Chair  
Olameter Inc. (Telemetry company)

◆ **LIB GIBSON**, M.Sc., B.Sc., ICD.D

Toronto (Ontario)

Corporate Director

★ **PATRICIA CURADEAU-GROU**, B. Com., Finance, ICD.D

Montréal (Québec)

Corporate director

★ **DAVID MCAUSLAND**, B.C.L., LL.B.

Baie-D'Urfé (Québec)

Partner

McCarthy Tétrault (Major law firm in Canada)

● **JOANNE FERSTMAN**, CPA, CA, B.Com

Toronto (Ontario)

Corporate Director

◆ **CAROLE J. SALOMON**, B.A., MBA

Toronto (Ontario)

President and Chief Executive Officer

Cardavan Corporation (Management consultancy)

### Legend :

- ★ Attends as an observer and participates in meetings of all the committees
- Member of the Audit Committee
- Member of the Human Resources Committee
- ◆ Member of the Corporate Governance Committee
- ★ Member of the Strategic Opportunities Committee

(1) At October 31, 2018.

## CORPORATE HEAD OFFICE

5 Place Ville Marie  
Suite 1700  
Montréal (Québec)  
H3B 0B3  
corpo.cogeco.com

## CORPORATE MANAGEMENT

### **PHILIPPE JETTÉ**

President and Chief Executive Officer

### **ELIZABETH ALVES**

Vice President, Internal Audit and Risk Management

### **PHILIPPE BONIN**

Vice President, Corporate Development

### **NATHALIE DORVAL**

Vice President, Regulatory Affairs and Copyright

### **MARTIN GRENIER**

Vice President, Procurement

### **RENÉ GUIMOND**

Senior Vice President, Public Affairs and Communications

### **CHRISTIAN JOLIVET**

Senior Vice President, Corporate Affairs, Chief Legal Officer and Secretary

### **PIERRE MAHEUX**

Vice President, Corporate Controller

### **LUC NOISEUX**

Senior Vice President and Chief Technology and Strategy Officer

### **DIANE NYISZTOR**

Senior Vice President, Corporate Human Resources

### **PATRICE OUIMET**

Senior Vice President and Chief Financial Officer

### **ANDRÉE PINARD**

Vice President and Treasurer



# OPERATIONS INFORMATION

## CANADIAN BROADBAND SERVICES

### COGECO CONNEXION

**KEN SMITHARD**  
President

5 Place Ville Marie  
Suite 1700  
Montréal (Québec)  
H3B 0B3  
[www.cogeco.ca](http://www.cogeco.ca)

## AMERICAN BROADBAND SERVICES

### ATLANTIC BROADBAND

**RICHARD SHEA**  
President and Chief Executive Officer

2 Batterymarch Park  
Suite 205  
Quincy, MA 02169  
[www.atlanticbb.com](http://www.atlanticbb.com)

## BUSINESS ICT SERVICES

### COGECO PEER 1

**SUSAN BOWEN**  
President

191 The West Mall  
Floor 2  
Toronto (Ontario)  
M9C 5K8  
[www.cogecopeer1.com](http://www.cogecopeer1.com)

# CORPORATE INFORMATION

## ANNUAL MEETING

The Annual Meeting of Shareholders will be held at 11:30 a.m. on Friday, January 11, 2019, at the Centre Mont-Royal, Mont-Royal room 1, 4th Floor, Montréal (Québec).

## AUDITORS

Deloitte LLP  
1190 Avenue des Canadiens-de-Montréal  
Suite 500  
Montréal (Québec)  
H3B 0M7

## LEGAL COUNSEL

Stikeman Elliott LLP  
1155 René-Lévesque Blvd. West  
40th Floor  
Montréal (Québec)  
H3B 3V2

**TRANSFER AGENT FOR SUBORDINATE VOTING AND MULTIPLE VOTING SHARES, AND TRUSTEE FOR SENIOR SECURED DEBENTURES AND NOTES**  
Computershare Trust Company of Canada

## QUARTER ENDS

November, February, May

## YEAR END

August 31

## INQUIRIES

The Annual Report, Annual Information Form, Quarterly Reports and Information Circular are available in the Investors section of the Corporation's website ([corpo.cogeco.com](http://corpo.cogeco.com)) or upon request by calling 514-764-4700.

*Des versions françaises du rapport annuel, de la notice annuelle, des rapports trimestriels et de la circulaire d'information sont disponibles sous la section « Investisseurs » du site Internet de la société ([corpo.cogeco.com](http://corpo.cogeco.com)) ou sur demande au 514-764-4700.*

## INVESTORS AND ANALYSTS

For financial information about the Corporation, please contact the Department of Finance of the Corporation.

## SHAREHOLDERS

For any inquiries regarding a change of address or a change of registration of shares, please contact Computershare Trust Company of Canada. For any other inquiries please refer to the Shareholder Engagement Policy which can be found on the "Information for Shareholders" section on the Corporation's website at [corpo.cogeco.com](http://corpo.cogeco.com).

## DUPLICATE COMMUNICATIONS

Some shareholders may receive more than one copy of publications such as Quarterly Reports and the Annual Report. Every effort is made to avoid such duplication. Shareholders who receive duplicate mailings should advise Computershare Trust Company of Canada.

## ETHICS LINE

The Corporation's parent company, Cogeco Inc., makes available an anonymous and confidential Ethics Line for its employees and the employees of all of its business units and other individuals who wish to report any perceived or actual instances of violations of the Cogeco Code of Ethics (including complaints regarding accounting, internal accounting controls and audit matters). The Ethics Line is operated by a specialized external provider that is independent of Cogeco Inc. Reports can be made through secured confidential toll-free telephone lines or the web site described below. All reports submitted through the Ethics Line will be examined by the Vice President, Internal Audit and Risk Management and/or the Senior Vice President, Corporate Affairs, Chief Legal Officer and Secretary. Individuals will be protected from dismissal or retaliation of any kind for reporting truthfully and in good faith.

By telephone:

<b>Canada or United States:</b>	<b>1-877-706-2640</b>
<b>United Kingdom:</b>	<b>0 800 016 3854</b>
<b>France:</b>	<b>0 800 914 343</b>

Web site of ClearView Connects: [www.clearviewconnects.com](http://www.clearviewconnects.com)



CORPO.COGEKO.COM



# 60 YEARS

60 YEARS OF GROWTH AND EXPANSION

 **COGECO**  
COMMUNICATIONS

2017 ANNUAL REPORT

# PROFILE

Cogeco Communications Inc. is a communications corporation. It is the 8<sup>th</sup> largest cable operator in North America, operating in Canada under the Cogeco Connexion name in Québec and Ontario, and in the United States under the Atlantic Broadband name in western Pennsylvania, south Florida, Maryland/Delaware, South Carolina and eastern Connecticut. Cogeco Communications Inc. provides its residential and business customers with Internet, video and telephony services through its two-way broadband fibre networks.

Through its subsidiary Cogeco Peer 1, Cogeco Communications Inc. provides its business customers with a suite of information technology services (colocation, network connectivity, hosting, cloud and managed services), through its 16 data centres, extensive FastFiber Network<sup>®</sup> and more than 50 points of presence in North America and Europe.

Cogeco Communications Inc.'s subordinate voting shares are listed on the Toronto Stock Exchange (TSX: CCA).

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**POWERFUL CONNECTIONS  
FOR OUR CUSTOMERS**

**GENUINE CONNECTIONS  
WITH OUR CUSTOMERS**

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# SINCE ITS FOUNDING IN 1957, COGECO HAS HAD A FASCINATING HISTORY, MARKED BY SIGNIFICANT GROWTH. EXPLORE SOME OF THE MAJOR MILESTONES OF THIS ONE-OF-A-KIND JOURNEY!

**1957**

#### **COGECO'S BEGINNINGS**

The Canadian Radio-television and Telecommunications Commission (CRTC) grants Henri Audet a broadcast licence for television station CKTM-TV (Radio-Canada affiliate in Trois-Rivières.)

**1972**

#### **ACQUISITION OF LA BELLE VISION**

Cogeco Cable makes its first cable acquisition with La Belle Vision, serving the cities of Trois-Rivières and Shawinigan.

**1985**

#### **INITIAL PUBLIC OFFERING FOR COGECO**

Cogeco becomes a publicly traded company.

**1986**

#### **ACQUISITION OF CFGL-FM**

The Company acquires CFGL-FM, its first Montréal-area radio station, now known as Rythme FM.

**1987**

#### **ACQUISITION OF CÂBLESTRIE AND TÉLÉ-CÂBLE BSL**

Cogeco Cable acquires several regional cable companies (including Câblestrie and Télé-Câble BSL) in Québec, tripling its customer base in the process.

**1989**

#### **FIRST EXPANSION OUTSIDE QUÉBEC**

Cogeco Cable acquires the Burlington and Oakville systems in Ontario, growing from a regional operator into a major national company and doubles its customer base.

**1993**

#### **INITIAL PUBLIC OFFERING FOR COGECO CABLE**

Cogeco Cable becomes a publicly traded company.

**1994**

#### **HIGH-SPEED INTERNET**

Cogeco Cable becomes the first cable company in Canada to offer high-speed Internet service over its cable network.

**1996**

#### **FURTHER EXPANSION INTO ONTARIO**

Cogeco Cable acquires 25 cable networks (totalling 300,000 subscribers) in Ontario.

**1998-2001**

#### **GROWING FOOTPRINT IN QUÉBEC AND ONTARIO**

Cogeco Cable acquires more than 19 cable systems.

**2008**

#### **FIRST ENTRANCE IN THE BUSINESS ICT SECTOR**

Cogeco Cable enters the Business ICT sector with the acquisition of the Hydro Telecom fibre network in Ontario.





Henri Audet (second on the left) is congratulated as he stands in front of the CKTM-TV building which, at the time, was located in the basement of the Mont-Carmel church.

## 60 YEARS OF GROWTH AND EXPANSION

### 2011

#### ONE OF QUÉBEC'S LARGEST BROADCASTERS

Cogeco purchases the Québec radio stations of the Corus network, bringing the number of stations it operates to 13, and creates the Cogeco News agency.

### 2012

#### EXPANSION INTO THE U.S. MARKET

Cogeco Cable enters the U.S. market by acquiring the cable system operator Atlantic Broadband, active in West Pennsylvania, Miami Beach in Florida, Maryland/Delaware, and Aiken in South Carolina.

### 2013

#### ACQUISITION OF PEER 1 HOSTING

Cogeco Cable acquires Peer 1 Hosting, one of the world's leading IT hosting services providers, specialized in managed hosting, dedicated servers, colocation and cloud computing services.

### 2014

#### REVENUE OF MORE THAN \$2 BILLION

Cogeco reaches a milestone, with more than \$2 billion in annual revenue.

#### LAUNCH OF COGECO TIVO SERVICE IN CANADA

TiVo, the leader in advanced television services, is now offered in Canada by Cogeco Cable.

### 2015

#### CREATION OF COGECO PEER 1

Cogeco Cable builds on its position as a leader in the Business ICT sector, creating Cogeco Peer 1 by combining the forces of its Cogeco Data Services and Peer 1 Hosting subsidiaries.

#### ACQUISITION OF METROCAST CONNECTICUT

Cogeco Cable's U.S. subsidiary, Atlantic Broadband, acquires the Connecticut system owned by MetroCast Communications, expanding its presence in the United States.

### 2016

#### COGECO UNVEILS NEW BRAND LOGOS AND NAME

The company and its subsidiaries head into 2016 as one strong and unified entity under a compelling and recognizable brand.

#### COGECO CELEBRATES 30 YEARS ON THE TORONTO STOCK EXCHANGE (TSX)

On November 29th, Louis Audet was joined by members of the Cogeco teams to open the Toronto Stock Exchange (TSX) in celebration of 30 years of being traded on the market.

### 2017

#### ACQUISITION OF METROCAST

Cogeco Communications announces that its U.S. subsidiary, Atlantic Broadband entered into a definitive agreement to purchase all of the MetroCast cable systems.

# THREE-YEAR FINANCIAL PERFORMANCE

## REVENUE

(in thousands of dollars)

2017	2,226,851
2016	2,176,149
2015	2,043,316

## ADJUSTED EBITDA\* (in thousands of dollars) AND OPERATING MARGIN\*

2017	45.1%	1,004,970
2016	45.2%	983,449
2015	45.5%	930,479

## PROFIT (LOSS) FOR THE YEAR

(in thousands of dollars)

2017	299,225
2016	(189,628)
2015	257,750

## CASH FLOW FROM OPERATING ACTIVITIES

(in thousands of dollars)

2017	956,657
2016	745,168
2015	688,924

## ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS AND CAPITAL INTENSITY\*

(in thousands of dollars, except percentages)

2017	19.2%	428,057
2016	21.5%	467,510
2015	21.5%	439,220

## FREE CASH FLOW\*

(in thousands of dollars)

2017	373,735
2016	280,998
2015	285,967

\* The indicated terms do not have standardized definitions prescribed by International Financial Reporting Standards ("IFRS") and, therefore, may not be comparable to similar measures presented by other companies. For more details, please consult the "Non-IFRS financial measures" section of the Management's Discussion and Analysis ("MD&A").

# FINANCIAL HIGHLIGHTS

YEARS ENDED AUGUST 31, (in thousands of dollars, except percentages, per share data and number of shares)	2017 \$	2016 \$	CHANGE %
<b>OPERATIONS</b>			
Revenue	2,226,851	2,176,149	2.3
Adjusted EBITDA	1,004,970	983,449	2.2
Operating margin	45.1%	45.2%	—
Integration, restructuring and acquisition costs	3,191	8,802	(63.7)
Claims and litigations	—	10,791	—
Impairment of goodwill and intangible assets	—	450,000	—
Profit (loss) for the year	299,225	(189,628)	—
<b>CASH FLOW</b>			
Cash flow from operating activities	956,657	745,168	28.4
Acquisitions of property, plant and equipment, intangible and other assets	428,057	467,510	(8.4)
Free cash flow	373,735	280,998	33.0
<b>FINANCIAL CONDITION<sup>(1)</sup></b>			
Cash and cash equivalents	211,185	62,286	—
Short-term investments	54,000	—	—
Total assets	5,348,380	5,333,249	0.3
Indebtedness <sup>(2)</sup>	2,598,058	2,929,108	(11.3)
Shareholders' equity	1,599,267	1,379,915	15.9
<b>CAPITAL INTENSITY</b>			
	19.2%	21.5%	—
<b>PER SHARE DATA<sup>(3)</sup></b>			
Earnings (loss) per share			
Basic	6.08	(3.87)	—
Diluted	6.03	(3.87)	—
Dividends	1.72	1.56	10.3
<b>WEIGHTED AVERAGE NUMBER OF MULTIPLE AND SUBORDINATE VOTING SHARES OUTSTANDING</b>			
	49,204,213	49,032,367	0.4

(1) At August 31, 2016, total assets and shareholders' equity were restated as reported in note 3 of the Consolidated Financial Statements.

(2) Indebtedness is defined as the aggregate of bank indebtedness, intercompany note payable, balance due on a business combination, principal on long-term debt and obligations under derivative financial instruments.

(3) Per multiple and subordinate voting shares.

# MESSAGE TO SHAREHOLDERS

Dear fellow shareholders,

In fiscal 2017, Cogeco Communications Inc. ("Cogeco Communications" or the "Corporation"), once again achieved continued growth through enhanced sales and marketing efforts combined with rigorous cost control discipline in our spending and remains well-positioned to create value in the years ahead. What's more, we took bold and positive steps towards consolidating our position as a leader in communications in North America.

Consolidated revenue increased by 2.3% in fiscal 2017 to reach \$2.23 billion, while adjusted EBITDA reached \$1.0 billion, up by 2.2%. Profit for the year reached \$299.2 million and the Corporation generated free cash flow of \$373.7 million. Dividends paid to our shareholders increased by 10.7% to \$84.7 million.

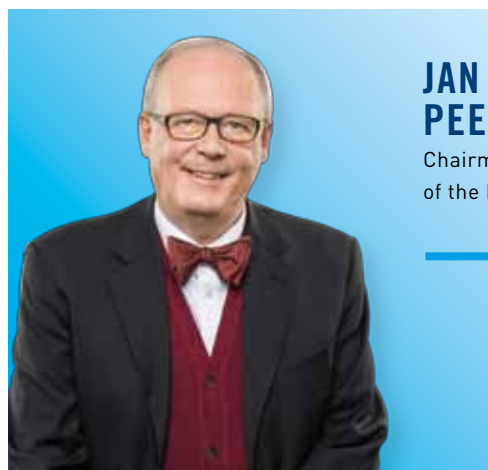
## AFTER 60 YEARS, COGECO CONTINUES ON ITS PATH OF GROWTH AND EXPANSION

In 2017, Cogeco, the parent company, and its employees celebrated the company's 60<sup>th</sup> anniversary. In 1957, Henri Audet founded a television station in the burgeoning city of Trois-Rivières, Québec. Decade after decade, Cogeco has continued to grow as an Internet, video and telephony provider, as well as a global provider of essential business-to-business products and services. Today, Cogeco Communications is an ambitious and diversified communications company with over 4,000 employees in North America and Europe.

Our performance in fiscal 2017 was characterized by steady growth and continued focus on operational efficiency in our three operating segments: Canadian broadband services, American broadband services and Business information and communications technology ("Business ICT") services. Furthermore, this milestone year for Cogeco Communications was punctuated by an important announcement in July 2017 in the American broadband services segment, that is, Atlantic Broadband's acquisition of the MetroCast cable systems, valued at US\$1.4 billion.

In addition to this clear commitment to our American broadband footprint, our Canadian and American broadband service segments continued to demonstrate an ability to grow profitably, expanding and enhancing existing services at attractive prices. We improved our networks with state-of-the-art technologies while also improving our customers' experience, building our customer loyalty and retention.

In the Business ICT services segment, we continued to focus on improvements and generating positive cash flows. The leadership team has been committed to building and consolidating its client and partner relationships, positioning themselves as trusted advisors to medium and large customers, bringing more relevant solutions to market and cross-selling services. In addition, our continued focus on controlling and optimizing our capital expenditures has resulted in meaningful free cash flow results.



**JAN  
PEETERS**

Chairman  
of the Board

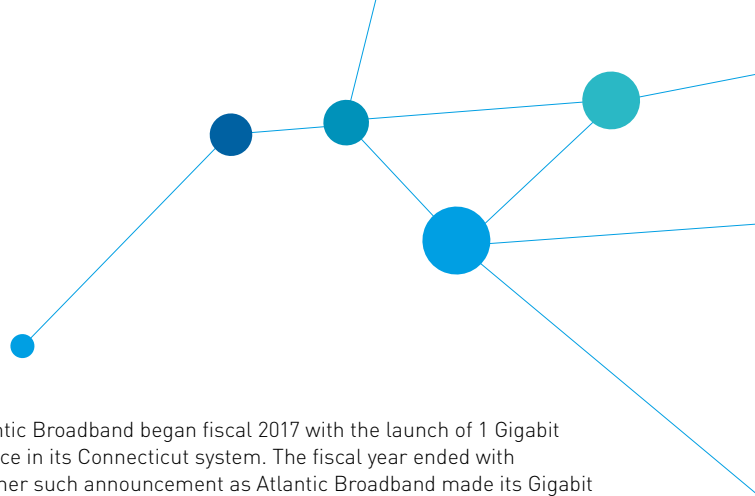
*"Fiscal 2017 has been a year of further consolidation for Cogeco, as we continue to build on a solid foundation, in all our markets. With a renewed sense of ambition and unity amongst our businesses, we are focused, more than ever, on ensuring sound capital management, which allows us to support future growth and create solid shareholder value."*

## INITIATIVES

### Canadian broadband services segment

Cogeco Connexion started the fiscal year with a new President, Ken Smithard, following the retirement of former President and business unit CEO, Louise St-Pierre. With his over 15 years of experience in increasingly important positions at Cogeco, Ken has since brought to bear his extensive and broad experience, collaborative leadership style, and passion for technology, reinforcing Cogeco Connexion's position as a leading communications and technology company with strong customer relations built on amazing experiences, trust and reliability.

At the heart of Cogeco Connexion's product and service enhancements in fiscal 2017 was the launch of its UltraFibre 1 Gigabit service, allowing its customers in Oakville and Burlington, Ontario and Trois-Rivières, Québec to benefit from speeds of up to 1 gigabit per second. This network optimization is the culmination of a series of investments in infrastructure upgrades carried out over several months and will continue as Cogeco Connexion looks to offer this service and even faster speeds throughout its network.



Enhancements to existing products and services were also made throughout the year as Cogeco Connexion introduced TiVo 4K, launched new high definition (“HD”) channels and expanded its fibre optic and telephone services in Québec, while also growing its Québec footprint through small regional acquisitions.

Cogeco Connexion followed through on its commitment to provide amazing employee experiences. During fiscal 2017, Cogeco Connexion was recognized as an Employer of Choices for its offices in Trois-Rivières and Montréal and received an Employment Equity Achievement Award (“EEAA”) in the Outstanding Commitment category from Employment and Social Development Canada. Moreover, the Vice President, Human Resources and Communications, Liette Vigneault, made the prestigious list of the Top 25 HR Professionals in Canada for 2016.

Cogeco Connexion distinguished itself in four categories of the Voice of the Customer Excellence program, within the framework of the *Service Quality Measurement Group 2016 edition of the North American Contact Center Industry Awards*, whose winners receive the best evaluation in customer satisfaction surveys. This marks the eighth time in ten years that Cogeco Connexion has been rewarded by this recognition program.

#### American broadband services segment

In early July, Cogeco Communications announced the acquisition of the entire MetroCast cable systems, including close to 236,000 homes and businesses in New Hampshire, Maine, Pennsylvania, Maryland and Virginia. With this acquisition, Atlantic Broadband and its best-in-class management team is in a unique position to increase its customer base in attractive markets adjacent to the ones it currently serves, with a view to growing revenue and profit.

Atlantic Broadband began fiscal 2017 with the launch of 1 Gigabit service in its Connecticut system. The fiscal year ended with another such announcement as Atlantic Broadband made its Gigabit residential and business Internet services widely available in Miami Beach and surrounding areas. This was the culmination of Atlantic Broadband’s “FastForward Miami” initiative, bringing network infrastructure and service enhancements to residents and businesses in the area. This also included the addition of 58 standard definition (“SD”) and/or HD channels and significantly more international channels to meet the needs of Miami’s culturally diverse residents.

Atlantic Broadband’s Carrier services segment completed its first full year during fiscal 2017 and contributed significantly to strong commercial services growth. The segment, which delivers reliability to carriers in the East Coast markets, executed over 25 partnerships with major providers.

#### Business ICT services segment

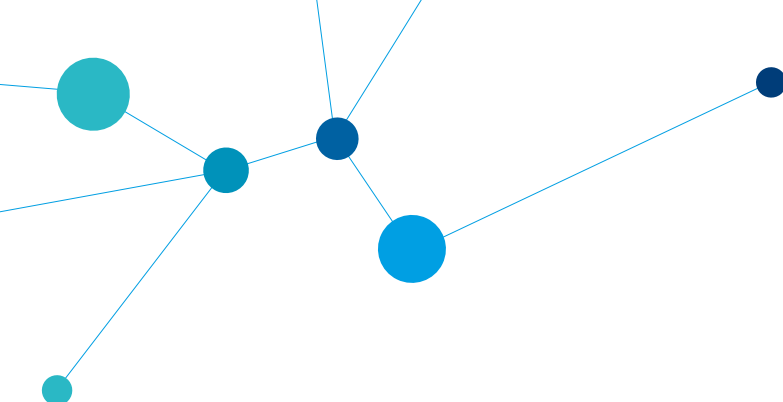
During fiscal 2017, Cogeco Peer 1 expanded its product portfolio in Canada by bringing to market Microsoft Azure ExpressRoute™ enabling compliant, secure and high performance access to Microsoft’s cloud for business. ExpressRoute™ enables customers to overcome the intrinsic security, reliability and performance risks associated with the Internet via secure, dedicated, low latency connectivity to the Microsoft cloud. This service leverages all the benefits of a public cloud without the risk associated with typical Internet connections. Moreover, Cogeco Peer 1 became the official provider of Microsoft cloud services in France and made this product available in Mexico.



### LOUIS AUDET

President and  
Chief Executive Officer

*“Fiscal 2017 has been an inspiring year for the Cogeco team. As we celebrate the 60<sup>th</sup> anniversary of the founding of Cogeco, we continue to grow the breadth of our products and services, expand our footprint, and intensify our efforts in developing our markets. All the while, we maintain our focus on ensuring we are constantly in tune with the ever-evolving needs of our customers and that we do so efficiently and with an unrelenting emphasis on sound cost management.”*



During fiscal 2017, teams at Cogeco Peer 1 were hard at work forging important partnerships across its footprint. For example, in the United Kingdom, the team signed two notable partnerships with Jisc and DTP to help ensure that UK universities and higher education institutions remain at the forefront of global education. Also in the UK, Cogeco Peer 1 partnered with Brytlyt, which provides organizations with a graphics processing unit ("GPU") database and analytics platform, driving a joint commitment to innovation for companies looking to harvest business growth from GPU database and analytics software while simultaneously requiring a level of access and support which larger cloud providers do not offer.

Further strengthening its ties with partners, Cogeco Peer 1 launched the Partner Portal and three customized Partner Programs to improve client services and increase sales. Available in English, French, Spanish, and German, the Partner Portal is a centralized and secure place for partner management, deal registration, marketing and sales enablement, product and technical resources, and more.

In June 2017, Cogeco Peer 1 announced the expansion of its multi-protocol label switching ("MPLS") connectivity services to customers in the United States and Europe, providing more businesses around the globe with a holistic solution that can help reduce IT complexity and enable digital transformation.

## CORPORATE SOCIAL RESPONSIBILITY PROGRESS AND RECOGNITION

At Cogeco Communications, our corporate social responsibility ("CSR") program is designed to ensure we are operating responsibly and sustainably, and being a good corporate citizen. Concretely, this means we seek to integrate practices which improve the environmental and social impact of our operations while ensuring the Corporation's continued growth.

During fiscal 2017, key initiatives of the CSR Program were rolled out in all of our subsidiaries, each of which made significant progress in its three-year action plan to integrate CSR principles into their activities and operations. Amongst many ongoing initiatives, we continued to measure and track our Greenhouse Gas Emissions ("GHG") reductions, which now include all of Cogeco Communications' subsidiaries, as well as emissions from refrigerant gases. We implemented a Supplier Code of Conduct to address supply chain risks related to CSR. In fiscal 2017, Cogeco Communications contributed over \$3 million to donations and sponsorships, and offered air time for fundraising purposes. Cogeco Communications also participated in the finalization of the Canadian Energy Efficiency Voluntary Agreement ("CEEVA"), effective as of January 2017. This agreement, developed by Canadian telecommunications companies together with Natural Resources Canada, intends to limit the energy consumption of set top-boxes provided to our customers.

For a fourth year in a row, Cogeco Communications was part of the *Jantzi Social Index*, consisting of 60 Canadian companies that passed a set of broadly based environmental, social, and governance rating criteria. According to Jantzi, Cogeco Communications has consistently ranked among the top performers for environmental social governance in the Consumer Discretionary sector.

In January 2018, we will publish our fourth CSR Report, covering our program for 2016 and 2017.

## 2018 OUTLOOK

Building on our fiscal 2017 results, we are well positioned for continued growth and success. For fiscal 2018, we expect growth in revenue of 3.3% to 4.6% and adjusted EBITDA of 2.0% to 4.5% while free cash flow should remain steady as a result of higher capital expenditures for the American broadband services segment resulting from continued expansion in high growth segments in Florida.

## CONCLUDING REMARKS

We extend a warm thank-you to all the members of our Board of Directors for their enduring and wise counsel over the past year. We would also like to take this opportunity to express our boundless gratitude towards our more than 4,000 employees on two continents, who continue to embody Cogeco Communications' core values of commitment to customers, teamwork, innovation, respect and trust.

**JAN PEETERS** Chairman of the Board

**LOUIS AUDET** President and Chief Executive Officer



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

<b>MD&amp;A</b>			
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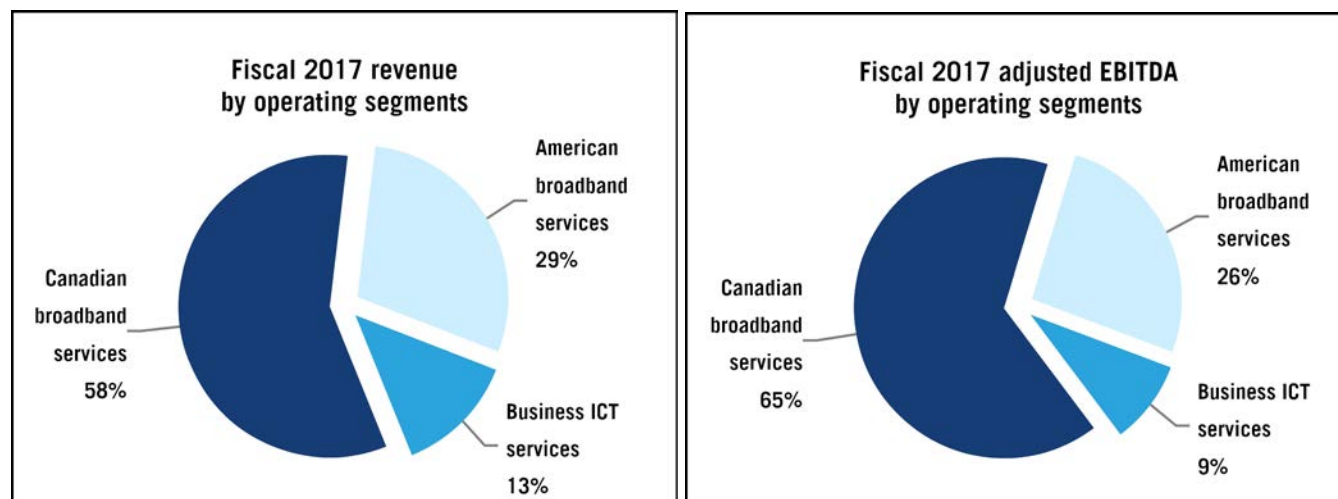
# 1. FORWARD-LOOKING STATEMENTS

*Certain statements contained in this Management's Discussion and Analysis ("MD&A") may constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to Cogeco Communications Inc.'s ("Cogeco Communications" or the "Corporation") future outlook and anticipated events, business, operations, financial performance, financial condition or results and, in some cases, can be identified by terminology such as "may"; "will"; "should"; "expect"; "plan"; "anticipate"; "believe"; "intend"; "estimate"; "predict"; "potential"; "continue"; "foresee", "ensure" or other similar expressions concerning matters that are not historical facts. Particularly, statements regarding the Corporation's financial guidelines, future operating results and economic performance, objectives and strategies are forward-looking statements. These statements are based on certain factors and assumptions including expected growth, results of operations, performance and business prospects and opportunities, which Cogeco Communications believes are reasonable as of the current date. Refer in particular to the "Corporate Objectives and Strategies" and "Fiscal 2018 Financial Guidelines" sections of the present MD&A for a discussion of certain key economic, market and operational assumptions we have made in preparing forward-looking statements. While Management considers these assumptions to be reasonable based on information currently available to the Corporation, they may prove to be incorrect. Forward-looking information is also subject to certain factors, including risks and uncertainties that could cause actual results to differ materially from what Cogeco Communications currently expects. These factors include risks such as competitive risks, business risks, regulatory risks, technology risks, financial risks, economic conditions, ownership risks, human-caused and natural threats to our network, infrastructure and systems and litigation risks, many of which are beyond the Corporation's control. For more exhaustive information on these risks and uncertainties, the reader should refer to the "Uncertainties and Main Risk Factors" section of the present MD&A. These factors are not intended to represent a complete list of the factors that could affect Cogeco Communications and future events and results may vary significantly from what Management currently foresees. The reader should not place undue importance on forward-looking information contained in this MD&A which represent Cogeco Communications' expectations as of the date of this MD&A (or as of the date they are otherwise stated to be made) and are subject to change after such date. While Management may elect to do so, the Corporation is under no obligation (and expressly disclaims any such obligation) and does not undertake to update or alter this information at any particular time, whether as a result of new information, future events or otherwise, except as required by law.*

*All amounts are stated in Canadian dollars unless otherwise indicated. This report should be read in conjunction with the Corporation's consolidated financial statements and the notes thereto prepared in accordance with the International Financial Reporting Standards ("IFRS") for the year ended August 31, 2017.*

## 2. OVERVIEW OF THE BUSINESS

Cogeco Communications is a communications corporation. It is the 8<sup>th</sup> largest cable operator in North America. In fiscal 2017, the Corporation reported its operating results in three operating segments: Canadian broadband services, American broadband services and Business information and communications technology ("Business ICT") services. The reporting structure reflects how the Corporation manages its business activities to make decisions about resources to be allocated to the segments and to assess their performance. For the year ended August 31, 2017, the proportion of each segment as a percentage of the Corporation's consolidated revenue and adjusted EBITDA<sup>(1)</sup> excluding inter-segment eliminations, intercompany transactions and head office activities were as follows:



For further details on the Corporation's segmented operating results, please refer to the "Segmented operating results" section.

### 2.1 CANADIAN AND AMERICAN BROADBAND SERVICES

#### DESCRIPTION OF SERVICES

The Canadian and American broadband services segments provide a wide range of Internet, video and telephony services primarily to residential customers as well as business services to small and medium sized businesses across its coverage areas.

The Canadian broadband services activities are carried out by Cogeco Connexion in the provinces of Québec and Ontario and the American broadband services activities are carried out by Atlantic Broadband in western Pennsylvania, south Florida, Maryland/Delaware, South Carolina and eastern Connecticut.

The customer counts at August 31, 2017 were as follow:

	August 31, 2017			Net additions (losses) Years ended August 31,		% of penetration <sup>(3)</sup> August 31,	
	Consolidated	Canada	United States	2017 <sup>(2)</sup>	2016	2017	2016
Primary service units <sup>(1)</sup>	2,527,882	1,916,861	611,021	17,885	10,048		
Internet service customers	1,042,996	769,869	273,127	54,823	52,895	44.9	43.0
Video service customers	956,775	720,636	236,139	(27,619)	(31,706)	41.2	42.8
Telephony service customers	528,111	426,356	101,755	(9,319)	(11,141)	22.7	23.4

(1) Represents the sum of Internet, video and telephony service customers.

(2) Excludes 2,247 primary service units (808 Internet and 1,439 video services) from a business combination completed by the Canadian broadband services segment in the first quarter of fiscal 2017.

(3) As a percentage of homes passed.

(1) The indicated terms do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more details, please consult the "Non-IFRS financial measures" section of the MD&A.

The following four services represent our core suite of offerings:

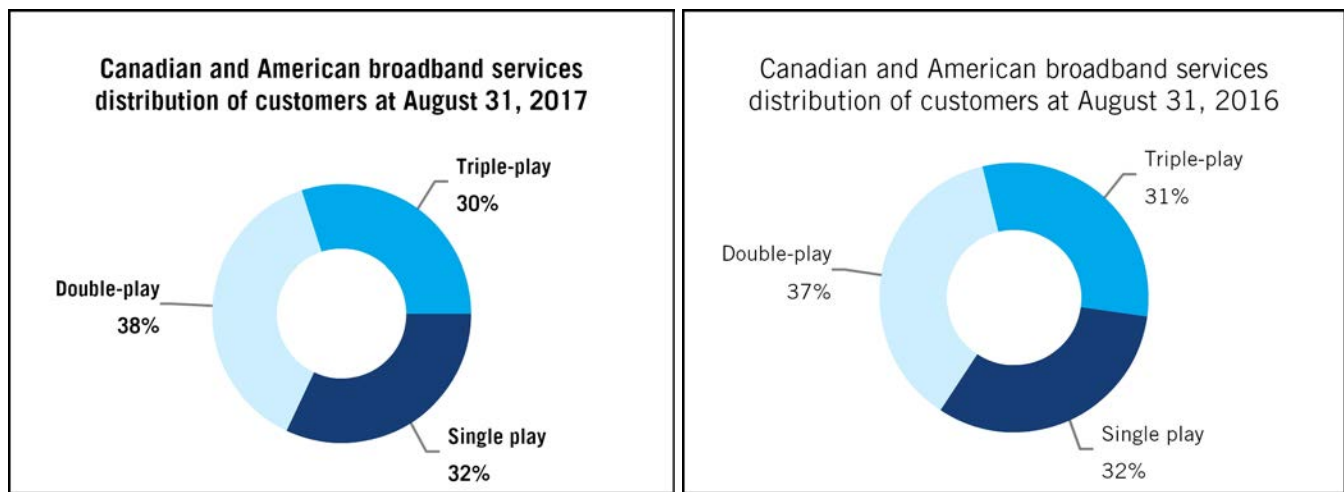
**Internet services:** In virtually all of our territories (where DOCSIS 3.0 and DOCSIS 3.1 technologies are deployed), we offer a range of Internet packages with download speeds of up to 120 Mbps. In Canada, we offer in certain areas up to 1 Gbps on the downstream and upstream and in the United States, we offer in certain areas up to 1Gbps on the downstream and up to 50 Mbps on the upstream. Simple and complete security suite and email solutions are available to our Internet customers with automatic updates to protect their devices. As an added benefit, Internet customers can connect wirelessly to the Internet at no extra cost from close to 1,550 designated WiFi Internet hotspots in our Canadian footprint.

**Video services:** We offer our customers a full array of digital video services and programming offerings. Our customers have access to a basic service, digital tier packages, discretionary services, pay-per-view channels, video-on-demand ("VOD") services, high definition ("HD") television , 4K television and advanced video services such as TiVo.

**Telephony services:** Telephony services use internet protocol ("IP") to transport digitised voice signals over the same private network that brings video and Internet services to customers. Residential customers can subscribe to different packages. All residential telephony service customers have access to direct international calling and can subscribe to various international long distance plans, voicemail and other popular custom calling features.

**Business services:** We offer to our business customers, depending on the area, a wide range of Internet packages, video services, telephony services, managed cloud services and other advanced network connectivity services, such as session initiation protocol ("SIP"), primary rate interface ("PRI") trunk solutions, hosted private branch exchange ("HPBX") solutions and Business and Software efficiency services.

Furthermore, we actively bundle our services into "double-play" and "triple-play" offerings at competitive prices to encourage cross-selling within our customer base and to attract new customers. At August 31, 2017, 68% (68% in 2016) of our Canadian and American broadband services customers subscribed to two or more services. The distribution of customers by number of services for the Canadian and American broadband services were as follow:



## NETWORKS AND INFRASTRUCTURE

Cogeco Connexion and Atlantic Broadband provide residential Internet, video and telephony services and business services through advanced fibre optic and two-way broadband distribution networks. Cogeco Connexion and Atlantic Broadband deliver these services through long distance fibre optic systems, advanced hybrid fibre-coaxial ("HFC") broadband distribution networks, point-to-point fibre networks and fibre-to-the-home ("FTTH") network technologies.

Cogeco Connexion's distribution network extends over 39,000 kilometres while Atlantic Broadband's distribution network extends over 15,000 kilometres. The broad reach of Cogeco Connexion and Atlantic Broadband's core transport network is designed to easily interconnect, at very high speed, its many local distribution systems to video content providers, other public telephony networks, software application providers and to the world-wide Internet.

For residential services, Cogeco Connexion and Atlantic Broadband are deploying optical fibres to nodes serving clusters of typically 326 homes passed and 355 homes passed, respectively, with multiple fibres per node in most cases to rapidly extend the capacity of the system with smaller clusters when necessary. This just in time process, known as "node splitting", leads to further improvement in quality and reliability while increasing the capacity of two-way services such as Internet, VOD and telephony and maximizing investments. The HFC distribution infrastructure is designed with radio frequency ("RF") capacity of up to 1 GHz of bandwidth capacity, depending on the market served and customer needs.

In each market, the signals are transferred from the optical network to the coaxial cable network at the node for delivery to our customers. Cogeco Communications believes that active use of fibre optic technology in combination with coaxial cable plays a major role in expanding channel capacity and improving the performance of the systems. Fibre optic strands are capable of carrying hundreds of video, data and voice channels over extended distances without signal amplification. Cogeco Communications will continue to deploy fibre optic cable as warranted to further reduce amplifier cascades, which improves system reliability and reduces system maintenance cost. This hybrid combination of fibre optic and coaxial cable is the most efficient choice when it comes to delivering high quality networks with judicious capital investments.

In order to increase distribution system capacity further, Cogeco Connexion undertook the following network enhancement programs:

- (a) conversion of video services from analogue to digital. The deployment of digital to analogue ("DTA") converters to its customers having older analogue equipment was completed in all its systems in fiscal 2016. This significant capacity enhancement replaces each analogue channel by up to four HD channels or sixteen SD channels; and
- (b) conversion to switched digital video ("SDV") technology. This technology allows Cogeco Connexion to selectively broadcast the channels that are currently being viewed by customers, effectively allowing it to offer a greater selection of digital channels over the same network infrastructure. The conversion was completed in all Cogeco Connexion's systems in fiscal 2017.

In order to recover bandwidth necessary for Internet growth as well as additional HD channels, Atlantic Broadband is continuing with a multi-point strategy to enhance the network and increase overall network performance:

- (a) in markets where overall bandwidth is below 750 MHz, Atlantic Broadband has completed the conversion of video services from analogue to digital with the deployment of DTA converters to its customers having older analogue equipment;
- (b) in 750 MHz markets where Atlantic Broadband has a larger customer base, it has begun the conversion to all digital, which it anticipates will be completed in 2018.

Cogeco Connexion and Atlantic Broadband use the DOCSIS technology to deliver Internet and business services over HFC networks. DOCSIS has numerous advanced features to ensure a continuous transmission and high quality of service delivery. This technology provides a flexible and expandable platform to further increase IP transmission speeds and to provide other products such as symmetrical services, which are particularly well suited for commercial customer applications. Today, Cogeco Connexion and Atlantic Broadband offer top Internet speeds of 120 Mbps in most of their territories and in certain areas up to 1 Gbps. Cogeco Connexion and Atlantic Broadband intend to continue deploying 1 Gbps progressively in the coming years through several technologies depending on the location, with DOCSIS 3.1 being the most cost effective. Atlantic Broadband has started the deployment in fiscal 2017 of the DOCSIS 3.1 technology in some areas while Cogeco Connexion is planning to begin the roll out of this technology in fiscal 2018.

Finally, Cogeco Connexion and Atlantic Broadband are deploying FTTH technology in all new residential developments which meet specific criteria of size, proximity to the existing plant and service penetration rate. Cogeco Connexion and Atlantic Broadband use a FTTH technology called radio frequency over glass ("RFoG"). The primary benefit of RFoG is its compatibility backward and forward with existing cable modem termination system ("CMTS") investments and back-office systems.

The following table shows the percentage of homes passed in Canada and in the United States where digital video, VOD, Internet and telephony services were available at August 31, 2017:

Service	% of homes passed where service is available	
	Canada	United States
Digital video	99%	99%
VOD	98%	97%
Internet (DOCSIS 3.0)	98%	99%
Telephony	97%	99%

## 2.2 BUSINESS ICT SERVICES

### DESCRIPTION OF SERVICES

The Business ICT services segment provides colocation, network connectivity, hosting, cloud and an extensive portfolio of managed services primarily in Canada, the United States and Europe to small, medium and large enterprises around the globe. Cogeco Peer 1 provides these services in the following key vertical markets: online retail, financial services, technology, public sector, education, health care, business services, manufacturing, media and online gaming.

The primary activities of the Business ICT services segment are carried out by Cogeco Peer 1 across Canada (British Columbia, Ontario and Québec), the United States (California, Texas, Virginia, Florida and Georgia) and Europe (London and Southampton, United Kingdom and France). Cogeco Peer 1 has more than 50 points of presence, including in Germany, the Netherlands and Mexico.

The following five services represent our core suite of offerings:

**Colocation:** Colocation services allow customers to host "customer-owned" IT infrastructure within a Cogeco Peer 1 data centre where they benefit from a superior data centre environment, uninterruptible power sources and our FastFiber Network® connectivity infrastructure. These services include cabinets, cage space, redundant power supply, physical security and operational support. This type of solution also enables customers to further leverage other Cogeco Peer 1 services including cloud, backup and disaster recovery, and managed services.

**Network Connectivity:** Cogeco Peer 1 operates an advanced high speed transport fibre optic network to serve its customers, primarily in Canada, the United States and in Europe. This core backbone is equipped with state of the art, carrier grade infrastructure connecting its global data centres and facilities. The network has multiple interconnections with Tier 1 peering partners, carriers and extended geographic reach via leased facilities with third party carriers. Cogeco Peer 1 also owns and operates an all-optical fibre access network in Montréal and Toronto. These combined transport and access facilities enable Cogeco Peer 1 to provide an extensive suite of high performance network connectivity options including wavelength, Ethernet, IP virtual private network and Internet services.

**Hosting:** Cogeco Peer 1's hosting solution provides customers with access to servers, storage, security and content distribution network infrastructure that are managed by Cogeco Peer 1's support teams.

**Cloud:** Cogeco Peer 1 provides customers with access to a suite of secure, high performance and scalable cloud platforms, for their compute and storage requirements. The cloud portfolio is comprised of public cloud platforms (multi-tenant infrastructure to support multiple customers), managed private cloud platforms (single tenant infrastructure dedicated to a single customer) and hybrid cloud platforms (integrated combination of public and private virtual machines and servers). Cogeco Peer 1's cloud platforms consist of a wholly owned and managed computing infrastructure housed within company operated data centres located in Canada, the United States and Europe, as well as third party computing infrastructures. Cogeco Peer 1 also offers Microsoft's scalable Azure™ and Office 365™ cloud services.

**Managed services:** Cogeco Peer 1 provides customers with value-added managed services to maximize the productivity of their IT environment. These services include:

- backup/disaster recovery, which provides customers with access to disk storage, tape archival and data replication services to protect customers' data and applications in the event of a disaster. Cogeco Peer 1 works closely with customers to design solutions to meet customers' recovery time objectives and data residency/compliance requirements;
- e-commerce, which provides customers with access to fully managed hosted services including servers, storage, software, load-balancers, networking, security, in addition to support experts to help manage e-commerce online applications. The solution may also provide certain customers with access to payment card industry data security standard ("PCI-DSS") compliant environments for their online applications and their web hosting in select geographies; and
- security services, which provide customers with access to a suite of security services to help protect a customer environment from malwares, cyber-attacks or viruses. The AppArmor portfolio includes firewall, anti virus/spam, content filtering, intrusion detection services, load-balancer, secure virtual private network, hardened operating systems and distributed denial of service mitigation services and are supported around the clock by a team of security experts.

## NETWORKS AND INFRASTRUCTURE

At August 31, 2017, Cogeco Peer 1 provided its services through 16 data centres in Canada, the United States and Europe, covering approximately 475,000 gross square feet and more than 50 points of presence, including in Germany, the Netherlands and Mexico.

Cogeco Peer 1's data centres include highly secure and redundant IT infrastructure, including 24/7/365 monitoring, regulated climate control, power redundancy, support, and biometric security access. In addition, Cogeco Peer 1's data centres are designed, built, and operated to data centre industry standards in order to meet both service and compliance requirements of its enterprise customers.

## 2.3 BUSINESS DEVELOPMENT AND OTHER

On July 10, 2017, Cogeco Communications announced that its subsidiary, Atlantic Broadband, entered into an agreement with Harron Communications, L.P. to acquire substantially all of the assets of its cable systems operating under the MetroCast brand name ("MetroCast") which serves about 120,000 Internet, 76,000 video and 37,000 telephony customers. The transaction valued at US\$1.4 billion includes the expected present value of future tax benefits of US\$310 million and is subject to customary closing adjustments. This acquisition is expected to be financed through a combination of US\$1.7 billion under a new Senior Secured Term Loan B, whereby US\$585 million is expected to be used to refinance the existing First Lien Credit Facilities, and US\$150 million under a new Senior Secured Revolving Credit facility combined with a US\$315 million equity investment by Caisse de dépôt et placement du Québec ("CDPQ") in Atlantic Broadband's holding company, representing 21% of Atlantic Broadband. The transaction is subject to usual closing conditions, regulatory approvals and other customary conditions, which are proceeding as expected. The Corporation expects the transaction to close in early January 2018.

In October 2017, a US subsidiary of Cogeco Communications has entered into four forward starting interest rate swap agreements on a notional amount totalling US\$500 million. These agreements will have the effect of converting the floating US LIBOR base rate at an average fixed rate of 2.07% starting on January 31, 2018, under the US\$1.7 billion Senior Secured Term Loan B to be issued to finance the MetroCast acquisition and refinance the existing Atlantic Broadband's First Lien Credit Facilities. The MetroCast acquisition is expected to close in early January 2018.



## 2.4 CORPORATE OBJECTIVES AND STRATEGIES

Our mission is to create powerful connections for our customers and foster genuine connections with our customers. As our customers are at the core of everything we do, we continuously seek to innovate our processes, operations, services and products while efficiently managing capital utilization to secure future growth. We are also dedicated to optimizing profitability and consequently increasing shareholder value. To achieve these objectives, we are pursuing the following strategies:

Canadian broadband services	American broadband services	Business ICT services
Delivering organic growth	Leveraging Internet superiority and bundle sales	Focusing on sustainable revenue growth
Optimizing the return on investments	Accelerating business services growth by moving upmarket	Optimizing the use of current assets in order to optimize cash flows
Investing in our people	Strategically extending the network to new service areas	Strengthening internal processes and systems to improve operational efficiency and optimize infrastructure
	Acquiring assets with identifiable growth opportunities	Promoting our brand supported by a people centric culture

### ANTICIPATED RESULTS OF THE CORPORATION'S STRATEGIES

The following sections contain forward-looking statements concerning the business outlook of our Canadian and American broadband services and Business ICT services segments. These sections also describe certain key economic, market and operational assumptions we have made in preparing such forward-looking statements and other forward-looking statements contained in this MD&A. For a description of risk factors that could cause actual results or events to differ materially from our expectations expressed in this Annual Report, please refer in particular to the "Uncertainties and main risk factors" section of this report.

The successful implementation of the strategies described below should result in increased revenue and adjusted EBITDA which combined, should lead to heightened profitability that will be measured based on the criteria described in greater details in the "Fiscal 2018 financial guidelines" section. Please refer to the "Key performance indicators and performance highlights" section for further details on the fiscal 2017 results and achievements.

## CANADIAN BROADBAND SERVICES SEGMENT

### DELIVERING ORGANIC GROWTH

We focus on leveraging our superior Internet speeds and video services by improving our offerings and constantly investing in technology.

We continue concentrating on growing our business customer base in our footprint in Canada. We remain focused on increasing our market share of addressable business customers by strategically investing in network expansion programs, by launching enhanced products and by improving the effectiveness of our sales and marketing initiatives in conjunction with a stronger focus on digital strategies.

We continue to build a powerful brand identity inspired by our ability to innovate and deliver outstanding customer experiences and further strengthen our leadership in communities we serve.

#### *Progress in fiscal 2017*

As part as our efforts to continuously improve our Internet offerings, we continued to roll out our 120 Mbps Internet package which is now available in virtually all of our territories. We also enhanced our Internet packages in Burlington and Oakville through the launch of a new 360 Mbps Internet package. In addition, we launched in fiscal 2017 our UltraFibre 1 Gigabit service in Burlington, Oakville and Trois-Rivières. The Gigabit service meets the needs of today's data-hungry customers by allowing them to benefit from speeds of up to 1 gigabit per second, meaning that they can download movies and TV shows and play online games faster than ever before. With this fastest and most powerful Internet package, customers are able to download HD movies in less than 30 seconds or HDTV shows in 10 seconds.

During fiscal 2017, Cogeco Connexion continued the deployment of FTTH using the RFoG technology in all new residential developments which meet specific criteria of size, proximity to the existing plant and service penetration rate.

We also upgraded our security solutions with the introduction of two new packages, Cogeco Security and Cogeco Security Go. With the increase of Internet for online commerce and entertainment, the risk of intrusion and fraud is higher. Our new Internet security offering reflects our desire to meet our customers' ever-changing needs and our commitment to offering the best Internet experience.

In order to offer the most advanced video capabilities to our customers, earlier this year we introduced the TiVo 4K personal video recorder ("PVR") entertainment experience. Our customers can now enjoy an ultra-high-definition image with four times the resolution of a standard HD TV, enhancing both the picture and sound quality of programs, making them crisper and more detailed than ever before.

Furthermore, as part as our commitment to offering more and even better Business Services, we enhanced our offerings by launching new bundles consisting of Internet packages and selected Online Productivity Tools. Our small and medium business customers can thus benefit from enterprise-

grade collaboration, productivity and security tools, delivered through cloud-based solutions, giving them access to best in class applications such as Microsoft Office 365, Google G-Suite, F-Secure Protection for Small Business and Mozy online backup.

We recently launched two enhancements to our business HPBX and SIP trunking services. First, we repackaged HPBX into two new offers, Basic and Extra, to better cater to customers who already owned their IP phones or do not require the full suite of features. We also improved our cost structure allowing us to offer the HPBX product to all customers including those requiring as little as a single phone line. Second, we enhanced our SIP service, a complete voice solution that combines voice and data systems to simplify and save business communications, to make it available, to business customers served by our DOCSIS cable network, thereby significantly expanding the addressable market.

To further improve our competitive stance, we continued to offer high value to our business Internet customers through price protection guarantee on contracted rates. We also expanded our DOCSIS and fibre-to-the-building ("FTTB") networks in order to reach more businesses across Ontario and Québec.

We continued to leverage our unique brand identity to support our product and service innovation and foster stronger customer relationships through impactful communications campaigns. We also deployed and harmonized our communications across all channels and in every community we serve in order to generate a greater impact through a unified voice in the marketplace. Moreover, we recently unveiled the new image of our community television stations "Cogeco TV" which became "YourTV".

### **Focus in fiscal 2018**

We intend to invest to increase network capacity and reach a pace consistent with rising customer demand and expectations. We will enhance our DOCSIS network capacity throughout the year including the introduction of DOCSIS 3.1 technology in certain markets which will significantly extend the capacity of our network.

We intend to grow our residential video services by investing in additional capabilities such as IPTV and cloud services as well as by enhancing our OTT services. In addition, we will continue to extend our Gigabit services in our footprint while also promoting "triple play" offers given customers' interest for bundled products.

We also intend to grow our business services by bringing additional rich features and capabilities including unified communications to our HPBX and SIP Trunking portfolio and enhancements to the fibre-based data services to appeal to a larger number of market segments. Another significant growth opportunity will be fulfilled through the continued investment in advanced managed business WiFi solutions. In addition, we will optimize our Business video services for small and medium businesses and bulk account customers to improve this portfolio's alignment with the market. We will do this by introducing business specific packages of channels tailored to this market's needs.

We will continue to leverage our unique brand promise as the best customer service in our industry and a technological pioneer with a powerful fibre optic network.

## **OPTIMIZING RETURN ON INVESTMENTS**

We focus on achieving the best in-class operating efficiencies by optimizing our cost structure in order to improve our ability to manage our capital utilization to support future growth.

### **Progress in fiscal 2017**

For the eighth time in ten years, Cogeco Connexion was recognized by the Service Quality Measurement Group ("SQM") for our customer service reflecting our continued focus and the very high standard we set in our commitment to superior customer service. Cogeco Connexion distinguished itself in the four following categories: "Highest Customer Service - Telecommunications/TV", "Highest Field Services Customer Service", "Highest Customer Service - Retail/Service (storefront)" and the "First Call Resolution Improvement Award - Technical support". These awards reflect our enduring commitment over these past years to differentiate our customer experience through our retail locations.

Cogeco Connexion is also proud to have received the "AMR-CROP Voice of the Consumer" award in the telecommunications sector, at the 2017 edition of the *Association du Marketing relationnel du Québec's* ("AMR") *Flèches d'Or gala*. The "AMR-CROP Voice of the Consumer" award is a new recognition introduced by the AMR. It recognizes the service provider most appreciated by consumers for its prices as well as the quality of its products and customer service, the user-friendliness of its commercial environment and website, and the excellence of its client experience.

During fiscal 2017, we continued to focus on improving our customer experience by reducing customer contact volumes with a focus on first-time-right installations and service calls as well as a First Call Resolution program in our call centres. We continued to work towards providing increased convenience to our customers through a better online support experience and ongoing improvements to our self-installation option. Finally, the implementation of a strong Management Operating System within Ontario and Québec field and call center operations has created an increased focus on individual performance management to drive increased productivity, enhanced quality and ultimately exceed our customers' expectations.

We also improved the reliability of our services by further analyzing the root causes of the problems experienced by our customers and implemented corrective actions. As a result, we significantly reduced technical support costs.

In the past year, a new web content management platform has been introduced which provides mobile friendly responsive interaction and lays the foundation to implement a self-serve and self-care customer experience. This new platform is already improving our online conversion rate and will allow an improved scalability, faster go-to-market and increased operational efficiencies. In the process, we replaced our identity and access management platform to drive product innovation and support usage growth of connected experiences in the future.

Moreover, we also introduced digital marketing automation for our business sector and launched a new website framework, creating a modern customer experience with mobile friendly navigation and ordering process.

### ***Focus in fiscal 2018***

Building on the progress made in fiscal 2017, we will continue to enrich residential and commercial customer experience to strengthen loyalty, engagement and brand advocacy through continuous process improvements and value-added products, services and support.

We will launch our new customer management system ("CMS") and back-office operations systems which will increase our efficiency by providing more flexibility to cater to our customers' needs and enabling new innovative packages and pricing models. This new CMS will further reduce operational costs by replacing several legacy systems and by introducing meaningful self-serve features.

We will also complete the implementation of our new web content platform and begin the first phase towards customer self-serve and self-care by supporting a personalized content experience on-line.

## **INVESTING IN OUR PEOPLE**

At Cogeco Connexion, our employees are at the heart of our success. We constantly invest in and develop our employees by improving our training, development programs and tools in order to ensure they are highly engaged to deliver on our customer promises. We recognize that creating an engaging employee experience will lead to an amazing experience for our customers.

### ***Progress in fiscal 2017***

In our pursuit of offering an amazing employee experience, we focus on continuous listening through regular employee engagement surveys and have addressed several employee suggestions such as implementing flexible working arrangements, enhancing our discounted services program for employees and increasing internal communication.

Above and beyond the continuous investment in our people, Cogeco Connexion has been ranked among Montréal's Top 35 Employers for 2017 by MediCorp Canada. This ranking showcases employers in the Greater Montréal area who have distinguished themselves through the excellence of their human resources management and the quality of their work environment.

In addition, Cogeco Connexion is honoured to have received the prestigious "Employer of Choice" award at this year's edition of the Trois-Rivières Chamber of Commerce and Industry's Gala Radisson. This distinction is awarded annually to the company that has distinguished itself in the area of human resources and inspired its sector with the quality of its working environment and its team's feeling of belonging.

### ***Focus in fiscal 2018***

We will continue to build on delivering an amazing employee experience by identifying the areas of focus in order to make Cogeco Connexion one of the best places to work. For instance we will invest in training and change management to support the development of our people in the evolving skill set of our industry. In addition, we will focus on our global wellness approach, continue to elevate our health and safety practices and invest in preventing psychological distress. We will also adapt our customer brand into a strong employer branding and employee value proposition to promote our amazing employee experience and attract the best talent. Lastly, we will build the first steps to move towards a digital employee experience by evolving our human resources and communication technology.

## **AMERICAN BROADBAND SERVICES SEGMENT**

### **LEVERAGING INTERNET SUPERIORITY AND BUNDLE SALES**

We believe that the key to increasing our customer base is to leverage both our Internet service speed offerings as well as providing customers bundle options which provide the flexibility to tailor product options to meet their individual needs.

### ***Progress in fiscal 2017***

Maintaining Internet superiority across markets, on September 16, 2016, Atlantic Broadband became the first to offer Gigabit Internet service in Connecticut. Both GigaEdge (residential) and Pro GigaEdge (business) Internet services are available to more than 37,000 homes and businesses passed in eastern Connecticut communities. The Gigabit service marks the arrival of revolutionary Internet speeds to enable an entirely new level of customer experience by allowing them to benefit from Internet speeds that are more than 100 times faster than the average residential digital subscriber line ("DSL") speed and 20 times faster than the fastest DSL download speeds available to businesses today in eastern Connecticut. With GigaEdge's significantly faster and more powerful Internet speeds, our customers are able to surf, stream, download, work, and game online at the same time, like never before.

Similarly, the "FastForward Miami" initiative, is bringing network infrastructure and service enhancements to our residents and businesses in Miami Beach and surrounding areas. Our residential and business customers now have access to increased Internet speeds of up to 250 Mbps. In addition, all existing Internet customers received an increase in speeds as part of their service over the course of several months. As the project progressed, "FastForward Miami" delivered even faster Internet speeds, including the launch of Gigabit speeds on August 29, 2017, the addition of 58 channels for a total channel count of over 400, including 145 HD channels, significantly more Spanish and international channels, enhanced digital picture quality and sound, and the availability of a simple yet powerful on-screen guide on all TV sets.

In support of the fastest Internet speeds available, we launched a powerful new home and small business WiFi service in May 2017. Both offerings utilize cutting-edge technologies to deliver the best possible WiFi coverage, the fastest possible speeds, and significantly improved wireless video streaming capability. Whereas traditional WiFi networks rely on a single access point, these new enhanced home and business WiFi services are enabled by state-of-the-art wireless mesh access points (APs) from a leading international provider of premium wireless solutions. This new offering provides a seamlessly extendable wireless mesh network that provides complete WiFi coverage, no matter the size or shape of a home, video stream prioritization that eliminates buffering, allowing customers to experience the ultimate wireless streaming experience, advanced capabilities like

WiFi noise cancelling and connection steering, as well as an easy to use app for customers to monitor and manage their own home network.

Additionally, in keeping with the commitment to continued diversification and evolution of its video offering, on May 16, 2017, we launched Choice Bundles, a new suite of Internet, video and telephony package options for residential customers. The new offerings are designed to allow customers the flexibility to choose the Internet, video, and telephony bundle service options that best fit their individual entertainment needs and budget. Choice Bundles were created by Atlantic Broadband based on the rapidly shifting entertainment and communication demands of today's households. To ensure it best meets these needs, customers can choose to tailor their Choice Bundle to their unique programming, Internet and equipment needs.

Finally, in January 2017, through key industry partnerships with EPIX and TiVo, Atlantic Broadband launched a new EPIX set-top box application, available to Atlantic Broadband customers with a TiVo device and EPIX premium channel access. Atlantic Broadband is the first cable company to offer the new EPIX application, which provides customers with nearly 6 times more content from premium entertainment network EPIX than previously available.

#### ***Focus in fiscal 2018***

The DTA bandwidth recovery projects will continue in fiscal 2018 with Cumberland, Maryland and Aiken, South Carolina to reclaim spectrum for broadband capabilities. A major initiative to encrypt all video channels in Connecticut is underway. In addition, the DOCSIS 3.1 investment will continue to increase bandwidth and roll out higher speeds to customers in our Aiken, South Carolina market. Also planned for fiscal 2018 is the continuation of system upgrades.

As we gain more experience with our new generation bundles, we will continue to monitor customer trends and feedback to further refine the bundle offerings as required.

### **ACCELERATING BUSINESS SERVICES GROWTH BY MOVING UPMARKET**

We believe the business sector has and will continue to be a key component of our overall revenue growth. Our initial focus in this area has been more aimed at the small and medium-sized businesses within our footprint. However, we believe that we must continue to expand our product offerings to be able to also access larger scale enterprise opportunities.

#### ***Progress in fiscal 2017***

Fiscal 2017 was the first full year we offered Hosted Voice Service for businesses across all operating regions. The service offers a more flexible, modern alternative to traditional on-premises PBX systems utilizing smart software and cloud technology to provide businesses with a wholly managed service. The state-of-the-art features help businesses drive efficiencies, enhance revenue growth and improve customer service with unprecedented levels of flexibility and capability to support businesses from 5 to 500 employees. Benefits such as advanced routing tools, multi-site and mobile integration, combined with reliability and security enable businesses to upgrade or replace their old phone systems with an immensely more flexible communications solution that is better suited to their needs.

During fiscal 2017, we standardized and streamlined the process of quoting and selling our metro-ethernet services, enabling us to be more responsive to our customer needs and accelerate the growth of our enterprise sales efforts. Fiscal 2017 also saw the launch of our wholesale carrier services initiative that aims to develop partnerships with national carriers such as Level3, CenturyLink, Windstream, and others. Through these partnerships, Atlantic Broadband is able to provide high-capacity, last mile network access solutions to these larger regional carriers or national clients.

Most businesses use WiFi in their offices today and are dissatisfied with some aspect of the capability. Atlantic Broadband is capitalizing on this need by providing small and medium businesses with robust and highly reliable WiFi connectivity in every corner of their offices, enabling secure and easy guest network access and eliminating management headaches that are a common problem for small businesses.

#### ***Focus in fiscal 2018***

Investments in the Miami, Florida market will continue in fiscal 2018 with expansion into new technical facilities via IP video transport to capture various bulk properties and commercial activity. We will also continue to invest in extending our network reach to business parks, industrial parks and other facilities that have potential to provide a strong return on investment. Lastly, we will focus on adapting the Atlantic Broadband product portfolio and building a strong outside sales executive team as part of the integration of the MetroCast systems when the acquisition closes which is targeted for January 2018.

### **STRATEGICALLY EXTENDING THE NETWORK TO NEW SERVICE AREAS**

We constantly evaluate opportunities within our existing markets where we can potentially expand our footprint to reach underserved service areas. Using strict return on investment discipline, the critical variables in each possible expansion include potential revenue opportunities on both the residential and business side, offset by the capital required to fund such expansions.

#### ***Progress in fiscal 2017***

In our Florida market, we have begun to expand our commercial and bulk services to surrounding areas beyond the Miami Beach and South Miami footprint. In the Maryland/Delaware system, we began delivering new FTTH services in certain communities. In Pennsylvania, investments in adjacent municipalities brought significant upgrades and enhancements to residents and businesses, which gave them access to high-speed Internet for the first time, along with significant channel lineup enhancements and unlimited telephony service.

### **Focus in fiscal 2018**

We will continue to expand our footprint to reach underserved service areas in addition to the Miami expansion.

## **ACQUIRING ASSETS WITH IDENTIFIABLE GROWTH OPPORTUNITIES**

We will continue to seek value added acquisitions. The selection of acquisition targets depends on a number of factors such as their size, price, profitability, growth potential, geographic positioning, tax position and synergy potential.

### **Progress in fiscal 2017**

On July 10, 2017, Atlantic Broadband entered into a definitive agreement with Harron Communications, L.P. to purchase all of its cable systems operating under the MetroCast brand name. MetroCast's networks pass close to 236,000 homes and businesses in New Hampshire, Maine, Pennsylvania, Maryland and Virginia and serve approximately 120,000 Internet, 76,000 video and 37,000 telephony customers. The acquisition is expected to be completed in January 2018.

### **Focus in fiscal 2018**

Our main area of focus in fiscal 2018 will be the integration of the MetroCast acquisition.

## **BUSINESS ICT SERVICES SEGMENT**

### **FOCUSING ON SUSTAINABLE REVENUE GROWTH**

We remain focused on delivering sustainable revenue growth by expanding our product suite to bring relevant solutions to market and by growing our customer base through an enhanced go-to-market strategy. We believe that our enhanced go-to-market strategy will enable our sales organization to deliver exceptional solutions to our customers leading to loyalty, profits and growth.

### **Progress in fiscal 2017**

During fiscal 2017, Cogeco Peer 1 expanded its products portfolio in Canada by bringing to market Microsoft Azure ExpressRoute™ enabling compliant, secure and high performance access to Microsoft's cloud for business. ExpressRoute™ enables customers to overcome the intrinsic security, reliability and performance risks associated with the Internet via secure, dedicated, low latency connectivity to the Microsoft cloud. This service leverages all the benefits of a public cloud, including reduced cost, burst and hyper-scale capabilities without the risk associated with typical Internet connections. Moreover, Cogeco Peer 1 became the official provider of Microsoft cloud services in France and made this product available in Mexico.

Cogeco Peer 1 expanded its multi-protocol label switching ("MLPS") networking offerings in the United States and Europe, providing more businesses around the globe with a solution that can help reduce IT complexity and enable digital transformation. The MLPS connectivity services enable businesses globally to leverage the best in cloud, hosting, colocation, managed IT security and connectivity services together, through a single service provider, on one scalable, easy-to-manage network.

Moreover, we launched, AppArmor, a new web application protection product providing our customers with access to a complete suite of distributed denial of service ("DDoS") security products. Today's computing environments are bombarded by DDoS attacks that overload critical systems and networks, causing them to become unresponsive and unproductive. Our suite of DDoS mitigation and prevention services are a trusted comprehensive set of safeguards, ensuring network protection from DDoS attacks.

During fiscal 2017, Cogeco Peer 1 concluded three partnerships in the UK with Jisc, DTP and Brytlyt. With Jisc, Cogeco Peer 1 can provide a direct connection to flexible and high-performance managed IT infrastructure solutions including colocation, hosting and cloud services to the UK research and education community via the Janet network. With DTP, Cogeco Peer 1 can supply hybrid IT services to colleges, public libraries and universities in the UK. Finally, with Brytlyt, which provides organizations with graphics processing unit ("GPU") database and analytics platform, Cogeco Peer 1 is able to offer innovation to companies looking to harvest business growth from the latest development in GPU database and analytics software while requiring simultaneously a level of access and support, which is not offered by bigger cloud providers.

Finally, we successfully launched our Partner Portal as well as three new Partner Programs in order to improve client service and increase sales. Partner Portal is a centralized and secure place for partner management, deal registration, marketing and sales enablement and product and technical resources.

### **Focus in fiscal 2018**

In fiscal 2018, we will continue to build on our brand assets, complete the consolidation of our product catalogue, and enhance our portfolio with secured IT Hybrid managed services. The team will continue to position solutions for the industry verticals to develop thought leadership within the market place and focus on the continued development of managed solutions of multi-cloud technologies and SD-WAN solutions and capability.

We will continue to shift our go to market approach to solutions via direct and indirect channels and enhance our professional services portfolio to enable the desired business outcomes of our customers. In conjunction we will work to maximise our opportunity for gaining market share through value added reseller programs and relationships.

## OPTIMIZING THE USE OF CURRENT ASSETS IN ORDER TO OPTIMIZE CASH FLOWS

Cost containment is a core element of our financial performance and remains a key factor to maintain operating margins. We intend to continue executing our strategy of tight operating and capital cost controls and rigorous customer-related processes, including customer credit controls, which generate increased free cash flow.

### ***Progress in fiscal 2017***

We significantly improved our cash flows through a concerted effort to optimize capital spend. For the first time in many years, we have generated significant unleveraged free cash flow.

We have been able to reduce operating expenses in fiscal 2017 as a result of efficient management and continued integration through organizational design and global customer and enterprise relationship management systems being implemented at Cogeco Peer 1.

### ***Focus in fiscal 2018***

We will continue our focus on operational efficiencies and drive improved cash flow. We expect further opportunities to increase revenue through the continued execution of our cloud based quotation and billing systems that will be adopted for all new product introduction and integration activities to be completed.

## STRENGTHENING INTERNAL PROCESSES AND SYSTEMS TO IMPROVE OPERATIONAL EFFICIENCY AND OPTIMIZE INFRASTRUCTURE

Focus remains on tactical operational projects to eliminate duplicates and optimize systems and processes.

### ***Progress in fiscal 2017***

In fiscal 2017, we unified our digital assets to increase discoverability and drive engagements, refined and implemented a New Product Introduction program and have enabled cloud based technologies to streamline our customer experience from quotation to billing for all new product launches.

We also began investment on aligning and consolidating internal systems and management controls with a plan to complete the majority of the systems by end of fiscal 2018.

### ***Focus in fiscal 2018***

We will continue to operationalize our systems to improve the speed for provisioning for our customers and partners and improve our partner toolkit. We will improve visibility and reporting of our management controls creating opportunity for efficiencies.

## PROMOTING OUR BRAND SUPPORTED BY A PEOPLE CENTRIC CULTURE

As we continue to focus increasingly on providing value that is relevant to specific vertical markets, our brand will reflect the specialist capabilities we have. We will continue to build and strengthen our ability to attract, retain and grow customers in our targeted market segments that truly value the solutions and services we offer.

### ***Progress in fiscal 2017***

In fiscal 2017, we launched our first global brand campaign “Technology takes people too!” supported by refreshed digital assets and expanded globalized product portfolio with the introduction of Microsoft Azure, ExpressRoute™, Global MPLS and Security suite of products. In addition to this, we adopted a regional marketing and public relations approach for demand generation to support market driven business development and brand recognition.

Finally, Cogeco Peer 1 was recognized by IDC MarketScape as a leader in Canadian data centre operations and management. More specifically, Cogeco Peer 1’s data centres, FastFiber Network® and hybrid IT solutions were acknowledged as helping Canadian organizations migrate from on-premise facilities to third-party data centres and hybrid environments in order to meet their strategic needs in terms of innovation and operational effectiveness.

### ***Focus in fiscal 2018***

We will continue to focus on the quality of service and customer experience, taking great care to secure new talent into the organization whilst continuing to grow and develop our people to create best in class service.



## 2.5 KEY PERFORMANCE INDICATORS AND PERFORMANCE HIGHLIGHTS

The following key performance indicators are closely monitored to ensure that business strategies and objectives are closely aligned with shareholder value creation. The key performance indicators are not measurements in accordance with IFRS and should not be considered an alternative to other measures of performance in accordance with IFRS. The Corporation's method of calculating key performance indicators may differ from other companies and, accordingly, these key performance indicators may not be comparable to similar measures presented by other companies. The Corporation measures its performance, with regard to these objectives by monitoring revenue, adjusted EBITDA<sup>(1)</sup>, operating margin<sup>(1)</sup>, free cash flow<sup>(1)</sup> and capital intensity<sup>(1)</sup>.

	Projections November 2, 2016 <sup>(1)</sup>	Actual <sup>(1)</sup>	Achievement of the projections
	Fiscal 2017	Fiscal 2017	Fiscal 2017
<i>(in millions of dollars, except percentages)</i>	\$	\$	
<b>Financial guidelines</b>			
Revenue	2,200 to 2,230	<b>2,227</b>	<b>Achieved</b>
Adjusted EBITDA	980 to 1,005	<b>1,005</b>	<b>Achieved</b>
Operating margin	44.5% to 45.1%	<b>45.1%</b>	<b>Achieved</b>
Acquisitions of property, plant and equipment, intangible and other assets	430 to 445	<b>428</b>	<b>Surpassed</b>
Free cash flow	345 to 375	<b>374</b>	<b>Achieved</b>
Capital intensity	19.5% to 20.0%	<b>19.2%</b>	<b>Surpassed</b>

(1) Fiscal 2017 projections were based on an USD/CDN exchange rate of 1.32 and a GBP/CDN exchange rate of 1.65 compared to actual exchange rates for fiscal 2017 of 1.32 and 1.67, respectively.

For fiscal 2017, Cogeco Communications achieved or surpassed all of its key performance indicators compared to its projections issued on November 2, 2016. For further details on the Corporation's operating results, please refer to the "Operating and financial results", the "Segmented operating and financial results" and the "Cash flow analysis" sections.

### REVENUE

Fiscal 2017 revenue amounted to \$2.23 billion, achieving the Corporation's projections mainly as a result of the new pricing strategy combined with bundled offers, partly offset by lower than expected primary service units as a result of competitive offers in the industry as well as the continuing competitive pricing pressures on the hosting and network connectivity services.

### ADJUSTED EBITDA AND OPERATING MARGIN

Fiscal 2017 adjusted EBITDA amounted to \$1.0 billion, achieving the Corporation's projections mostly as a result of revenue progression, partly offset by additional costs to support the business sector development combined with the continued expansion in Florida.

The operating margin reached 45.1% in fiscal 2017, achieving the Corporation's projections.

### FREE CASH FLOW

Fiscal 2017 free cash flow amounted to \$374 million, achieving the Corporation's projections mainly as a result of lower than expected capital expenditures in the Business ICT services segment combined with the adjusted EBITDA in line with the projections.

### CAPITAL INTENSITY AND ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

For fiscal 2017, the Corporation invested \$428 million in acquisitions of property, plant and equipment, intangible and other assets and generated revenue of \$2.23 billion for a capital intensity of 19.2%, thus surpassing the Corporation's projections as a result of lower than expected acquisitions of property, plant and equipment, intangible and other assets due to a greater focus on capital expenditures optimization.

(1) The indicated terms do not have standardized definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. For more details, please consult the "Non-IFRS financial measures" section of the MD&A.

## 2.6 THREE-YEAR ANNUAL FINANCIAL HIGHLIGHTS

Years ended August 31, (in thousands of dollars, except percentages and per share data)	2017 \$	2016 \$	2015 \$
<b>Operations</b>			
Revenue	2,226,851	2,176,149	2,043,316
Adjusted EBITDA	1,004,970	983,449	930,479
Operating margin	45.1%	45.2%	45.5%
Integration, restructuring and acquisition costs	3,191	8,802	13,950
Claims and litigations	—	10,791	(27,431)
Impairment of goodwill and intangible assets	—	450,000	—
Profit (loss) for the year	299,225	(189,628)	257,750
<b>Cash Flow</b>			
Cash flow from operating activities	956,657	745,168	688,924
Acquisitions of property, plant and equipment, intangible and other assets	428,057	467,510	439,220
Free cash flow	373,735	280,998	285,967
<b>Capital intensity</b>			
	19.2%	21.5%	21.5%
<b>Financial Condition<sup>(1)</sup></b>			
Cash and cash equivalents	211,185	62,286	163,166
Short-term investments	54,000	—	—
Total assets	5,348,380	5,333,249	6,009,945
Indebtedness	2,598,058	2,929,108	3,261,908
Shareholder's equity	1,599,267	1,379,915	1,642,745
<b>Per Share Data<sup>(2)</sup></b>			
Earnings (loss) per share			
Basic	6.08	(3.87)	5.27
Diluted	6.03	(3.87)	5.22
Dividends	1.72	1.56	1.40
<b>Weighted average number of multiple and subordinate voting shares outstanding</b>	<b>49,204,213</b>	<b>49,032,367</b>	<b>48,887,765</b>

(1) At August 31, 2016 and August 31, 2015, total assets and shareholders' equity were restated as reported in note 3 of the Consolidated Financial Statements.

(2) Per multiple and subordinate voting shares.

## 3. OPERATING AND FINANCIAL RESULTS

### 3.1 OPERATING RESULTS

Years ended August 31, (in thousands of dollars, except percentages)	2017 \$	2016 \$	Change %
Revenue	2,226,851	2,176,149	2.3
Operating expenses	1,202,942	1,174,232	2.4
Management fees – Cogeco Inc.	18,939	18,468	2.6
Adjusted EBITDA	1,004,970	983,449	2.2
Operating margin	45.1%	45.2%	—

## REVENUE

Fiscal 2017 revenue amounted to \$2.23 billion, an increase of \$50.7 million, or 2.3%, compared to the prior year driven by growths of 5.5% in the American broadband services segment and of 2.2% in the Canadian broadband services segment, partly offset by a decrease of 3.6% in the Business ICT services segment.

For further details on the Corporation's revenue, please refer to the "Segmented operating results" section.

## OPERATING EXPENSES AND MANAGEMENT FEES

Fiscal 2017 operating expenses amounted to \$1.20 billion, an increase of \$28.7 million, or 2.4%, compared to the prior year. Operating expenses increased mainly due to higher costs in the Canadian and American broadband services segments, partly offset by the decrease in the Business ICT services segment. For further details on the Corporation's operating expenses, please refer to the "Segmented operating results" section.

Fiscal 2017 management fees paid to Cogeco Inc. amounted to \$18.9 million compared to \$18.5 million for fiscal 2016. For further details on the Corporation's management fees, please refer to the "Related party transactions" section.

## ADJUSTED EBITDA AND OPERATING MARGIN

Fiscal 2017 adjusted EBITDA increased by \$21.5 million, or 2.2%, to reach \$1.0 billion mainly as a result of the improvement in the Canadian and American broadband services segments, partly offset by a decline in the Business ICT service segment.

Fiscal 2017 operating margin decreased slightly to 45.1% from 45.2% compared to fiscal 2016 as a result of a slightly lower margin in the American broadband services and lower margin in the Business ICT services segment, partly offset by a higher margin in the Canadian broadband services segment.

For further details on the Corporation's adjusted EBITDA and operating margin, please refer to the "Segmented operating results" section.

## 3.2 FIXED CHARGES

Years ended August 31,	2017	2016	Change
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%
Depreciation and amortization	475,068	497,963	(4.6)
Financial expense	129,424	136,378	(5.1)

Fiscal 2017 depreciation and amortization expense decreased by \$22.9 million, or 4.6%, to reach \$475.1 million compared to the prior year mainly due to lower acquisitions of property, plant and equipment, the depreciation of the British Pound dollar against the Canadian dollar, certain assets being fully amortized and the impairment of intangible assets recognized in the third quarter of fiscal 2016.

Fiscal 2017 financial expense decreased by \$7.0 million, or 5.1%, to reach \$129.4 million compared to the prior year mainly due to a lower level of Indebtedness as a result of generated free cash flow, partly offset by a higher average cost of Indebtedness due to short-term US LIBOR rate increases.

## 3.3 IMPAIRMENT OF GOODWILL AND INTANGIBLE ASSETS

As part of a process initiated in fiscal 2015, the Corporation performed a thorough review of its Business ICT services segment operations, organizational structure and portfolio of products and services. The review resulted in several initiatives primarily focused on profitable sales generation, the streamlining of the product offering, the simplification of operational processes and the announcement, on May 5, 2015, of the combination of its two business units Cogeco Data Services and Peer 1 Hosting to form Cogeco Peer 1 with a structure and capacity in place to serve its various customers across its cloud and hosting, colocation and network connectivity services.

Despite continuous efforts to align Cogeco Peer 1's sales structure on its streamlined product offering, the sales performance did not achieve expected growth in the United States, Europe and Canada.

Although management was confident that it had in place the management team and the operating structure to succeed, the situation was expected to persist past fiscal 2016. Consequently, management had reviewed downwards its future financial projections, resulting in a decrease in the value of the Corporation's investment in Cogeco Peer 1. As a result, at May 31, 2016, the Corporation tested goodwill and all long-lived assets of Cogeco Peer 1 for impairment.

Based on lower expectations for future revenue, profitability and cash flow growth, the Corporation recorded a non-cash impairment loss of \$428.5 million on goodwill and \$21.5 million on intangible assets during the third quarter of fiscal 2016.

The impairment of goodwill and intangible assets that affected the Corporation's financial results for the year ended August 31, 2016 were as follows :

<i>(in thousands of dollars)</i>	\$
Impairment of goodwill	428,500
Impairment of intangible assets	21,500
Impairment of goodwill and intangible assets	450,000
Income taxes	(16,048)
Impairment of goodwill and intangible assets net of income taxes	433,952

### 3.4 CLAIMS AND LITIGATIONS

During fiscal 2016, the Corporation's subsidiary, Cogeco Peer 1, recognized an amount of \$10.8 million related to the settlement of claims and litigation costs.

### 3.5 INCOME TAXES

Fiscal 2017 income taxes increased by \$28.9 million, or 41.8%, to reach \$98.1 million compared to the prior year. The increase is mainly attributable to a profit before income taxes compared to a loss before income taxes in the prior year resulting from the recognition of a non-cash pre-tax impairment of goodwill and intangible assets of \$450 million in the third quarter of fiscal 2016, of which a portion was non-deductible. In addition, the increase is also attributable to a higher effective tax rate related to investments in foreign operations combined with a revaluation of deferred tax assets in the third quarter of fiscal 2016, partly offset by the impact on deferred income taxes as a result of changes in substantively enacted tax rates.

On March 26, 2015, in its 2015 budget, the Quebec government announced that the corporate tax rate would be gradually reduced by 0.1% per year from 11.9% in 2017 to 11.5% in 2020. These rate reductions were substantively enacted on November 15, 2016 and have reduced the deferred tax liabilities and the deferred income taxes by approximately \$1.7 million for the year ended August 31, 2017. In addition, on July 8, 2015, the United Kingdom government announced corporate tax rate reductions from 20% to 19% on April 1, 2017 and to 18% on April 1, 2020. These rate reductions were substantively enacted on October 26, 2015 and have reduced the deferred tax assets and increased the deferred income taxes by \$1.2 million for fiscal 2016.

### 3.6 PROFIT (LOSS) FOR THE YEAR

Fiscal 2017 profit for the year amounted to \$299.2 million, or \$6.08 per share compared to a loss for the year of \$189.6 million, or \$3.87 per share for fiscal 2016. The increase for the year resulted from last year's non-cash pre-tax impairment of goodwill and intangible assets of \$450 million and the claims and litigations of \$10.8 million which both occurred in the Business ICT services segment. The remaining variation is explained by the improvement of adjusted EBITDA combined with the decrease in depreciation and amortization, partly offset by an increase in income taxes.

The Corporation obtained a positive return on equity<sup>(1)</sup> of 20.1% for the year ended August 31, 2017, compared to a negative return on equity of 12.5% for the prior year. The variation is mainly attributable to the prior year's impairment of goodwill and intangible assets.

## 4. RELATED PARTY TRANSACTIONS

Cogeco Communications is a subsidiary of Cogeco Inc. ("Cogeco"), which holds 31.7% of the Corporation's equity shares, representing 82.3% of the Corporation's voting shares.

Cogeco provides executive, administrative, financial and strategic planning services and other services to the Corporation under a Management Services Agreement. Under the Agreement, management fees are payable on a monthly basis, representing 0.85% of the consolidated revenue of the Corporation. In addition, the Corporation reimburses Cogeco's out-of-pocket expenses incurred with respect to services provided to the Corporation under the Agreement. Provision is made for future adjustment upon the request of either Cogeco or the Corporation should the level of management fees no longer align with the costs, time and resources committed by Cogeco.

No direct remuneration is payable to Cogeco's executive officers by the Corporation. However, during fiscal 2017, the Corporation granted 81,350 (74,750 in 2016) stock options, did not grant any (nil in 2016) incentive share units ("ISUs") and granted 12,150 (11,950 in 2016) performance share units ("PSUs") to these executive officers as executive officers of Cogeco Communications. During fiscal 2017, the Corporation charged Cogeco \$652,000 (\$616,000 in 2016), \$39,000 (\$330,000 in 2016) and \$660,000 (\$501,000 in 2016), respectively, with regards to the Corporation's stock options, ISUs and PSUs granted to these executive officers.

(1) Return on equity is defined as profit (loss) for the year divided by average shareholders' equity (computed on the basis of the beginning and ending balance for a given fiscal year).

On August 2, 2016 an intercompany loan agreement was concluded between the Corporation and Cogeco, by which a revolving credit facility of \$40 million was established in favour of the Corporation. The intercompany loan was fully repaid by the Corporation during the third quarter of fiscal 2017.

There were no other material related party transactions during the periods covered.

## 5. CASH FLOW ANALYSIS

Years ended August 31,	2017	2016	Change
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%
Cash flow from operating activities	956,657	745,168	28.4
Cash flow from investing activities	(473,213)	(464,719)	1.8
Cash flow from financing activities	(333,040)	(381,255)	(12.6)
Effect of exchange rate changes on cash and cash equivalents denominated in foreign currencies	(1,505)	(74)	—
<b>Net change in cash and cash equivalents</b>	<b>148,899</b>	<b>(100,880)</b>	<b>—</b>
Cash and cash equivalents, beginning of the year	62,286	163,166	(61.8)
<b>Cash and cash equivalents, end of the year</b>	<b>211,185</b>	<b>62,286</b>	<b>—</b>

### 5.1 OPERATING ACTIVITIES

Fiscal 2017 cash flow from operating activities reached \$956.7 million, representing an increase of \$211.5 million, or 28.4%, compared to the prior year mainly as a result of the following:

- the decrease of \$120.0 million in income taxes paid mainly as a result of the timing of payments related to the deferral in the first quarter of fiscal 2018 of income tax installments pursuant to a corporate structure reorganization of the Canadian broadband services segment's subsidiaries;
- the increase of \$36.5 million in changes in non-cash operating activities primarily due to changes in working capital;
- the improvement of \$21.5 million in adjusted EBITDA;
- the decrease of \$14.1 million in financial expense paid; and
- last year's claims and litigations of \$10.8 million.

### 5.2 INVESTING ACTIVITIES

Fiscal 2017 investing activities increased by \$8.5 million, or 1.8%, to reach \$473.2 million compared to fiscal 2016. The increase is mainly explained by the \$54.0 million acquisition of short-term investment instruments during the fourth quarter of fiscal 2017, partly offset by lower acquisitions of property, plant and equipment, intangible and other assets compared to the prior year as explained below.

### ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

The acquisitions of property, plant and equipment, intangible and other assets as well as the capital intensity per operating segment are as follows:

Years ended August 31,	2017	2016	Change
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%
<b>Canadian broadband services</b>	<b>240,130</b>	<b>233,825</b>	<b>2.7</b>
Capital intensity	18.5%	18.4 %	—
<b>American broadband services</b>	<b>134,950</b>	<b>119,153</b>	<b>13.3</b>
Capital intensity	21.0%	19.5 %	—
<b>Business ICT services</b>	<b>52,977</b>	<b>114,515</b>	<b>(53.7)</b>
Capital intensity	18.2%	38.0 %	—
<b>Head office</b>	<b>—</b>	<b>17</b>	<b>—</b>
<b>Consolidated</b>	<b>428,057</b>	<b>467,510</b>	<b>(8.4)</b>
Capital intensity	19.2%	21.5 %	—

For the year ended August 31, 2017, acquisitions of property, plant and equipment, intangible and other assets amounted to \$428.1 million, representing a decrease of \$39.5 million, or 8.4%, compared to \$467.5 million for fiscal 2016. The decrease is due to lower capital expenditures in the Business ICT services segment, partly offset by a higher level of capital expenditures in the Canadian and American broadband services segments.

Fiscal 2017 capital intensity reached 19.2% compared to 21.5% for the prior year as a result of lower acquisitions of property, plant and equipment, intangible and other assets combined with higher revenue compared to fiscal 2016.

For further details on the Corporation's acquisitions of property, plant and equipment, intangible and other assets, please refer to the "Segmented operating and financial results" section.

## BUSINESS COMBINATION IN FISCAL 2017

On September 1, 2016, Cogeco Connexion completed the acquisition of all the shares of Briand et Moreau Câble Inc., a regional cable company operating in Gaspésie (Québec), which served 808 Internet service and 1,439 video service customers at September 1, 2016.

## 5.3 FREE CASH FLOW AND FINANCING ACTIVITIES

### FREE CASH FLOW

Fiscal 2017 free cash flow amounted to \$373.7 million, an increase of \$92.7 million, or 33.0%, compared to \$281.0 million for the prior year mainly due to the following:

- the decrease of \$39.5 million in acquisitions of property, plant and equipment, intangible and other assets resulting from higher capital expenditures in fiscal 2016 due to strategic investments at the Kirkland data centre facility and a greater focus on capital expenditure optimization in the Business ICT services segment;
- the improvement of \$21.5 million in adjusted EBITDA;
- last year's claims and litigations of \$10.8 million; and
- the decrease of \$7.0 million in financial expense.

### FINANCING ACTIVITIES

For fiscal 2017, a lower Indebtedness level resulting from debt repayments led to a cash decrease of \$251.5 million compared to \$304.3 million for fiscal 2016. The variation is explained as follows:

Years ended August 31, (in thousands of dollars)	2017 \$	2016 \$	Change \$	Explanations
Increase (decrease) in bank indebtedness	(314)	4,115	(4,429)	Related to the timing of payments made to suppliers.
Proceeds (repayment) of intercompany note payable - Cogeco Inc.	(40,000)	40,000	(80,000)	Repayment of the short-term intercompany Revolving Credit Facility during the third quarter of fiscal 2017.
Net decreases under the revolving facilities	(187,286)	(107,755)	(79,531)	Repayments of the revolving facilities in fiscal 2017 as a result of generated free cash flow.
Repayments of long-term debt and settlement of derivative financial instruments	(23,078)	(240,629)	217,551	Repayments on the First Lien Credit Facilities during fiscal 2017. Repayment of the US\$190 million Senior Secured Notes series A maturing in October 2015 and settlement of the related derivative financial instruments.
Repayment of balance due on a business combination	(837)	—	(837)	Repayment of balance due on a business combination during the third quarter of fiscal 2017.
	(251,515)	(304,269)	52,754	



## DIVIDENDS

The dividends declaration dates and payments for multiple and subordinate voting shares are as follows:

Declaration date	Record date	Payment date	Dividend per share (in dollars)
November 2, 2016	November 16, 2016	November 30, 2016	0.43
January 11, 2017	January 25, 2017	February 8, 2017	0.43
April 6, 2017	April 20, 2017	May 4, 2017	0.43
July 13, 2017	July 27, 2017	August 10, 2017	0.43
October 28, 2015	November 11, 2015	November 25, 2015	0.39
January 12, 2016	January 26, 2016	February 9, 2016	0.39
April 13, 2016	April 27, 2016	May 11, 2016	0.39
July 6, 2016	July 20, 2016	August 3, 2016	0.39

During fiscal 2017, quarterly eligible dividends of \$0.43 per share, totalling \$1.72 per share, were paid to the holders of multiple and subordinate voting shares, for a total paid of \$84.7 million. In fiscal 2016, quarterly eligible dividends of \$0.39 per share, totalling \$1.56 per share were paid to the holders of multiple and subordinate voting shares, for a total paid of \$76.5 million. During the last five years, total dividends paid per share increased by 13.4% on a compound annual basis.

Total dividends and dividends per share over the last five years are as follow:



## 6. SEGMENTED OPERATING AND FINANCIAL RESULTS

The Corporation reports its operating results in three operating segments: Canadian broadband services, American broadband services and Business ICT services. The reporting structure reflects how the Corporation manages its business activities to make decisions about resources to be allocated to the segment and to assess its performance.

### 6.1 CANADIAN BROADBAND SERVICES

#### OPERATING AND FINANCIAL RESULTS

Years ended August 31,	2017	2016	Change
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%
Revenue	1,296,455	1,268,515	2.2
Operating expenses	618,223	608,452	1.6
Adjusted EBITDA	678,232	660,063	2.8
Operating margin	52.3%	52.0%	—
Acquisitions of property, plant and equipment, intangible and other assets	240,130	233,825	2.7
Capital intensity	18.5%	18.4%	—

#### REVENUE

Fiscal 2017 revenue increased by \$27.9 million, or 2.2%, to reach \$1.30 billion. Revenue progression is mainly attributable to the impact of rate increases implemented in December 2016 compared to rate increases implemented in February 2016 in the prior year, the continued growth in Internet services customers combined with the movement of customers to higher value packages. The increase was partly offset by a decline in video and telephony customers and the impact of the interim decision of the CRTC, on October 6, 2016, to reduce significantly TPIA capacity rates.

#### OPERATING EXPENSES

Fiscal 2017 operating expenses increased by \$9.8 million, or 1.6%, to reach \$618.2 million compared to the prior year. The increase resulted mainly from programming rate increases and additional costs related to the deployment of a new customer relations management system, partly offset by a shift in product mix to higher margin Internet services from traditional video services.

#### ADJUSTED EBITDA AND OPERATING MARGIN

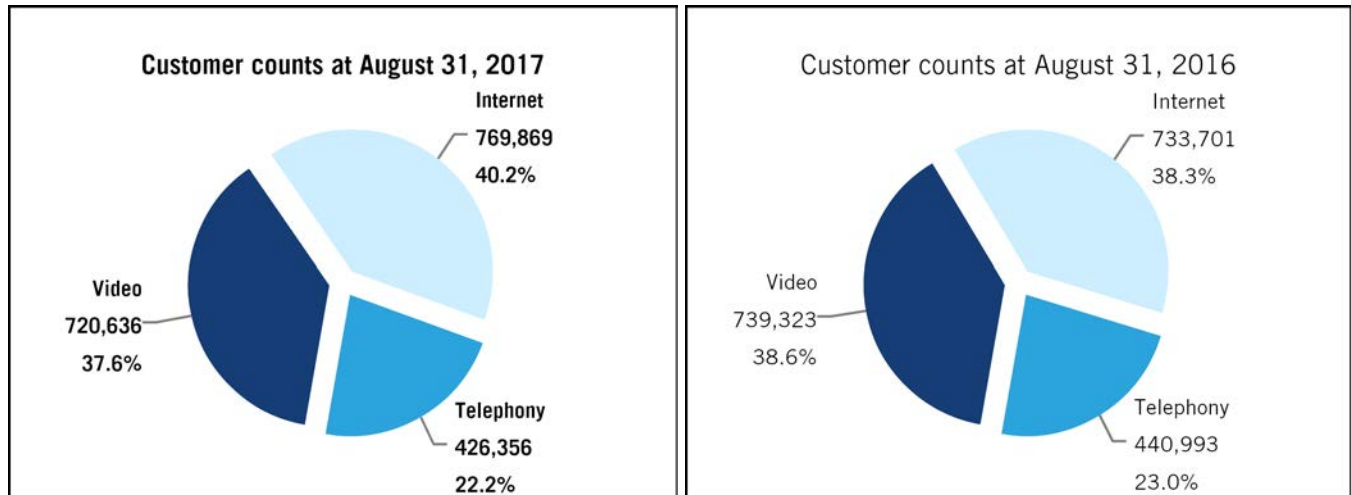
Fiscal 2017 adjusted EBITDA increased by \$18.2 million, or 2.8% to reach \$678.2 million compared to the prior year mainly as a result of revenue growth exceeding operating expenses growth. Consequently, operating margin increased from 52.0% to 52.3% compared to fiscal 2016.

#### CAPITAL INTENSITY AND ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2017 acquisitions of property, plant and equipment, intangible and other assets amounted to \$240.1 million, representing an increase of \$6.3 million, or 2.7%, compared to the prior year. The variation resulted mainly from investments in network infrastructure as well as additional equipments to improve the capacity of the Internet platform in order to expand the Gigabit service in some of the areas we serve, partly offset by lower purchases of customer premise equipment ("CPE") due to the timing of certain initiatives.

Fiscal 2017 capital intensity remained essentially the same at 18.5% compared to 18.4% for fiscal 2016.

## CUSTOMER STATISTICS



	August 31, 2017	Net additions (losses)		% of penetration <sup>(2)</sup>	
		Years ended		August 31, 2017	August 31, 2016
		August 31, 2017 <sup>(1)</sup>	August 31, 2016		
Primary service units	1,916,861	597	(12,525)	44.5	43.0
Internet service customers	769,869	35,360	29,146	41.6	43.4
Video service customers	720,636	(20,126)	(26,035)	24.6	25.9
Telephony service customers	426,356	(14,637)	(15,636)		

(1) Excludes 2,247 primary service units (808 Internet services and 1,439 video services) from a business combination completed in the first quarter of fiscal 2017.

(2) As a percentage of homes passed.

### INTERNET

Fiscal 2017 Internet service customers net additions stood at 35,360 compared to 29,146 for the prior year as a result of customers' ongoing interest in high speed offerings and in TiVo's digital advanced video services which requires an Internet subscription, the continued growth of customers from Internet resellers and from the business sector as well as the sustained interest in bundle offers.

### VIDEO

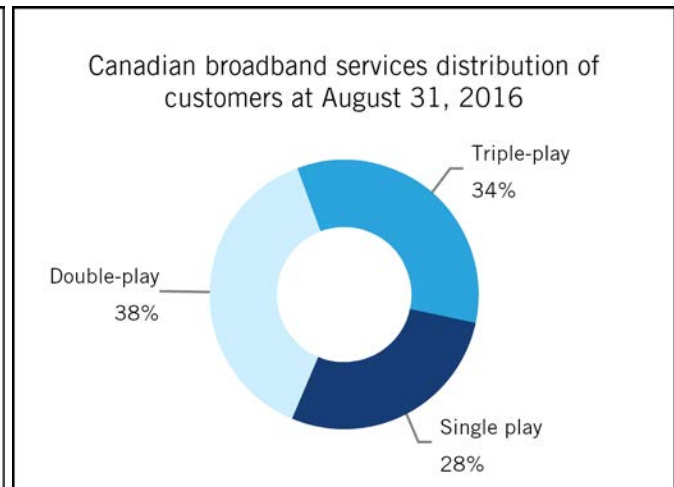
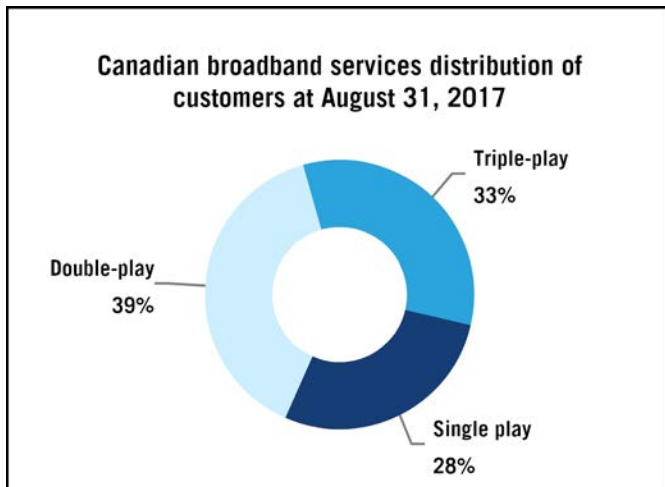
Fiscal 2017 video service customers net losses stood at 20,126 compared to 26,035 for the prior year. The lower decrease is mainly due to our customers' ongoing interest in video product offering, including TiVo's digital advanced video services, as well as bundles with fast Internet offerings, in spite of competitive offers in the industry, service category maturity and a changing video consumption environment.

### TELEPHONY

Fiscal 2017 telephony service customers net losses amounted to 14,637 compared to 15,636 for the prior year. The telephony service customer losses are mainly due to the increasing mobile penetration in North America and various unlimited offers launched by mobile operators causing customers to cancel their landline telephony services for mobile telephony services only.

### DISTRIBUTION OF CUSTOMERS

At August 31, 2017, 72% (72% in 2016) of the Canadian broadband services customers subscribed to two or more services. The distribution of customers by number of services for the Canadian broadband services were: 28% who subscribe to the single play (28% in 2016), 39% to the double-play (38% in 2016) and 33% to the triple-play (34% in 2016).



## 6.2 AMERICAN BROADBAND SERVICES

### OPERATING AND FINANCIAL RESULTS

Years ended August 31,	2017	2016	Change
(in thousands of dollars, except percentages)	\$	\$	%
Revenue	643,135	609,753	5.5
Operating expenses	371,947	349,497	6.4
Adjusted EBITDA	271,188	260,256	4.2
Operating margin	42.2%	42.7%	—
Acquisitions of property, plant and equipment, intangible and other assets	134,950	119,153	13.3
Capital intensity	21.0%	19.5%	—

#### REVENUE

Fiscal 2017 revenue increased by \$33.4 million, or 5.5%, to reach \$643.1 million compared to the prior year. Revenue increased primarily as a result of the continued growth in Internet and telephony services customers in both the residential and business sectors combined with rate increases implemented in September 2016, partly offset by the depreciation of the US dollar against the Canadian dollar compared to the prior year.

Fiscal 2017 revenue in local currency amounted to US\$487.1 million compared to US\$459.5 million for fiscal 2016, representing an increase of US\$27.6 million, or 6.0%.

#### OPERATING EXPENSES

Fiscal 2017 operating expenses increased by \$22.5 million, or 6.4%, to reach \$371.9 million compared to the prior year. The increase is mainly due to programming rate increases, higher employee compensation costs, costs to serve additional primary service units and to support the business sector development combined with additional costs to support the continued expansion in Florida, partly offset by the depreciation of the US dollar against the Canadian dollar compared to the prior year.

Fiscal 2017 operating expenses in local currency amounted to US\$281.7 million compared to US\$263.4 million for fiscal 2016, representing an increase of US\$18.3 million, or 6.9%.

#### ADJUSTED EBITDA AND OPERATING MARGIN

Fiscal 2017 adjusted EBITDA increased by \$10.9 million, or 4.2%, to reach \$271.2 million compared to the prior year. As a result of operating expenses growth exceeding revenue growth, operating margin slightly decreased to 42.2% from 42.7% compared to fiscal 2016.

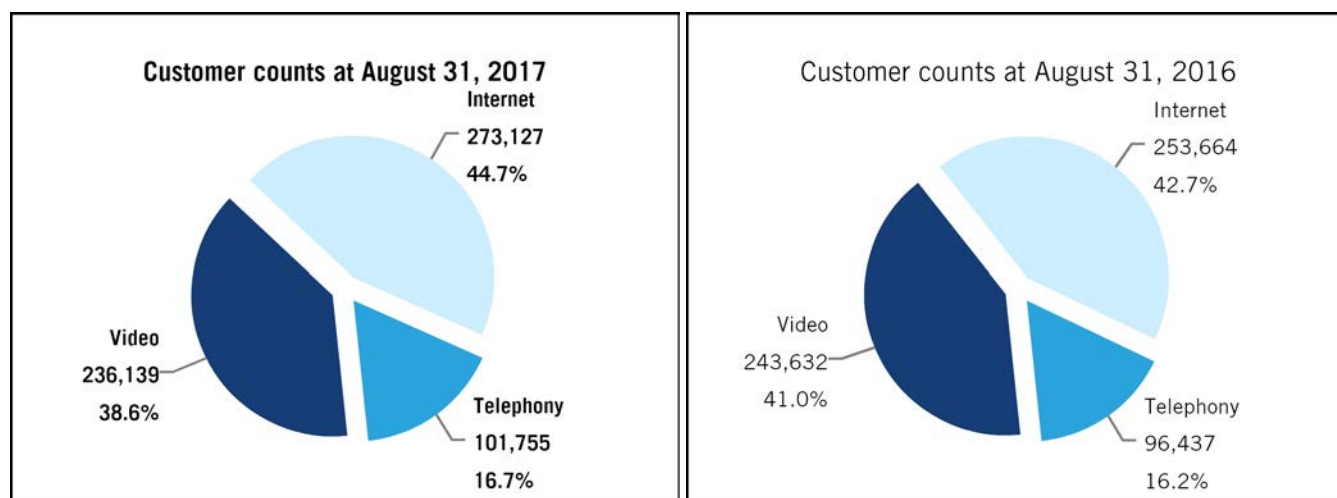
Fiscal 2017 adjusted EBITDA in local currency amounted to US\$205.4 million compared to US\$196.1 million for the prior year, representing an increase of US\$9.3 million, or 4.7%.

## CAPITAL INTENSITY AND ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2017 acquisitions of property, plant and equipment, intangible and other assets amounted to \$135.0 million, representing an increase of \$15.8 million, or 13.3%, compared to the prior year. The increase is mainly due to greater investment in network infrastructure to improve the capacity of the Internet platform in order to deliver a Gigabit service and to extend the network in some of the areas we serve, including the Florida expansion. Additional CPE resulting from primary service units growth also contributed to the increase.

Fiscal 2017 capital intensity reached 21.0% compared to 19.5% for the prior year as a result of capital expenditures growth exceeding revenue growth.

## CUSTOMER STATISTICS



	August 31, 2017	Net additions (losses)		% of penetration <sup>(1)</sup>	
		Years ended		August 31, 2017	August 31, 2016
		August 31, 2017	August 31, 2016		
Primary service units	611,021	17,288	22,573		
Internet service customers	273,127	19,463	23,749	45.9	42.9
Video service customers	236,139	(7,493)	(5,671)	39.7	41.2
Telephony service customers	101,755	5,318	4,495	17.1	16.3

(1) As a percentage of homes passed.

### INTERNET

Fiscal 2017 Internet service customers net additions stood at 19,463 compared to 23,749 for the prior year. The net additions stemmed from our customers' ongoing interest in high speed offerings and the continued growth of TiVo's digital advanced video services which requires an Internet subscription, growth in the business sector and the sustained interest in bundle offers.

### VIDEO

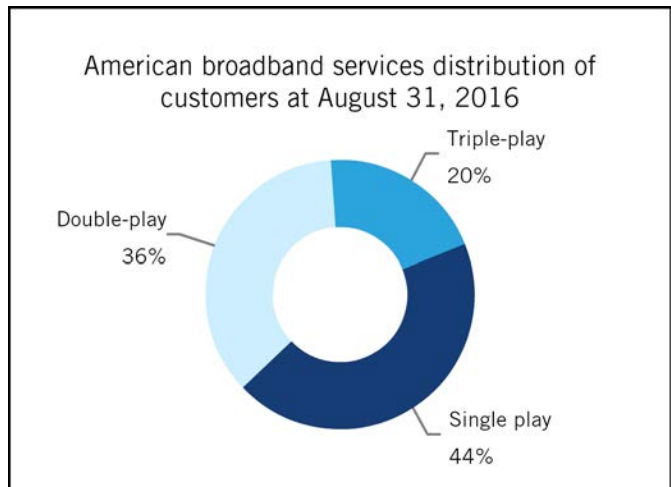
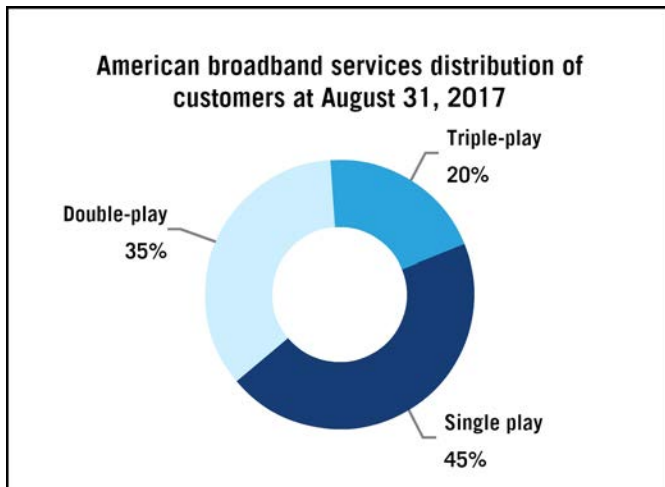
Fiscal 2017 video service customers net losses stood at 7,493 compared to 5,671 for the prior year. The net loss resulted mainly from higher churn driven by competitive offers in the industry and the implementation of rate increases in September 2016 combined with the changing video consumption environment. In addition, the net loss was partly offset by our customers' ongoing interest in TiVo's digital advanced video services.

### TELEPHONY

Fiscal 2017 telephony service customers net additions stood at 5,318 compared to 4,495 for the prior year mainly as a result of the continued growth in the residential and business sectors.

### DISTRIBUTION OF CUSTOMERS

At August 31, 2017, 55% (56% in 2016) of the American broadband services customers subscribed to two or more services. The distribution of customers by number of services for the American broadband services were: 45% (44% in 2016) who subscribe to the single play, 35% (36% in 2016) to the double-play and 20% (20% in 2016) to the triple-play.



## 6.3 BUSINESS ICT SERVICES

### OPERATING AND FINANCIAL RESULTS

Years ended August 31,	2017	2016	Change
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%
Revenue	290,799	301,523	(3.6)
Operating expenses	199,748	203,189	(1.7)
Adjusted EBITDA	91,051	98,334	(7.4)
Operating margin	31.3%	32.6%	—
Acquisitions of property, plant and equipment, intangible and other assets	52,977	114,515	(53.7)
Capital intensity	18.2%	38.0%	—

#### REVENUE

Fiscal 2017 revenue decreased by \$10.7 million, or 3.6%, to reach \$290.8 million compared to fiscal 2016. The decrease is primarily due to competitive pricing pressures on the hosting and network connectivity services and the depreciation of the British Pound currency against the Canadian dollar compared to the prior year, partly offset by colocation revenue growth and the recognition of \$2 million in non-recurring revenue related to an Indefeasible Right of Use ("IRU") agreement concluded in the second quarter of fiscal 2017. Fiscal 2017 revenue, excluding the \$2 million non-recurring revenue, decreased by \$12.7 million, or 4.2%.

#### OPERATING EXPENSES

Fiscal 2017 operating expenses decreased by \$3.4 million, or 1.7%, to reach \$199.7 million compared to \$203.2 million for the prior year. The decrease is mainly due to lower fees paid to third parties as a result of a decline in revenue, a \$1.8 million gain on disposal of property, plant and equipment recognized in the first quarter of fiscal 2017 combined with lower employee compensation costs due to lower headcount and the depreciation of the British Pound currency against the Canadian dollar compared to the prior year. The decrease was partly offset by additional marketing initiatives and IT expenses.

#### ADJUSTED EBITDA AND OPERATING MARGIN

Fiscal 2017 adjusted EBITDA decreased by \$7.3 million, or 7.4%, to reach \$91.1 million due to declining revenue. Consequently, operating margins decreased to 31.3% from 32.6% compared to fiscal 2016. Fiscal 2017 adjusted EBITDA, excluding non-recurring items of \$3.8 million, decreased by \$11.1 million, or 11.3%.



## CAPITAL INTENSITY AND ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2017 acquisitions of property, plant and equipment, intangible and other assets amounted to \$53.0 million, representing a decrease of \$61.5 million, or 53.7%, compared to the prior year. The decrease is due to a greater focus on capital expenditure optimization combined with the timing of certain initiatives. In addition, capital expenditures were higher in fiscal 2016 due to strategic investments at the Kirkland data centre facility.

Fiscal 2017 capital intensity reached 18.2% compared to 38.0% for the prior year mainly as a result of a decrease in acquisitions of property, plant and equipment, intangible and other assets.

## 7. FINANCIAL POSITION

### 7.1 WORKING CAPITAL

As part of the usual conduct of its business, Cogeco Communications maintains a working capital deficiency due to a low level of trade and other receivables since a large proportion of the Corporation's customers pay before their services are rendered, while trade and other payables are usually paid after products are delivered or services are rendered, enabling the Corporation to use the resulting cash and cash equivalents to reduce indebtedness.

The variations are as follows:

At August 31, (in thousands of dollars)	2017 \$	2016 \$	Change \$	Explanations
<b>Current assets</b>				
Cash and cash equivalents	211,185	62,286	148,899	Please refer to the "Cash flow and analysis" section.
Short-term investments	54,000	—	54,000	Short-term investments of \$54.0 million made in the fourth quarter of fiscal 2017.
Trade and other receivables	90,387	115,435	(25,048)	Receipt of the amount from the claims and litigations receivable recognized in fiscal 2015, a change in the billing cycle of a portion of Canadian broadband customers combined with the depreciation of the US dollar against the Canadian dollar, partly offset by revenue growth.
Income taxes receivable	4,210	12,701	(8,491)	Related to a corporate structure reorganization of the Canadian broadband services segment subsidiaries combined with a refund received.
Prepaid expenses and other	20,763	16,208	4,555	Non significant.
Derivative financial instrument	98	1,040	(942)	Non significant.
	<b>380,643</b>	<b>207,670</b>	<b>172,973</b>	
<b>Current liabilities</b>				
Bank indebtedness	3,801	4,115	(314)	Non significant.
Trade and other payables	316,762	289,668	27,094	Timing of payments made to suppliers.
Provisions	23,010	30,688	(7,678)	Mostly related to the settlement of claims and litigations recognized in fiscal 2016 in the Business ICT services segment during the third quarter of fiscal 2017.
Income tax liabilities	103,649	26,680	76,969	Timing of payments of income taxes related to the deferral in the first quarter of fiscal 2018 of income tax installments pursuant to a corporate structure reorganization of the Canadian broadband services segment subsidiaries.
Deferred and prepaid revenue	85,005	61,316	23,689	Mostly related to an advance payment for a large colocation contract in the Business ICT segment combined with a change in the billing cycle of a portion of Canadian broadband customers.
Balance due on a business combination	118	—	118	Non significant.
Derivative financial instruments	192	—	192	Non significant.
Intercompany note payable - Cogeco Inc.	—	40,000	(40,000)	Repayment of the short-term intercompany Revolving Credit Facility during the third quarter of fiscal 2017.
Current portion of long-term debt	131,915	22,516	109,399	Mostly related to the \$100 million Senior Unsecured Debenture maturing in March 2018.
	<b>664,452</b>	<b>474,983</b>	<b>189,469</b>	
<b>Working capital deficiency</b>	<b>(283,809)</b>	<b>(267,313)</b>	<b>(16,496)</b>	

## 7.2 OTHER SIGNIFICANT CHANGES

At August 31, (in thousands of dollars)	2017 \$	2016 \$	Change \$	Explanations
<b>Non-current assets</b>				
Property, plant and equipment	1,947,239	1,989,720	(42,481)	Depreciation expense exceeding capital expenditures combined with the depreciation of the US dollar and the British Pound against the Canadian dollar.
Intangible assets	1,978,302	2,059,548	(81,246)	Amortization expense exceeding acquisitions of intangible assets combined with the depreciation of the US dollar and the British Pound against the Canadian dollar.
Goodwill	1,023,424	1,060,780	(37,356)	Depreciation of the US dollar and the British Pound against the Canadian dollar.
<b>Non-current liabilities</b>				
Long-term debt	2,444,518	2,838,130	(393,612)	Repayments on the Term Revolving Facility and First Lien Credit Facilities combined with the reclassification to current portion of the \$100 million Senior Unsecured Debenture maturing in March 2018 and with the depreciation of the US dollar against the Canadian dollar.

## 8. CAPITAL RESOURCES AND LIQUIDITY

### 8.1 CAPITAL STRUCTURE

The table below summarizes debt-related financial ratios over the last two fiscal years and the fiscal 2018 guidelines:

Years ended August 31,	2018 Guidelines <sup>(1)</sup>	2017	2016
Average cost of indebtedness <sup>(2)</sup>	4.0%	4.4%	4.1%
Fixed rate indebtedness <sup>(3)</sup>	100%	78%	73%
Average term: long-term debt (in years)	2.8	4.0	4.8
Net secured indebtedness <sup>(4)</sup> / adjusted EBITDA	1.8	1.7	2.3
Net indebtedness <sup>(5)</sup> / adjusted EBITDA	2.1	2.3	2.9
Adjusted EBITDA / financial expense	N/A <sup>(6)</sup>	7.8	7.2

(1) Based on mid-range guidelines.

(2) Excludes amortization of financing fees and commitment fees but includes the impact of interest rate swaps. 2018 guidelines include the impact of forward starting interest rate swaps executed in October 2017.

(3) Taking into consideration the interest rate swaps in effect at the end of each fiscal year. 2018 guidelines include the impact of forward starting interest rate swaps executed in October 2017.

(4) Net secured indebtedness is defined as the aggregate of bank indebtedness, balance due on a business combination, intercompany note payable, principal on long-term debt and obligations under derivative financial instruments, less cash and cash equivalents, short-term investments and principal on Senior Unsecured Debenture and Senior Unsecured Notes.

(5) Net indebtedness is defined as the aggregate of bank indebtedness, intercompany note payable, principal on long-term debt and obligations under derivative financial instruments, less cash and cash equivalents and short-term investments.

(6) Specific guidance on interest coverage cannot be provided given that financial expense guidance is not provided.

In fiscal 2018, excluding the impact of the announced acquisition of MetroCast which is expected to close in early January 2018, the financial leverage ratio relating to net indebtedness over adjusted EBITDA should decline as a result of growing adjusted EBITDA and a projected reduction in Indebtedness from generated free cash flow. The net secured leverage is expected to slightly increase as excess cash should be used to redeem unsecured indebtedness.

## 8.2 OUTSTANDING SHARE DATA

A description of Cogeco Communications' share data at September 30, 2017 is presented in the table below. Additional details are provided in note 18 of the consolidated financial statements.

<i>(in thousands of dollars, except number of shares/options)</i>	Number of shares/options	Amount \$
<b>Common shares</b>		
Multiple voting shares	15,691,100	98,346
Subordinate voting shares	33,813,777	933,149
<b>Options to purchase subordinate voting shares</b>		
Outstanding options	652,385	
Exercisable options	200,526	

## 8.3 FINANCING

On December 9, 2016, the Corporation extended its Term Revolving Facility maturity date by an additional year until January 24, 2022.

At August 31, 2017, the Corporation had used \$6.1 million of its \$800 million Term Revolving Facility for a remaining availability of \$793.9 million. In addition, two subsidiaries related to Atlantic Broadband benefit from a Revolving Facility of \$188.0 million (US\$150 million), of which \$38.6 million (US\$30.8 million) was used at August 31, 2017 for a remaining availability of \$149.4 million (US\$119.2 million).

## 8.4 CREDIT RATINGS

The table below shows Cogeco Communications' and Atlantic Broadband's credit ratings:

At August 31, 2017	S&P	DBRS	Fitch	Moody's
<b>Cogeco Communications</b>				
Senior Secured Notes and Debentures	BBB	BBB (low)	BBB-	NR
Senior Unsecured Notes	BB-	BB	BB+	NR
<b>Atlantic Broadband</b>				
First Liens Credit Facilities	BB	NR	NR	Ba3

**NR** : Not rated

Pursuant to the announcement of the MetroCast acquisition, all credit ratings for Cogeco Communications and Atlantic Broadband were confirmed. However, the credit rating on Atlantic Broadband's First Lien Credit Facilities to be issued at the closing of the MetroCast acquisition will be downgraded to B1 and BB- by Moody's and S&P, respectively, due to the additional financial leverage at Atlantic Broadband resulting from the acquisition.

Our ability to access debt capital markets and bank credit markets and the cost and amount of funding available partly depends on the quality of our credit ratings. Obligations rated in the "BBB" category are considered investment grade and their cost of funding is typically lower relative to the "BB/B" rating category. In addition, obligations with BBB ratings generally have greater access to funding than those with "BB/B" ratings.

## 8.5 FINANCIAL MANAGEMENT

### Interest rate risk

The Corporation is exposed to interest rate risks on its floating interest rate instruments. Interest rate fluctuations will have an effect on the repayment of these instruments. At August 31, 2017, all of the Corporation's long-term debt was at fixed rate, except for the amounts drawn under the First Lien Credit Facilities.

To reduce such risk, the Corporations' US subsidiary entered into interest rate swap agreements. The following table shows the interest rate swaps outstanding at August 31, 2017:

Type of hedge	Notional amount	Receive interest rate	Pay interest rate	Maturity	Hedged item
Cash flow	US\$75 million	US Libor base rate	0.6120%	October 30, 2017	Term Loan A-3 Facility
Cash flow	US\$75 million	US Libor base rate	0.9870%	July 31, 2019	Term Loan A-2 Facility

The sensitivity of the Corporation's annual financial expense to an increase of 1% in the interest rate applicable to the unhedged portion of these facilities would represent an increase of approximately \$5.6 million based on the outstanding debt at August 31, 2017.

## Foreign exchange risk

The Corporation is exposed to foreign exchange risk with respect to the interest associated with its long-term debt denominated in US dollars. The impact of a 10% increase in the exchange rate of the US dollar into Canadian dollars would increase financial expense by approximately \$7.1 million based on the outstanding debt at August 31, 2017.

The Corporation faces exposure to foreign exchange risk related to its forecasted purchase commitments of property, plant and equipment denominated in US dollars. In order to mitigate such risk, the Corporation enters into foreign currency forward contracts and designates them as cash-flow hedges for accounting purposes. The following table shows the forward contracts outstanding at August 31, 2017:

Type of hedge	Notional amount	Maturity	Exchange rate	Hedged item
Cash flow	US\$9.9 million	October - November 2017	1.2653 - 1.2672	Purchase commitments of property, plant and equipment

Furthermore, the Corporation's net investments in foreign operations are exposed to market risk attributable to fluctuations in foreign currency exchange rates, primarily changes in the values of the Canadian dollar versus the US dollar and British Pound. This risk related to the US dollar is mitigated since the major part of the purchase prices for Atlantic Broadband and Cogeco Peer 1 were borrowed directly in US dollars.

The following table shows the net investments in foreign operations outstanding at August 31, 2017:

Type of hedge	Notional amount of debt	Aggregate investments	Hedged item
Net investment	US\$790 million	US\$905.9 million	Net investments in foreign operations in US dollar
N/A	£—	£27.4 million	N/A

The exchange rates used to convert the US dollar currency and British Pound currency into Canadian dollar for the consolidated statement of financial position accounts at August 31, 2017 was \$1.2536 (\$1.3116 in 2016) per US dollar and \$1.6161 (\$1.7223 in 2016) per British Pound. A 10% decrease in the exchange rates of the US dollar and British Pound into Canadian dollars would decrease other comprehensive income by approximately \$18.9 million.

For the year ended August 31, 2017, the average rates prevailing used to convert the operating results of the American broadband services and a portion of the Business ICT services segments were as follows:

Years ended August 31,	2017	2016	Change
	\$	\$	%
US dollar vs Canadian dollar	1.3205	1.3273	(0.5)
British Pound vs Canadian dollar	1.6711	1.9146	(12.7)

The following table highlights in Canadian dollars, the impact of a 10% increase in the US dollar and British Pound against the Canadian dollar on Cogeco Communications' segmented and consolidated operating results for the year ended August 31, 2017:

	Canadian broadband services		American broadband services		Business ICT services		Consolidated	
	As reported	Exchange rate impact	As reported	Exchange rate impact	As reported	Exchange rate impact	As reported <sup>(1)</sup>	Exchange rate impact
<i>(in thousands of dollars)</i>	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	1,296,455	—	643,135	64,318	290,799	15,035	2,226,851	79,353
Operating expenses	618,223	3,256	371,947	37,195	199,748	9,234	1,202,942	49,685
Management fees - Cogeco Inc.	—	—	—	—	—	—	18,939	—
Adjusted EBITDA	678,232	(3,256)	271,188	27,123	91,051	5,801	1,004,970	29,668
Acquisitions of property, plant and equipment, intangible and other assets	240,130	6,476	134,950	13,510	52,977	2,880	428,057	22,866
Free cash flow	—	—	—	—	—	—	373,735	(523)

(1) The consolidated results do not correspond to the addition of the operating segment's results as inter-segment eliminations and other are not presented.

## 8.6 COMMITMENTS AND GUARANTEES

Cogeco Communications' contractual obligations at August 31, 2017 are shown in the table below:

Years ended August 31,	2018	2019	2020	2021	2022	Thereafter	Total
<i>(in thousands of dollars)</i>	\$	\$	\$	\$	\$	\$	\$
Long-term debt <sup>(1)</sup>	131,936	93,837	1,179,270	200,000	200,000	788,904	2,593,947
Balance due on business combination	118	—	—	—	—	—	118
Derivatives financial instruments	192	—	—	—	—	—	192
Operating lease agreements <sup>(2)</sup>	29,901	27,729	26,839	24,466	21,818	25,841	156,594
Other long-term contracts <sup>(3)</sup>	25,320	8,092	8,404	4,550	4,548	29,077	79,991
Acquisition of property, plant and equipment and intangible assets <sup>(4)</sup>	10,347	16,989	—	—	—	—	27,336
Pension plan liabilities and accrued employees benefits <sup>(5)</sup>	—	—	—	—	—	4,934	4,934
<b>Total contractual obligations<sup>(6)</sup></b>	<b>197,814</b>	<b>146,647</b>	<b>1,214,513</b>	<b>229,016</b>	<b>226,366</b>	<b>848,756</b>	<b>2,863,112</b>

(1) Includes principal.

(2) Include operating lease agreements for rent of premises and support structures.

(3) Include long-term commitments with suppliers to provide services including minimum spend commitments.

(4) Include minimum spend commitments under acquisitions of home terminal devices and software licenses.

(5) The nature of these obligations prevents the Corporation from estimating an annual breakdown.

(6) Annual breakdown excludes pension plan liabilities and accrued employees benefits.

In the normal course of business, the Corporation provides indemnification in conjunction with certain transactions. While many of the agreements specify a maximum potential exposure, some do not specify a maximum amount. The overall maximum amount of an indemnification obligation will depend on future events and conditions and therefore cannot be reasonably estimated. As a result, we cannot determine how they could affect our future liquidity, capital resources or credit risk profile. At August 31, 2017 and 2016, no liability has been recorded with respect to these indemnifications, except for those disclosed in Note 16 of the consolidated financial statements.

### BUSINESS COMBINATIONS AND ASSET DISPOSALS

In connection with the acquisition or sale of a business or assets, in addition to possible indemnifications relating to failure to perform covenants and breach of representations and warranties, the Corporation has agreed to indemnify the seller or the purchaser against claims related to events that occurred prior to the date of acquisition or sale.

### LONG-TERM DEBT

Under the terms of the Senior Secured Notes and Senior Unsecured Notes, the Corporation has agreed to indemnify the lenders against changes in regulations relative to withholding taxes and costs incurred due to changes in laws.

### SALE OF SERVICES

As part of transactions involving the sale of services, the Corporation and its subsidiaries may be required to make payments to counterparties as a result of breaches of representations and warranties made into the service agreements.

### PURCHASE AND DEVELOPMENT OF ASSETS

As part of transactions involving the purchase and development of assets, the Corporation and its subsidiaries may be required to pay counterparties for costs and losses incurred as a result of breaches of representations and warranties contained in the purchase agreements.

## 9. QUARTERLY OPERATING RESULTS

### 9.1 QUARTERLY FINANCIAL HIGHLIGHTS

Quarters ended	Fiscal 2017				Fiscal 2016			
	Nov. 30	Feb. 28	May 31	Aug. 31	Nov. 30	Feb. 29	May 31	Aug. 31
<i>(in thousands of dollars, except percentages, per share data and number of shares)</i>	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	549,090	560,875	565,158	551,728	540,313	551,523	540,257	544,056
Adjusted EBITDA	249,703	253,939	254,233	247,195	244,142	248,382	243,115	247,810
Operating margin	45.5%	45.3%	45.0%	44.8%	45.2%	45.0%	45.0%	45.5%
Integration, restructuring and acquisition costs	—	—	—	3,191	2,030	4,320	1,126	1,326
Claims and litigations	—	—	—	—	—	—	10,499	292
Impairment of goodwill and intangible assets	—	—	—	—	—	—	450,000	—
Profit (loss) for the period	75,024	76,663	76,203	71,335	61,106	62,042	(387,357)	74,581
Cash flow from operating activities	123,461	245,550	241,689	345,957	96,093	205,954	181,498	261,623
Acquisitions of property, plant and equipment, intangible and other assets	96,494	86,199	100,202	145,162	146,319	116,732	94,442	110,017
Free cash flow	101,379	116,787	104,728	50,841	40,042	74,698	84,664	81,594
Capital intensity	17.6%	15.4%	17.7%	26.3%	27.1%	21.2%	17.5%	20.2%
Earnings (loss) per share <sup>(1)(2)</sup>								
Basic	1.53	1.56	1.55	1.45	1.25	1.27	(7.89)	1.52
Diluted	1.52	1.55	1.54	1.44	1.24	1.26	(7.89)	1.52
Dividend per share	0.43	0.43	0.43	0.43	0.39	0.39	0.39	0.39
Weighted average number of multiple and subordinate voting shares outstanding	49,144,311	49,190,249	49,230,481	49,250,857	48,949,816	48,969,487	49,096,586	49,111,998

(1) The addition of quarterly information may not correspond to the annual total due to rounding.

(2) Per multiple and subordinate voting share.

### 9.2 SEASONAL VARIATIONS

Cogeco Communications' operating results are not generally subject to material seasonal fluctuations except as follows. In the Canadian and American broadband services segments, the number of Internet and video services customers are generally lower in the second half of the fiscal year as a result of a decrease in economic activity due to the beginning of the vacation period, the end of the television season, and students leaving their campuses at the end of the school year. Cogeco Communications offers its services in several university and college towns such as Kingston, Windsor, St.Catharines, Hamilton, Peterborough, Trois-Rivières and Rimouski in Canada and in Pennsylvania, and to a lesser extent in South Carolina, eastern Connecticut, Maryland and Delaware in the United States. In the American broadband services segment, the Miami area is also subject to seasonal fluctuations due to the winter season residents returning home from late spring through the fall.



## 9.3 FOURTH-QUARTER OPERATIONAL AND FINANCIAL RESULTS

### CONSOLIDATED

#### OPERATING AND FINANCIAL RESULTS

Quarters ended August 31, <i>(in thousands of dollars, except percentages)</i>	2017 \$	2016 \$	Change %
Revenue	551,728	544,056	1.4
Operating expenses	299,880	291,666	2.8
Management fees – Cogeco Inc.	4,653	4,580	1.6
Adjusted EBITDA	247,195	247,810	(0.2)
Operating margin	44.8%	45.5%	—

Fiscal 2017 fourth-quarter revenue improved by \$7.7 million, or 1.4%, to reach \$551.7 million compared to the same period of the prior year. For the fourth quarter ended August 31, 2017, operating expenses increased by \$8.2 million, or 2.8%, to reach \$299.9 million and management fees paid to Cogeco remained essentially the same at \$4.7 million compared to \$4.6 million for the same period of the prior year. As a result of comparable revenue growth and comparable combined growth in operating expenses and management fees in the fourth quarter of fiscal 2017, adjusted EBITDA remained essentially the same at \$247.2 million compared to the same period of the prior year. Operating margin decreased to 44.8% from 45.5% compared to the fourth quarter of fiscal 2016.

### CANADIAN BROADBAND SERVICES

#### OPERATING AND FINANCIAL RESULTS

Quarters ended August 31, <i>(in thousands of dollars, except percentages)</i>	2017 \$	2016 \$	Change %
Revenue	324,854	320,495	1.4
Operating expenses	155,499	151,268	2.8
Adjusted EBITDA	169,355	169,227	0.1
Operating margin	52.1%	52.8%	—
Acquisitions of property, plant and equipment, intangible and other assets	85,549	46,317	84.7%
Capital intensity	26.3%	14.5%	—

#### REVENUE

Fiscal 2017 fourth-quarter revenue increased by \$4.4 million, or 1.4%, to reach \$324.9 million. The increase for the quarter is mainly due to the impact of rate increases implemented in December 2016, the continued growth in Internet services customers combined with the movement of customers to higher value packages. The increase was partly offset by a decline in video and telephony customers, the impact of the interim decision of the CRTC to reduce significantly TPIA capacity rates as well as last year's non-recurring revenue of \$1.7 million. Fiscal 2017 fourth-quarter revenue, excluding the non-recurring revenue of last year, increased by \$6.1 million, or 1.9%.

#### OPERATING EXPENSES

Fiscal 2017 fourth-quarter operating expenses increased by \$4.2 million, or 2.8%, to reach \$155.5 million. The increase resulted mainly from additional costs related to the deployment of a new customer relations management system as well as from last year's \$1.3 million gain on disposal of property, plant and equipment, partly offset by a shift in product mix to higher margin Internet services from traditional video services.

#### ADJUSTED EBITDA AND OPERATING MARGIN

Fiscal 2017 fourth-quarter adjusted EBITDA remained essentially the same at \$169.4 million compared to \$169.2 million for the same period of the prior year mainly as a result of last year's favorable impact of \$3.0 million in non-recurring items. Consequently, operating margin decreased to 52.1% from 52.8% compared to fiscal 2016 fourth-quarter. Fiscal 2017 fourth-quarter adjusted EBITDA, excluding last year's non-recurring items of \$3.0 million, increased by \$3.1 million, or 1.9%.

## ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2017 fourth-quarter acquisitions of property, plant and equipment, intangible and other assets amounted to \$85.5 million, representing an increase of \$39.2 million, or 84.7%, compared to the same period of the prior year. The variation resulted mainly from additional equipment purchases to improve the capacity of the Internet platform in order to expand the Gigabit service in some of the areas we serve as well as higher purchases of CPE.

Fiscal 2017 fourth-quarter capital intensity reached 26.3% compared to 14.5% for the same period of the prior year as a result of capital expenditures growth exceeding revenue growth.

## CUSTOMER STATISTICS

	August 31, 2017	Quarters ended August 31, Net additions (losses)	
		2017	2016
Primary service units	1,916,861	(9,676)	(7,782)
Internet service customers	769,869	5,519	5,615
Video service customers	720,636	(9,065)	(7,934)
Telephony service customers	426,356	(6,130)	(5,463)

## INTERNET

Fiscal 2017 fourth-quarter Internet service customers net additions stood at 5,519 compared to 5,615 in the fourth quarter of fiscal 2016. Internet net additions continue to stem from customers' ongoing interest in high speed offerings and in TiVo's digital advanced video services which require an Internet subscription, the continued growth of customers from Internet resellers as well as the sustained interest in bundle offers.

## VIDEO

Fiscal 2017 fourth-quarter video service customers net losses stood at 9,065 compared to 7,934 for the same period of the prior year. The loss for the quarter resulted mainly from service category maturity and a changing video consumption environment, partly offset by the customers' ongoing interest in TiVo's digital advanced video services, as well as bundles with fast Internet offerings, in spite of competitive offers in the industry.

## TELEPHONY

Fiscal 2017 fourth-quarter telephony service customers net losses stood at 6,130 compared to 5,463 for the same period of the prior year. The telephony service customer losses are mainly due to the increasing mobile penetration in North America and various unlimited offers launched by mobile operators causing customers to cancel their landline telephony services for mobile telephony services only.

## AMERICAN BROADBAND SERVICES

## OPERATING AND FINANCIAL RESULTS

Quarters ended August 31,	2017	2016	Change
<i>(in thousands of dollars, except percentages)</i>	\$	\$	%
Revenue	158,124	150,980	4.7
Operating expenses	92,237	86,983	6.0
Adjusted EBITDA	65,887	63,997	3.0
Operating margin	41.7%	42.4%	—
Acquisitions of property, plant and equipment, intangible and other assets	35,581	32,986	7.9
Capital intensity	22.5%	21.8%	—

## REVENUE

Fiscal 2017 fourth-quarter revenue increased by \$7.1 million, or 4.7%, to reach \$158.1 million. Revenue increased primarily as a result of the continued growth in Internet and telephony services customers in both the residential and business sectors combined with rate increases implemented in September 2016, partly offset by lower video customers and the depreciation of the US dollar against the Canadian dollar compared to the same period of the prior year.

Fiscal 2017 fourth-quarter revenue in local currency amounted to US\$122.9 million, an increase of US\$6.6 million, or 5.7%, compared to US\$116.3 million for the same period of fiscal 2016.

## OPERATING EXPENSES

Fiscal 2017 fourth-quarter operating expenses increased by \$5.3 million, or 6.0%, to reach \$92.2 million. The increase is mainly due to programming rate increases, costs to serve additional primary service units and to support the business sector development as well as the continued expansion in Florida, partly offset by the depreciation of the US dollar against the Canadian dollar compared to the same period of the prior year.

Fiscal 2017 fourth-quarter operating expenses in local currency amounted to US\$71.7 million, an increase of US\$4.7 million, or 7.0%, compared to US\$67.0 million for the same period of fiscal 2016.

## ADJUSTED EBITDA AND OPERATING MARGIN

Fiscal 2017 fourth-quarter adjusted EBITDA increased by \$1.9 million, or 3.0%, to reach \$65.9 million compared to \$64.0 million for the same period of the prior year. As a result of operating expense growth exceeding revenue growth, fiscal 2017 fourth-quarter operating margin decreased to 41.7% from 42.4% compared to the same period of the prior year.

Fiscal 2017 fourth-quarter adjusted EBITDA in local currency amounted to US\$51.2 million, an increase of US\$1.9 million, or 3.9%, compared to US\$49.3 million for the same period the prior year.

## ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2017 fourth-quarter acquisitions of property, plant and equipment, intangible and other assets amounted to \$35.6 million, representing an increase of \$2.6 million, or 7.9%, compared to the same period of the prior year. The increase is mainly due to greater investment in network infrastructure to improve the capacity of the Internet platform in order to deliver a Gigabit service combined with the ongoing growth in the business sector and network expansion in some of the areas we serve.

Fiscal 2017 fourth-quarter capital intensity reached 22.5% compared to 21.8% for the same period of the prior year as a result of capital expenditures growth exceeding revenue growth.

## CUSTOMER STATISTICS

	August 31, 2017	Quarters ended August 31, Net additions (losses)	
		2017	2016
Primary service units	611,021	2,633	3,733
Internet service customers	273,127	2,791	4,212
Video service customers	236,139	(1,180)	(1,520)
Telephony service customers	101,755	1,022	1,041

## INTERNET

Fiscal 2017 fourth-quarter Internet service customers net additions amounted to 2,791 compared to 4,212 in fiscal 2016. The net additions stemmed from the customers' ongoing interest in high speed offerings and the continued growth of TiVo's digital advanced video services which requires an Internet subscription, growth in the business sector and the sustained interest in bundle offers.

## VIDEO

Fiscal 2017 fourth-quarter video service customers net losses stood at 1,180 compared to 1,520 in fiscal 2016. The lower loss resulted mainly from the customers' ongoing interest in TiVo's digital advanced video services, partly offset by competitive offers in the industry combined with the changing video consumption environment.

## TELEPHONY

Fiscal 2017 fourth-quarter telephony service customers net additions stood at 1,022 compared to 1,041 in fiscal 2016 mainly as a result of the continued growth in the residential and business sectors.

## BUSINESS ICT SERVICES

### OPERATING AND FINANCIAL RESULTS

Quarters ended August 31, <i>(in thousands of dollars, except percentages)</i>	2017 \$	2016 \$	Change %
Revenue	69,622	73,539	(5.3)
Operating expenses	48,152	51,679	(6.8)
Adjusted EBITDA	21,470	21,860	(1.8)
Operating margin	30.8%	29.7%	—
Acquisitions of property, plant and equipment, intangible and other assets	24,032	30,723	(21.8)
Capital intensity	34.5%	41.8%	—

#### REVENUE

Fiscal 2017 fourth-quarter revenue decreased by \$3.9 million, or 5.3%, to reach \$69.6 million compared to \$73.5 million for the same period the prior year. Revenue decreased for the quarter as a result of competitive pricing pressures on the hosting and network connectivity services.

#### OPERATING EXPENSES

Fiscal 2016 fourth-quarter operating expenses decreased by \$3.5 million, or 6.8% to reach \$48.2 million mainly due to lower fees paid to third parties as a result of a decline in revenue combined with lower employee compensation costs due to lower headcount.

#### ADJUSTED EBITDA AND OPERATING MARGIN

Fiscal 2017 fourth-quarter adjusted EBITDA slightly decreased by \$0.4 million, or 1.8% to reach \$21.5 million compared to the same period of the prior year. Excluding the impact of foreign exchange rates, the adjusted EBITDA was essentially the same. Operating margin increased from 29.7% to 30.8% in the fourth quarter of fiscal 2017 compared to the same period of the prior year.

#### ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

Fiscal 2017 acquisitions of property, plant and equipment, intangible and other assets amounted to \$24.0 million, representing a decrease of \$6.7 million, or 21.8%, compared to the prior year. The decrease is due to a greater focus on capital expenditure optimization, partly offset by additional servers to support future growth. In addition, capital expenditures were higher in the comparable period of fiscal 2016 due to strategic investments at the Kirkland data centre facility.

Fiscal 2017 fourth-quarter capital intensity reached 34.5% compared to 41.8% for the same period of the prior year mainly as a result of lower capital expenditures.

## CASH FLOW ANALYSIS

Quarters ended August 31, <i>(in thousands of dollars, except percentages)</i>	2017 \$	2016 \$	Variation %
Cash flow from operating activities	345,957	261,623	32.2
Cash flow from investing activities	(197,971)	(107,967)	83.4
Cash flow from financing activities	(36,440)	(146,114)	(75.1)
Effect of exchange rate changes on cash and cash equivalents denominated in foreign currencies	(2,428)	(14)	—
<b>Net change in cash and cash equivalents</b>	<b>109,118</b>	<b>7,528</b>	<b>—</b>
Cash and cash equivalents, beginning of period	102,067	54,758	86.4
<b>Cash and cash equivalents, end of period</b>	<b>211,185</b>	<b>62,286</b>	<b>—</b>

Fiscal 2017 fourth-quarter cash flow from operating activities reached \$346.0 million, representing an increase of \$84.3 million, or 32.2%, compared to the same period of the prior year mainly as a result of the following:

- the increase of \$58.1 million in changes in non-cash operating activities primarily due to changes in working capital; and
- the decrease of \$21.1 million in income taxes paid mainly as a result of the timing of payments related to the deferral in the first quarter of fiscal 2018 of income tax installments pursuant to a corporate structure reorganization of the Canadian broadband services segment subsidiaries.

## INVESTING ACTIVITIES

Fiscal 2017 fourth-quarter investing activities increased by \$90.0 million, or 83.4%, to reach \$198.0 million compared to the same period of fiscal 2016 mainly as a result of the \$54.0 million acquisition of short-term instruments during the fourth quarter of fiscal 2017 as well as additional acquisitions of property, plant and equipment, intangible and other assets as explained below.

## ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE AND OTHER ASSETS

The acquisitions of property, plant and equipment, intangible and other assets as well as the capital intensity per operating segment are as follows:

Quarters ended August 31, (in thousands of dollars, except percentages)	2017 \$	2016 \$	Change %
<b>Canadian broadband services</b>	<b>85,549</b>	46,317	84.7
Capital intensity	<b>26.3%</b>	14.5%	—
<b>American broadband services</b>	<b>35,581</b>	32,986	7.9
Capital intensity	<b>22.5%</b>	21.8%	—
<b>Business ICT services</b>	<b>24,032</b>	30,723	(21.8)
Capital intensity	<b>34.5%</b>	41.8%	—
<b>Head office</b>	<b>—</b>	(9)	—
<b>Consolidated</b>	<b>145,162</b>	110,017	31.9
Capital intensity	<b>26.3%</b>	20.2%	—

Fiscal 2017 fourth-quarter acquisitions of property, plant and equipment, intangible and other assets amounted to \$145.2 million, representing an increase of \$35.1 million, or 31.9%, compared to \$110.0 million for fiscal 2016. The increase is mainly due to higher capital expenditures in the Canadian broadband services segment.

Fiscal 2017 fourth-quarter capital intensity reached 26.3% compared to 20.2% for the same period of the prior year mainly as a result of higher capital expenditures compared to the same period of fiscal 2016.

## FREE CASH FLOW FINANCING ACTIVITIES

Fiscal 2017 fourth-quarter free cash flow amounted to \$50.8 million, a decrease of \$30.8 million, or 37.7%, compared to \$81.6 million for the same period of the prior year mainly due to the increase of \$35.1 million in acquisitions of property, plant and equipment, intangible and other assets resulting from the increase in capital expenditures as explained above.

## FINANCING ACTIVITIES

For the fourth quarter of fiscal 2017, a lower Indebtedness level resulting from debt repayments led to a cash decrease of \$17.2 million compared to \$127.0 million for the same period of the prior year. The variation is explained as follows:

Quarters ended August 31, (in thousands of dollars)	2017 \$	2016 \$	Change \$	Explanations
Increase (decrease) in bank indebtedness	<b>434</b>	(22,748)	23,182	Related to the timing of payments made to suppliers.
Proceeds of intercompany note payable - Cogeco Inc.	<b>—</b>	40,000	(40,000)	Repayment of the short-term intercompany Revolving Credit Facility during the third quarter of fiscal 2017.
Net decreases under the revolving facilities	<b>(13,963)</b>	(144,214)	130,251	Repayments of the revolving facilities during the fourth quarter of fiscal 2017 and 2016 as a result of generated free cash flow.
Repayments of long-term debt and settlement of derivative financial instruments	<b>(3,634)</b>	—	(3,634)	Repayments on the First Lien Credit Facilities during the fourth quarter of fiscal 2017.
	<b>(17,163)</b>	(126,962)	109,799	

## DIVIDENDS

During the fourth quarter of fiscal 2017, a quarterly eligible dividend of \$0.43 per share was paid to the holders of subordinate and multiple voting shares, totalling \$21.2 million, compared to an eligible dividend paid of \$0.39 per share, or \$19.2 million in the fourth quarter of fiscal 2016.

## 10. FISCAL 2018 FINANCIAL GUIDELINES

Cogeco Communications maintains its fiscal 2018 preliminary financial guidelines as issued on July 13, 2017. Fiscal 2018 financial guidelines will be revised in the first quarter of fiscal 2018 to take into consideration the completion of the MetroCast acquisition which is expected in January 2018.

Cogeco Communications expects fiscal 2018 revenue to reach between \$2.30 billion and \$2.33 billion. In the Canadian broadband services segment, revenue growth should stem primarily from the residential and business sectors as well as from the impact of rate increases in most services. Residential revenue should also increase from the ongoing interest in Internet services, partly offset by a decline in video and telephony services as a result of service category maturity, competitive offers in the industry and a changing video consumption environment. In addition, we expect the penetration of digital video and Internet services to continue to benefit from customers' ongoing interest in TiVo's digital advanced video services. Growth in the business sector should come from the increasing demand in Internet and telephony services as well as from Internet resellers' customers. In the American broadband services segment, revenue growth should stem primarily from primary service units growth in both the residential and business sectors combined with the impact of rate increases in most services. Revenue in the residential sector should continue to benefit from customers' ongoing interest in all its services, including TiVo's digital advanced video services as well as from the continued expansion in Florida. In addition, revenue growth in the business sector should be driven by new offerings in both the Internet and telephony services. In the Business ICT services segment, revenue growth should stem primarily from cloud services due to new partnership programs and additional services offered, partly offset by a decline in network connectivity services as a result of competitive pricing pressures.

Adjusted EBITDA should increase to reach between \$1,025 million and \$1,050 million resulting from revenue growth exceeding operating expenses as a result of cost reduction initiatives from improved systems and processes, partly offset by marketing initiatives, additional costs to support the revenue growth and annual increases in programming costs. Operating margin should remain essentially the same compared to fiscal 2017.

Free cash flow should reach between \$345 million and \$375 million as a result of the improvement of the adjusted EBITDA, partly offset by increases in capital expenditures and in current income taxes. As a result, generated free cash flow should reduce Indebtedness, net of cash and cash equivalents, thus improving the Corporation's net leverage ratios.

The capital intensity ratio should increase compared to fiscal 2017 mainly as a result of significantly higher capital expenditures for the American broadband services segment as a result of a continued expansion in high growth segments in Florida.

The following table outlines fiscal 2018 financial guidelines ranges on a consolidated basis:

	Projections	Actuals
	Fiscal 2018 <sup>(1)</sup>	Fiscal 2017 <sup>(1)</sup>
<i>(in millions of dollars)</i>	\$	\$
<b>Financial guidelines</b>		
Revenue	2,300 to 2,330	<b>2,227</b>
Adjusted EBITDA	1,025 to 1,050	<b>1,005</b>
Operating margin	44.6% to 45.1%	<b>45.1%</b>
Acquisitions of property, plant and equipment, intangible and other assets	470 to 485	<b>428</b>
Free cash flow	345 to 375	<b>374</b>
Capital intensity	20.5% to 21.0%	<b>19.2%</b>

(1) Fiscal 2018 financial guidelines are based on an estimated USD/CDN exchange rate of 1.33 and a GBP/CDN exchange rate of 1.65 compared to 1.32 and 1.67, respectively, for fiscal 2017. The assumed current income tax effective rate is approximately 23%.

The USD/CDN foreign exchange rate has been volatile over the past months. The volatility could persist during fiscal 2018, which makes the exchange rate difficult to predict. The impact of a 10% increase in the US dollar and British Pound against the Canadian dollar on Cogeco Communications' consolidated revenue and adjusted EBITDA was \$79 million and \$30 million, respectively, in fiscal 2017 - refer to "Capital resources and liquidity" section. We expect foreign exchange variations to have relatively similar effects on fiscal 2018 results. Consequently, a USD/CDN exchange rate of 1.28 as opposed to the 1.33 exchange rate used in the fiscal 2018 financial guidelines, would reduce fiscal 2018 revenue and adjusted EBITDA by approximately \$30 million and \$12 million, respectively, excluding the MetroCast acquisition which is expected to be completed in January 2018. However, variations in foreign exchange rates have a negligible effect on consolidated free cash flows since variations in the value of Indebtedness and related interest costs serve as a natural hedge to variations in the other elements contained in free cash flows. At August 31, 2017, 67% of Indebtedness was denominated in US dollar.



# 11. UNCERTAINTIES AND MAIN RISK FACTORS

This section outlines the principal risks and uncertainties which Cogeco Communications and its subsidiaries currently believe to be material. It does not purport to cover all contingencies, or to describe all possible factors that might have an influence on the Corporation or its activities at any point in time. Furthermore, the risks and uncertainties outlined in this section may or may not materialize in the end, may evolve differently than expected or may have different consequences than those that are currently anticipated. If any of the following risks, or any other risks and uncertainties that the Corporation and its subsidiaries have not yet identified or that they currently consider not to be material, actually occur or become material risks, the Corporation and its subsidiaries' businesses, guidance, prospects, financial condition, results of operations and cash flows and consequently the price of the subordinate voting shares could be materially and adversely affected.

## ENTERPRISE RISK MANAGEMENT

Cogeco implemented a formal enterprise-wide risk management ("ERM") program in fiscal 2015 which incorporates all business units of the Cogeco group of companies. The ERM program is structured and governed based on the widely adopted Committee of Sponsoring Organizations of the Treadway Commission ("COSO") ERM integrated framework. As part of this program, Management identifies on an annual basis the principal business risks facing the Corporation in the context of its global business and affairs that are liable to have a material adverse impact on the Corporation's financial situation, revenue or activities. Management also identifies appropriate risk mitigation measures to proactively manage these risks as may be reasonable and appropriate in the circumstances. Such risks and mitigation measures are presented to the Board and fully considered in the annual strategic planning process. They are also monitored by the Audit Committee which oversees the implementation by Management of appropriate risk mitigation measures.

### 11.1 COMPETITIVE RISKS

The industries in which we operate are very competitive, and we expect competition to increase and intensify from a number of sources in the future. Some of our competitors have longer operating histories, significantly greater financial, technical, marketing and other resources, greater brand recognition and a larger base of customers. These competitors may be able to adapt more quickly to new or emerging technologies, changes in customer requirements, and may also be able to develop services comparable or superior to those offered by us at more competitive prices. Aggressive pricing and market offers of these competitors could result in pricing pressures and increased customer acquisition and retention costs and could put pressure and adversely affect our businesses and results of operations. Our ability to compete successfully within one or more of our market segments may thus decline in the future due to increased competition from current competitors or from new entrants taking bold actions to establish, sustain or increase their position in the market. Our businesses and results of operations could be materially adversely affected to the extent that we are unable to retain our existing customers and grow our customer base while maintaining our operating margins and desired capital intensity.

***We face intense competition in our Canadian broadband services segment from several large integrated electronic communications service providers.***

In Canada, there are several terrestrial and satellite transmission technologies available to deliver a wide range of electronic communications services to residential homes and to commercial establishments with varying degrees of flexibility and efficiencies, which compete with our Internet, video and telephony services. BCE Inc. ("Bell"), our largest competitor, offers through its various operating entities a full range of competitive voice, Internet and video services to residential as well as to business customers in the provinces of Québec and Ontario through a combination of wireline, mobile wireless and satellite platforms throughout our network footprint. TELUS Communications Company ("Telus") offers through its various operating entities a full range of competitive voice, Internet and video services to residential as well as to business customers in Eastern Québec and through its mobile telecommunications throughout our network footprint.

Bell and Telus are pursuing the construction of fibre-to-the-home ("FTTH") networks to deploy IP television services in their service areas. The fibre optic technologies they are using are capable of carrying two-way video, Internet with substantial bandwidth and telephony services, each of which is comparable to the services Cogeco Connexion offers.

We also compete within our network footprint in Canada with several other telecommunications service providers. Shaw Direct, the direct-to-home satellite service of Shaw Communications Inc. ("Shaw") competes for video customers throughout our footprint. Bell, Telus, Rogers, Vidéotron and Shaw are actively marketing their mobile telecommunications services within our network footprint. Furthermore, the deployment of 5G mobile network technology may lead in the future to more competition for Internet and video services in our territories.

Cogeco Connexion also faces competition from several independent Internet service providers ("ISP") who have subscribed to the wholesale third party Internet access ("TPIA") service mandated by the Canadian Radio-Television and Telecommunications Commission's ("CRTC") in order to provide Internet, telephony and to a lesser extent, video services to their customers. Satellite-based access Internet services have also improved the performance and speed of their services.

Certain Canadian municipalities also plan to build and operate their own broadband networks through public/private partnership arrangements in competition with the Corporation in some of its serving areas.

***Some of the large integrated electronic communications service providers we compete with in Canada also own broadcast content assets.***

Some of the large integrated electronic communications service providers we compete with in Canada such as Bell, also own broadcast content assets. This vertical integration could result in content being withheld from us or being made available to us at inflated prices or unattractive terms. The CRTC adopted in September 2015 a new Wholesale Code to address potential anti-competitive practices in dealings between programming content owners and distributors. The Wholesale Code is currently being appealed by Bell before the Federal Court of Appeal. In the absence of negotiation safeguards, such as the ones contained in the Wholesale Code or other appropriate safeguards, there is a risk that vertically integrated competitors may abuse their market power and impose anticompetitive terms for the distribution of their programming services or attempt to withhold content from us. Please refer to the "Regulatory Risks" section below for more details.

***Competition in the American Broadband services segment has intensified in the last fiscal year.***

Our principal competitors in the United States for video services are direct broadcast satellite (“DBS”) providers, DirecTV, Inc. (owned by AT&T) and Dish Network. We also face increasing competition for our video services from phone companies with fibre networks, such as AT&T U-verse, Verizon FiOs and Frontier Communications Corporation, as well as other cable companies, such as Comcast. As a condition to the Federal Communications Commission (“FCC”) approval of the AT&T/DirecTV acquisition, AT&T is required to deploy FTTH to 12.5 million customer locations by mid-2019. AT&T is also seeking regulatory approval to acquire Time Warner, Inc. If approved, AT&T will have access to various programming and studio assets that could enhance its video service offering. It is also uncertain whether any such regulatory approval would include conditions preventing AT&T from restricting access to such programming.

The proliferation of other subscription video on demand services, such as Netflix, Amazon Prime and Hulu Plus, has also gained traction with consumers. Additionally, some providers, such as Google and YouTube, offer advertising-supported free video programming, some of which we incur costs to acquire. The increase in alternative video service solutions could negatively impact the growth of our video business.

Our competitors for Internet services primarily offer direct subscriber line (“DSL”), and, to a lower extent FTTH. We also face competition from wireless Internet service providers offering 3G, 4G and eventually 5G wireless broadband services and Wi-Fi networks. Wireless carriers, such as T-Mobile, have also started promoting unlimited Internet data plans which could appeal to lower intensity Internet users. AT&T is also aggressively promoting its DirecTV service with its wireless products.

Our telephony services face competition from the incumbent local exchange carriers (“ILEC”), as well as other providers such as cellular and VoIP providers. We also face competition from other forms of communication, such as text messaging and social media. Our business services face competition from a variety of service providers, in addition to cloud, hosting and various applications.

***We face competition in both the Canadian and American Broadband services segments from over-the-top (“OTT”) content providers.***

The market for video services in Canada and in the United States has changed significantly over recent years. Although TV remains the leading platform by which most people view video, more customers are switching from cable services to programming content available on OTT platforms over the Internet. The OTT trend is expected to continue and we could be materially adversely impacted if, as a result, our video customers disconnect their services or reduce their video spending and we may not be able to make up for the loss of revenue associated with this migration.

Some of our main video competitors, such as Bell in Canada or AT&T/DirecTV and Dish Network in the United States, have entered the OTT sphere with their own OTT services. Additionally, several programming networks distributed by the Corporation offer direct-to-consumer products, such as Sportsnet in Canada or HBO Now, CBS All Access and Showtime Anytime in the United States. The Corporation enables the delivery of certain OTT services on its set top boxes, but does not own any OTT platform.

***An increased number of consumers are switching from landline telephony to wireless and IP based phone services.***

An increased number of fixed phone customers are moving away from fixed lines to wireless and IP based phone services. This trend is largely the result of the increasing mobile penetration rate in North America and the various unlimited offers launched by mobile operators. We do not currently offer mobile services and, therefore, further erosion of fixed phone customers moving away from fixed lines mobile towards mobile phones could have a material adverse effect on our business, financial condition, prospects and results of operations.

***We do not offer “quadruple-play” service bundles that include mobile communications, since we do not offer mobile services.***

Although we provide “double-play” and “triple-play” service bundles in Canada and the United States, with various combinations of Internet, video and landline telephony services being offered at bundled prices, we do not offer “quadruple-play” service bundles which include mobile communications, since we do not offer mobile telephony or mobile Internet services.

As markets evolve and mobility becomes a more cost-effective substitute to wireline communications, we may need to add mobility components to our service offerings, through suitable mobile virtual network (“MVNO”) arrangements with existing or future mobile operators, or otherwise through facilities-based alternatives. We may not be able to secure on a timely basis the appropriate arrangements that may be required for competitive reasons in the future. Also, the capital and operating expenses eventually required to offer quadruple-play service bundles and mobile services may not be offset by the incremental revenue that such new bundles or mobile services would generate, thus resulting in downward pressure on operating margins.

***The markets in which our Business ICT services segment operates are highly competitive, constantly changing and fragmented.***

Competition in the Business ICT services segment includes local and regional, in addition to national and international competitors. We face competition in relation to colocation, network connectivity, hosting, cloud and managed services from Canadian network service providers (e.g. Bell, Telus, Rogers), international managed services providers (e.g. Rackspace, Softlayer), large cloud services providers (e.g. Amazon and Microsoft), small regional and local specialized firms (e.g. Beanfield, Cogent) and in some cases from large system integrators (e.g. IBM, CGI).

Competition in the Business ICT services segment is intense, particularly among providers of cloud services, and we may not be successful in meeting demand or differentiating ourselves from our competitors in this market segment. Large-scale cloud providers benefit from highly efficient operations and increased purchasing power, allowing them to offer low prices. Increased supply for these services in excess of demand could also exert downward pressure on prices which could harm our operating margins.

## 11.2 BUSINESS RISKS

### STRATEGIC PLAN AND BUSINESS STRATEGIES

Our ability to successfully implement our business strategies described above in section "Corporate objectives and strategies" of this report in a timely and coordinated manner and to realize their anticipated benefits could be adversely affected by a number of factors beyond our control, including operating difficulties, increased ongoing operating expenses, regulatory developments, general economic conditions, increased competition, technological changes and the other factors described in this "Uncertainties and Main Risk Factors" section. Failure to successfully implement and execute our strategic plan and business strategies in a timely and coordinated manner could have a material adverse effect on our reputation, business, financial condition, prospects and results of operations and on our ability to meet our obligations, including our ability to service our Indebtedness.

### PROGRAMMING COSTS

The financial performance of our businesses depends in large part on our ability to sustain operating margins by tightly controlling operating expenses. The largest driver of such operating expenses is the programming license fees we pay to television programming service suppliers. The programming license fees of certain television programming services have increased significantly in Canada and in the United States in recent years, particularly sports programming license fees. Future increases in programming license fees could have a material adverse effect on our business and results of operations.

In Canada, the market for video content services is characterized by high levels of supplier concentration and vertical integration. Our largest programming supplier is Bell, with 37% of our overall programming costs. Bell is vertically integrated and is also our largest competitor. While we have generally been able to obtain satisfactory distribution agreements with programming service suppliers in Canada to date, we may not be able to maintain our current arrangements, or conclude new arrangements that are economically favorable to us, and programming license fees may thus increase by larger increments in future years.

Certain affiliation agreements with some of our major programming suppliers have expired and the terms and conditions for their renewal have not yet been concluded. We may be subject in upcoming Canadian programming services renewals to regulatory dispute resolution proceedings which could either help us obtain reasonable affiliation terms or compel us to pay increased programming license fees or otherwise subject us to adverse competitive conditions.

In the United States, the cable industry has also experienced a rapid escalation in the cost of programming in recent years, particularly sports programming and the retransmission of local broadcast programming. Most of our programming agreements require us to meet certain penetration thresholds, which limit our ability to offer smaller tiers and packages. Also, in order to obtain the most popular programming services, programmers require us to carry a number of the programmers' less popular services, further increasing our costs.

We are also subject in the United States to increasing financial and other demands by broadcasters to obtain the required consent for the transmission of local broadcast programming to our customers. We obtain most local broadcast programming through retransmission consent agreements. Most agreements require payment of a flat fee per customer for retransmission of the broadcaster's primary signal. In most cases these agreements also involve the exchange of other types of considerations, such as limited grants of advertising time and carriage of multicast signals.

The inability to acquire and provide content to our customers that meets their requirements in terms of quality, format, variety of programming choices, packages and platforms at competitive rates which customers can afford to pay, could have a material adverse effect on our businesses as well as on our operating margins should we fail to pass on the incremental increase in costs of programming to our customers.

### CUSTOMER LOYALTY AND RETENTION

The loyalty of our customers and their retention depend on our ability to provide a service experience that meets or exceeds their expectations. We strive to provide an industry leading customer experience and are proud for having been recognized again in Canada in 2016 with four "highest customer satisfaction" awards of excellence for field services, retail/contact centre, first call resolution and telecommunications/TV by Service Quality Measurement Group ("SQM"). The failure to sustain and expand customer relationships through quality customer service could have a material adverse effect on our businesses, financial condition and results of operations.

### MEETING CUSTOMER DEMANDS

Failure to anticipate and respond in a timely manner to emerging customer demands, changes in consumer behavior, technology trends and new market conditions may result in an outdated product/services portfolio, thus impairing our ability to retain current customers and attract new ones. The inability to adapt and evolve our services offerings to respond to changing customer expectations in an increasingly digitized world, new market conditions or disruptive technologies could have a material adverse effect on our businesses, financial condition and results of operations.

### MARKETING AND SALES

The failure to achieve sales growth targets in our Broadband or Business ICT segments as a result of inadequate marketing and/or sales strategies or a deficient execution of said strategies could have a materially adverse effect on our business, financial condition and results of operations.

## RELIANCE ON THIRD PARTIES

### *We depend on certain third-party suppliers for the provision of our broadband services.*

We depend on long-term agreements with Telus and IDT, respectively in Canada and the United States, for the provision of our telephony services to our residential and business customers.

We offer video services to our customers in our Canadian and American footprint through a combination of equipment from TiVo, Arris, Cisco and other suppliers. Other advanced products exist on the market.

All these suppliers may experience business difficulties, restructure their operations, consolidate with other suppliers, discontinue products or sell their operations to other suppliers, which could affect the future development of our products and services. The inability to meet product or service delivery objectives or having to incur increased costs as a result of a failure in supply from third-party suppliers or change in suppliers could have a materially adverse effect on our business, financial condition and results of operations.

### *We depend on third-party power utilities and third party Internet providers for certain of our Business ICT services.*

We depend on power utility suppliers in the geographical areas in which our data centres are located. Prolonged power outages could prevent us from delivering some of our services until our power utility suppliers have resolved the failure, which may result in significant customer dissatisfaction, loss of revenue and potential litigation.

Cogeco Peer 1 depends on third-party Internet providers with regards to the purchase of bandwidth throughout its network. There can be no assurance that these service providers will continue to provide service to Cogeco Peer 1 on competitive terms, if at all, or that Cogeco Peer 1 will be able to acquire additional network capacity to adequately meet future customer demand. A failure by the Internet providers in their ability to provide the service or the inability from Cogeco Peer 1 to acquire additional network capacity and maintain direct connections to multiple IP backbone networks in order to meet future customer demand, could materially adversely affect our financial condition and operating results.

### *We lease facilities from third parties.*

Most of the data centres operated by Cogeco Peer 1 are located in leased premises. The failure to comply with lease terms and conditions resulting in the termination of a lease agreement or failure to renew said leases at commercially reasonable terms could have a material adverse effect on our ability to conduct our business and results of operations.

## MERGERS/ACQUISITIONS, DIVESTITURES AND REORGANIZATIONS

Cogeco Communications has grown through acquisitions and will continue to seek attractive acquisition opportunities in the future. Achieving the expected benefits of acquisitions depends in part on successfully consolidating functions, integrating operations, procedures and personnel in a timely and efficient manner and realizing revenue, synergies and other growth opportunities from combining acquired businesses with those of Cogeco Communications. There is no assurance that the integration of acquisitions will be successful and will deliver the anticipated benefits and results. The integration process after an acquisition may lead to greater than expected operating expenses, financial leverage, capital costs, customer losses, business disruption of our other businesses and management's diversion of time and resources. We may also be required to make capital expenditures or other investments, which may affect our ability to implement our business strategies to the extent we are unable to secure additional financing on acceptable terms or generate sufficient funds internally to cover these requirements. In addition, an acquired business could have liabilities that we fail or are unable to uncover or were unable to quantify and for which the Corporation may be responsible. Depending on the circumstances, pursuing acquisition may also require that we raise additional capital, through debt or equity, and establish relationships with new financing partners, or use cash that would otherwise have been available to support our existing business operations. Any failure by Cogeco Communications to successfully integrate or address the risks associated with acquisitions or to take advantage of future strategic opportunities could materially adversely affect our financial position, financial performance, cash flows, business or reputation.

## ECONOMIC DEPENDENCE

The economic dependence of our Business ICT service segment on a few large customers has the potential to materially affect the financial results of this segment should the relationship terminate, if we are unable to replace such lost revenues.

## FOREIGN OPERATIONS

Our American Broadband services activities are carried out by Atlantic Broadband in western Pennsylvania, south Florida, Maryland/Delaware, South Carolina and eastern Connecticut while part of our Business ICT services activities are conducted by Cogeco Peer 1 in the United States (California, Texas, Virginia, Florida and Georgia) and Europe (United Kingdom and France). The revenue of the Corporation in the United States and in Europe represents respectively 32.7% and 1.4% of the consolidated revenue of the Corporation. There are significant complexities and risks involved with carrying foreign operations, such as differences in political, legal, regulatory and taxation regimes or fluctuations in relative currency values against the Canadian dollar, all of which could have a material adverse impact on our operating and financial results.

## TALENT MANAGEMENT AND SUCCESSION PLANNING

Our success is substantially dependent upon the retention and the continued performance of our executive officers. Many of these executive officers are uniquely qualified in their areas of expertise, making it difficult to replace their services. The loss of the services of any key executives and/or employees in critical roles or inadequate processes designed to attract, develop, motivate and retain productive and engaged employees could impact our ability to deliver on organizational goals and have a material adverse effect on our growth, business and profitability.

## LABOUR RELATIONS

As of August 31, 2017, approximately 22% of our employees were represented by several unions under collective bargaining agreements. The Corporation has been successful to date in negotiating satisfactory collective agreements with unions without significant labour disruption. While the Corporation's labour relations have been satisfactory in the past, we can neither predict the outcome of current or future negotiations relating to labour disputes, union representation or renewal of collective bargaining agreements, nor be able to avoid future work stoppages, strikes or other forms of labour protests pending the outcome of any current or future negotiations. A prolonged work stoppage, strike or other form of labour protest could have a material adverse effect on our businesses, operations and reputation. Even if we do not experience strikes or other forms of labour protests, the outcome of labour negotiations could adversely affect our businesses and results of operations. In addition, our ability to make short-term adjustments to control compensation and benefits costs is limited by the terms of our collective bargaining agreements.

## 11.3 REGULATORY RISKS

### REGULATORY RISKS - CANADIAN AND AMERICAN BROADBAND SERVICES

Our Canadian and American Broadband operations are subject to extensive and evolving laws, regulations and policies. Changes to these laws, regulations and policies could have negative financial, operational or competitive consequences on our business. Recent regulatory proceedings and decisions in Canada and the United States described below may also affect us and have an adverse impact on our business.

***Our Canadian and American broadband operations are subject to extensive regulation and policies.***

Canadian laws and regulations govern the issuance, amendment, renewal, transfer, suspension, revocation and ownership of broadcasting programming and broadcasting distribution licences. With respect to broadcasting distribution, regulations govern, among other things, the distribution of Canadian and non-Canadian programming services, the composition of the basic cable service, access to distribution, the resolution of disputes on the terms of carriage for Canadian programming services and mandatory financial contributions for the funding of Canadian programming. There are significant restrictions on the ability of non-Canadians to own or control broadcasting licences and telecommunications common carriers in Canada.

Cogeco Connexion, our broadcasting distribution and telecommunications business in Canada is primarily regulated respectively under the *Broadcasting Act* and the *Telecommunications Act* and regulations thereunder. The CRTC, which oversees the implementation of the *Broadcasting Act* and the *Telecommunications Act*, has the power to grant, amend, suspend, revoke and renew broadcasting licenses, approve certain changes in corporate ownership and control, and make regulations and policies in accordance with the *Broadcasting Act* and the *Telecommunications Act*, subject to certain directions from the federal cabinet. In addition, we are subject to other Canadian laws relating to communications, intellectual property, data protection, privacy of personal information, spam, e-commerce, direct marketing and digital advertising which have become more prevalent in recent years.

Cogeco Connexion cable systems operated in Canada are subject to periodic licence renewals by the CRTC. The maximum licence term is seven years. While CRTC licences are usually renewed in the normal course upon application by the licensee, except in case of substantial and repeated breach of conditions or regulations by the licensee, there can be no assurance that the maximum renewal term will be granted or that new or modified conditions of licence or expectations will not apply to the renewal term. Cable service areas in Canada are non-exclusive. Competition from additional programming distributors through cable or distribution platforms in our Canadian service area could materially adversely affect our growth, financial condition and results of operations.

In the Budget Plan dated March 23, 2017, the Federal Government proposed to review and modernize the *Broadcasting Act* and the *Telecommunications Act*. In this review, the Government indicated that it will examine issues such as telecommunications and content creation in the digital age, net neutrality and cultural diversity and how to strengthen the future of Canadian media and Canadian content creation. The timeline and details of this review will be announced at a later date. Changes to the Canadian regulatory framework, specifically the laws, regulations and policies governing our lines of business or operations, foreign ownership restrictions, terms of licence, the issuance of new licences, the distribution and packaging of programming services, wholesale or retail service terms, terms for the licensing of programming services for distribution in Canada on various distribution platforms, complaint or dispute resolution processes, industry codes of conduct, or the tax status or treatment of competitive suppliers or their respective services, could have a material adverse effect on our business (including who we compete with and how we provide products and services), financial condition, prospects and results of operations. In addition, we may incur increased costs necessary to comply with existing and newly adopted laws and regulations or penalties for any failure to comply. It is difficult to predict in what form Canadian laws, regulations, policies and rulings will be adopted over time, when they will be implemented or how they will be construed by the relevant courts, or the extent to which any changes might adversely affect us.

In the United States, federal, state and local governments extensively regulate our video, high-speed Internet and voice services. Certain of these laws require Atlantic Broadband to maintain licenses and authorizations for the operation of our business and restrict or impose conditions on the way in which we operate. These restrictions and conditions could inhibit our ability to expand our business and introduce new products and services.

Over the past few years, the FCC and certain states have been more active in proposing legislation and rulemakings concerning our industry. Congress has also proposed legislation, and will likely propose new legislation in the future, that could impact our business, such as rewriting the *Communications Act of 1934* ("Communications Act") to address changes in technology and the marketplace and funding new broadband infrastructure. Changes to existing laws and regulations, as well as the adoption of new laws and regulations, could have an adverse effect on our business by increasing our costs, limiting our revenues and/or imposing additional restrictions on our operations.

In addition, we could be materially disadvantaged if we remain subject to legal and regulatory constraints that do not apply equally to our competitors. The FCC has adopted rules to ensure that the state and local governmental regulations do not unreasonably interfere with competitive entry and several states have enacted legislation to ease the regulatory burden on new entrants. Further, DBS providers are not required to comply with several of the regulatory requirements that apply to cable operators. Atlantic Broadband could be materially disadvantaged if the rules continue to set different, less burdensome requirements for some of its competitors than for the company.



**Recent regulatory proceedings and decisions in Canada and the United States may also affect us and have an adverse impact on our business.**

Several recent proceedings and decisions of the CRTC in Canada and the FCC in the United States could have a material adverse impact on our business and results of operations.

Following a regulatory policy proceeding launched in April 2014 regarding Canadian television broadcasting and distribution (the "*Let's Talk TV Proceeding*"), the CRTC has issued a series of regulatory policy statements that provide for a number of major changes to the regulatory framework for television broadcasting and distribution in Canada. On March 1, 2016, Cogeco Connexion started offering a small entry-level package comprised of local and regional over-the-air Canadian stations, mandatory distribution channels as well as community and educational channels, at a retail regulated price of \$25 with no inflation mechanism, exclusive of equipment. Cogeco Connexion also started offering smaller optional packages of 10, 20, 30 or 40 additional channels in Ontario and of 10, 15, 20 and 30 channels in Québec. Close to 110 discretionary services in Ontario and 60 in Québec are also available on a pick and pay basis. All discretionary services were made available *à la carte*, starting December 2016. Revenue of broadcasting distribution undertakings ("BDUs") are under pressure as customers can reduce their television spending by choosing to subscribe to the small entry-level package or by subscribing to smaller television packages or fewer television services.

As part of these policy changes, the CRTC issued on September 24, 2015, a Wholesale Code to govern the commercial arrangements between BDUs and programming services. The Wholesale Code imposes a number of negotiation parameters with respect to affiliation agreements between programming services and cable and satellite distributors in Canada, including dealing with dispute resolution. In prior regulatory proceedings before the CRTC, Cogeco Communications and other independent distributors advocated the adoption of a Wholesale Code so as to ensure that vertically integrated entities such as Bell cannot abuse their market power and impose anticompetitive terms for the distribution of their programming services. On October 23, 2015, Bell filed a motion to the Federal Court of Appeal, seeking leave to appeal the Wholesale Code on the basis that it would be conflicting with the *Copyright Act* and not authorized by the *Broadcasting Act*. Bell argues that the Wholesale Code wrongly interferes with their intellectual property rights in programs under the *Copyright Act* and that the CRTC lacks jurisdiction to issue the Wholesale Code under the *Broadcasting Act*. On December 22, 2015, the Federal Court of Appeal granted Bell leave to appeal the Wholesale Code. Cogeco Communications is challenging Bell's appeal. The Wholesale Code came into force on January 22, 2016 and is applicable to all licensed programming and distribution undertakings.

On April 9, 2015, the CRTC initiated a public consultation aiming to review the basic telecommunications services that should be available and affordable to all Canadians. In this proceeding, the CRTC specifically considered whether the broadband Internet access service should be included in the current definition of the basic telecommunications services and examined whether the existing subsidy regime for local telephone service should be changed to fund the expansion of the Internet access service in rural and remote areas. On December 21, 2016, the CRTC issued its decision and determined that broadband internet access is now considered a basic telecommunications service for all Canadians. It is creating a new fund to support projects aiming to build or upgrade infrastructure for fixed and mobile broadband internet access services in order to meet specific targets. The fund will make available up to \$750 million over the first five years. The Commission's existing subsidy regime for local telephone service will gradually be phased out and transitioned to the new funding mechanism. Furthermore, the current funding will be expanded to include both retail Internet access and texting services revenues. This change to the calculation of the revenue-percent charge will take effect in the first year of implementation of the new fund and it is expected, according to the Commission, that the revenue-percent charge will be approximately the same as the current revenue-percent charge of 0.63%. Two follow-up proceedings were initiated in April 2017 to examine all matters related to the new funding mechanism and how the existing local subsidy regime should be phased out.

On July 22, 2015, the CRTC decided that the mandatory wholesale TPIA service should now be available through the implementation of regional based access points of interconnection ("POIs"), starting with the provinces of Ontario and Québec, and ordered to this end the major ISPs operating in these provinces, including Cogeco Connexion, to file proposed network interconnection configurations and thereafter proposed capacity and access rates. The regional POIs are intended to replace the current centralized POIs over a three year period. Under the regional network configuration, TPIA customers wishing to offer download speeds in excess of 100 Mbps will have to be interconnected at regional access POIs. On August 29, 2017, the CRTC approved capacity and access rates for regional TPIA services on an interim basis. It is expected that the CRTC will release in early 2018 the final rates for both regional and centralized wholesale TPIA services. These final rates could adversely impact our financial position and results of operations.

Innovation, Science and Economic Development Canada ("ISED") is currently reviewing the allocation rules of the 600 MHz spectrum and of the millimeter wave spectrum to support 5G services. ISED has initiated a consultation on its overall approach and planning activities related to the release of spectrum over the next five years.

Government spectrum allocation policies in Canada and the United States may change in the future and adversely impact our competitive position.

In 2017, the FCC, under new leadership, has taken more of a hands-off approach to regulatory requirements. Such a hands-off approach, however, could negatively impact the Corporation in certain areas, such as carriage rights for broadcast stations and programming networks. Additionally, the recent increase in the consolidation of broadcast station ownership, as well as the consolidation of vertically-integrated electronic communications service providers with distribution and programming ownership interests could negatively impact our ability to obtain carriage rights on reasonable, non-discriminatory terms and conditions.

As a result of the FCC's net neutrality order, which was upheld by the U.S. Court of Appeals on June 14, 2016, Internet services are now subject to regulation at the federal level, and certain states and local governments are attempting to regulate Internet services. The FCC is currently reconsidering the classification of broadband service as a telecommunications service, which is subject to regulation under Title II of the *Communications Act*. The outcome of any such reclassification, could impact our network management practices. Additionally, such regulations could impact our broadband service rates, terms and conditions. Such regulations also impose significant monetary penalties for non-compliance.



***We must obtain access to support structures and municipal right of ways for our broadband operations.***

We require access to the support structures of provincial and municipal electric utilities and telephone companies and to municipal rights of way to deploy our broadband network. Where access to municipal rights of ways in our Canadian footprint cannot be secured, we may apply to the CRTC to obtain a right of access under the *Telecommunications Act*. Access to the support structures of telephone companies is provided on a tariff basis approved by the CRTC. In the case of provincial and municipal electric utilities, access to those support structures is subject to provincial and municipal requirements, and the terms for access to these structures may need to be obtained through provincial and municipal authorities. We have entered into comprehensive support structure access agreements with all of the major electric companies and all of the major telecommunications companies in our network footprint.

In the United States, the *Communications Act* requires telephone companies and other utilities (other than those owned by municipalities or cooperatives) to provide cable systems with non-discriminatory access to any pole or right-of-way controlled by the utility. The rates that utilities may charge, together with certain terms and conditions for such access are regulated by the FCC, or, alternatively, by states that certify to the FCC that they regulate pole attachments. Three states in which Atlantic Broadband has cable systems have certified that they regulate pole attachments. There is always the possibility that the FCC or a State could permit the increase of pole attachment rates paid by cable operators.

If we have to support increasing costs in securing access to support structures needed for our broadband network or are unable to secure such agreements, we may not be able to implement our business strategies and our businesses, financial condition, results of operations, reputation and prospects could be materially adversely affected.

## **REGULATORY RISKS - BUSINESS ICT SERVICES**

The activities in our Business ICT services segment are less regulated than our Canadian and American broadband services segments. Cogeco Peer 1 is nevertheless subject to various laws and regulations in the course of its business activities in the jurisdictions where it operates, including applicable laws and regulations dealing with international trade and foreign policies that restrict private trade with certain countries or individuals, environmental compliance, telecommunications, and privacy and data security.

A growing compliance burden (e.g. ISO 27001, OSFI Cybersecurity, Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), etc.) is also placed on data center businesses who want to attract customers in the financial health care, payments cards and government sectors.

## **11.4 TECHNOLOGY RISKS**

### **NETWORK FAILURE**

In Canada, Cogeco Connexion provides Internet, digital video and telephony services through a network of four major headends and several minor headends in its broadband network. Although we have a backup system for retransmission through another headend or a mobile headend if one of our headends fail, there may be a delay in transferring to another headend, which could potentially have a material adverse impact on our service performance, brand, reputation, customer relationship and results of operations.

In the United States, Atlantic Broadband provides Internet, digital video and telephony services through seven major headends and several minor ones. Despite available emergency backup or replacement sites, including several interconnects with adjacent cable operators to be able to use their signals as a backup, a failure in our headends could prevent us from delivering some of our services through a portion of our network until we have implemented backup solutions or resolved the failure.

A failure of our broadband network could result in significant customer dissatisfaction, loss of revenue and potential litigation, depending on the severity of the outage condition.

### **MAINTENANCE OF OUR NETWORK, INFRASTRUCTURE AND IT SYSTEMS**

We continuously maintain, upgrade or replace our network, infrastructure or IT systems in order to optimize our networks and systems, increase the speed of our Internet service, improve and provide new or enhanced services that meet the needs and expectations of our customers. If we are unable to do so because of capital or other constraints, this may materially adversely affect our ability to compete and negatively impact business and financial performance.

### **DEPENDENCE ON TECHNOLOGY SYSTEMS**

The daily operation of our businesses is highly dependent on information technology systems, including those provided by certain third party suppliers. Our business is dependent on our payroll, transaction, financial, accounting and other data processing systems. We rely on these systems to process, on a daily basis, a large number of transactions. An inability to maintain and enhance our existing information technology systems or obtain new systems to accommodate additional customer growth or to support new products and services could also have a material adverse impact on our ability to acquire new customers, retain existing customers, produce accurate and timely billing, generate revenue growth and manage operating expenses, or comply with regulatory requirements, all of which could materially adversely impact our financial results and position. During the next fiscal year, Cogeco Connexion will replace its legacy ordering and billing software platforms in Ontario and Québec for both its residential and its business customers. Implementation or transitioning issues, delays or cost overruns could have a material adverse effect on our operations, compliance with regulatory requirements, financial performance and future business prospects. There can be no certainty that this replacement will be implemented successfully and in accordance with anticipated timelines.

## **CYBER THREATS**

Cybersecurity breaches have grown in frequency and complexity over recent years in the public and private sectors. Security measures are in place to safeguard against cybersecurity breaches such as firewalls, site monitoring and intrusion detection software. We have deployed over the recent year numerous efforts to improve the overall governance over information security, the security awareness of our employees through continuous training, the security of our IT systems, the controls within our IT systems and our business processes. These efforts and initiatives may not however successfully prevent cyberattacks against our network infrastructure and supporting information systems and could result in service disruptions, loss of customers, litigation, remediation costs and reputational damage.

Despite the fact that we are protecting critical data and infrastructure from cyberattacks, theft, unauthorized usage and disclosure, viruses, sabotage and other cyber threats, there can be no certainty that we will not be the subject of such attacks which could have an adverse effect on our brand and reputation as well as entail significant legal and financial exposure.

## **DATA PROTECTION**

We collect, use and manage in the course of our business various data about our customers, including sensitive personal information. Policies, procedures, guidelines, business rules and safeguards have been put in place to ensure that the personal information of our customers is protected and treated appropriately under applicable privacy laws. Existing and proposed privacy legislation and regulations, including changes in the manner in which such legislation and regulations are interpreted by courts in Canada, the United States and other jurisdictions may impose limits on our collection and use of certain kinds of information.

Many countries around the world are deploying stricter data protection regulations, such as the legislation approved by the European Union in 2016 (the General Data Protection Regulation or GDPR) which will become effective in early 2018. Data protection is also a focus of concern for Business ICT customers who are seeking maximum contractual indemnification in their contracts in regards to potential data security breaches. We have limited insurance coverage against the losses resulting from such breaches.

Any malfunction of our systems and equipment or security breaches resulting in unauthorized access to, loss or use of, customer and employee personal information or the personal information that our customers process using our Business ICT services could result in the potential loss of business, damage to our market reputation, litigation, regulatory investigation and penalties.

## **11.5 FINANCIAL RISKS**

### **CAPITAL COMMITMENTS, LIQUIDITY AND DEBT**

Cogeco Communications relies on its free cash flow generated by operations to fund its capital expenditures program and on capital markets to refinance its indebtedness and further grow its business through acquisitions. Capital markets are volatile and Cogeco Communications may not be able to access them at reasonable conditions if its credit profile and general economic conditions deteriorate. Such conditions could lead to higher cost of funding, deteriorating financial position and liquidity, and more restrictions on the Corporation's operations.

We may be unable to generate sufficient cash flow and maintain an adequate liquidity position to ensure and preserve the company's financial stability/solvency and fund strategic imperatives as well as operational and financial obligations of the business.

### **CURRENCY AND INTEREST RATES**

Our financial results are reported in Canadian dollars and a significant portion of our revenue, operating expenses and capital expenditures are realized in currencies other than Canadian dollars, most often US dollars and British Pounds. For the purposes of financial reporting, any change in the value of the Canadian dollar against the US dollar or the British Pound during a given financial reporting period would result in variations on our operating results and financial condition. Although a significant portion of our indebtedness, which is denominated in US dollars, serves as a cash flow hedge to foreign operations, our revenue, adjusted EBITDA and indebtedness could fluctuate materially as a result of foreign exchange rate fluctuations.

Interest rate volatility can also impact variable interest rate debt and have a material adverse impact on our financial performance.

### **CREDIT RATINGS**

Credit ratings issued by rating agencies can affect the availability and terms of the Corporation's financings. A reduction in the Corporation's credit ratings, particularly a downgrade below investment grade of secured debt currently rated as investment grade, could materially adversely affect our cost of capital and access to capital.

### **TAXATION MATTERS**

Our business operations are subject to various tax laws and regulations. These tax laws and regulations are subject to frequent changes and evolving interpretation. While we believe we have adequately provided for all taxes based on the information available to us, the calculation of taxes requires significant judgment in interpreting laws and regulations. A failure to accurately assess and record taxes could result in material changes to tax amounts recorded and an assessment of interest and penalties having a material adverse impact on financial results.

Changes to Canadian and foreign tax policies in the tax jurisdictions where we are present may also have a material adverse impact on our current financial structure and the level of our future tax costs and liabilities.

## 11.6 ECONOMIC CONDITIONS

We are affected by general economic conditions, consumer confidence and spending, and the demand for our products and services. Adverse general economic conditions, such as economic downturns or recessions leading to a declining level of retail and commercial activity could have a negative impact on the demand for our products and services. More specifically, adverse general economic conditions could result in customers delaying or reducing purchases of our products and services or discontinuing using them, and a decline in the creditworthiness of our customers, which could increase our bad debt expense.

## 11.7 OWNERSHIP RISKS

We are controlled by Cogeco through its ownership of multiple voting shares. Cogeco is in turn controlled by Gestion Audem Inc., a company controlled by the members of the family of the late Henri Audet (the "Audet Family"), through its ownership of Cogeco's multiple voting and subordinate voting shares. Both Cogeco Communications and Cogeco are reporting issuers in Canada with subordinate voting shares listed on the Toronto Stock Exchange. Pursuant to the Conflicts Agreement in effect between us and Cogeco, all cable television undertakings must be owned or controlled by us. Cogeco is otherwise free to own and operate any other business or to invest as it deems appropriate. It is possible that situations could arise where the respective interests of the Audet Family and shareholders or other stakeholders of Cogeco and of the shareholders or other stakeholders of Cogeco Communications could differ and that the interests of these shareholders or stakeholders be adversely impacted.

## 11.8 HUMAN-CAUSED AND NATURAL THREATS TO OUR NETWORK, INFRASTRUCTURE AND SYSTEMS

In the event of natural disasters, terrorist acts or other catastrophic occurrence, either natural or man-made, our ability to protect our network, infrastructure, including customer data, and to maintain ongoing operations could be significantly impaired. Global climate change may increase the severity and frequency of natural threats on our business, such as weather-related events. Although we have business continuity and disaster recovery plans and strategies, they may not be successful in mitigating the effects of a natural disaster, terrorist act or catastrophic occurrence which could have a material adverse effect on our business, prospects, financial condition and results of operations. Moreover, we have limited insurance coverage against the losses resulting from natural disasters affecting our networks.

## 11.9 LITIGATION RISKS

We are involved in various litigation matters arising in the course of our business. The outcome of these claims or litigations is uncertain and may impact our reputation, results of operation, liquidity or financial condition. Based on information currently known to us, we do not expect any of these claims and proceedings, individually or in total, to the extent not provided for through insurance or otherwise, to have a material adverse effect on our business, results of operation or financial condition.

# 12. CORPORATE SOCIAL RESPONSIBILITY PROGRAM

## 12.1 OVERVIEW

The Cogeco group of companies has designed a corporate social responsibility ("CSR") program aimed at operating responsibly and sustainably and being a good corporate citizen. Concretely, this means we seek to integrate practices which improve the environmental and social impacts of our operations while ensuring the Corporation's continued growth. The Corporation's Corporate Social Responsibility Policy, the Code of Ethics and the Supplier Code of Conduct together form the framework of our CSR Program. The CSR Program is under the responsibility of the Vice-President, Internal Audit and Risk Management.

The CSR program integrates our corporate social responsibility objectives articulated around six pillars:



Supported by a corporate management structure, overseen by a CSR Steering Committee composed of executives from all business units, and a sound corporate governance framework, we strive to improve our performance in line with the expectations of our stakeholders, our corporate values and our business objectives. To achieve its CSR goals of reducing its environmental footprint and having a positive impact on society, we have developed key performance indicators for social, economic and environmental objectives. These objectives are tracked and reported on a biannual basis to the Corporate Governance Committee.

## 12.2 FISCAL 2017 ACTIVITIES AND ACHIEVEMENTS

During fiscal 2017, the key initiatives of the CSR Program were rolled-out to our business units, namely Atlantic Broadband, Cogeco Connexion and Cogeco Peer 1.

Here below are some examples of the CSR initiatives that were conducted in fiscal 2017:

- we celebrated our 60<sup>th</sup> anniversary as a Corporation dedicated to excellence in customer service with an internal contest in which over 1,500 employees from all our business units across two continents participated;
- each business unit made significant progress on their three-year action plan created to integrate the CSR principles into their activities and operations;
- we continued to measure and track our Greenhouse Gas Emissions ("GHG") reductions and now integrate all Cogeco business units into the calculations, as well as emissions from refrigerant gases;
- we published our sixth Carbon Disclosure Project ("CDP") report and completed the Information and Communications Technology additional module;
- we implemented a Supplier Code of Conduct to address supply chain risks related to CSR, and progressed towards our objective of getting our most critical suppliers to acknowledge it. The Code is available in the CSR section of our Corporate website;
- we published Cogeco's Statement against Slavery, Forced Labor and Human Trafficking, in line with the UK Modern Slavery Act;
- approximately 20% of Cogeco's facilities underwent environmental assessments conducted by a third party. No significant adverse impact on the environment was identified during that exercise;
- Cogeco Connexion voluntarily purchased carbon offsets to cover the GHG from its business travel from fiscal 2017 (301 tons of CO<sub>2</sub>e). The offsets purchased are Gold Standard and Gold Standard Transition, and will fund emissions reduction projects located in Québec and in China;
- we contributed over \$3 million to donations and sponsorships and offered air time for fund raising purposes. Our principal focus areas are the health, culture and education sectors;
- we participated in the finalization of the Canadian Energy Efficiency Voluntary Agreement ("CEEVA"), effective since January 2017. This agreement, developed by Canadian telecommunications companies together with Natural Resources Canada, intends to limit the energy consumption of set top-boxes provided to our customers. With this agreement in place, it is expected that the total annual energy consumption in Canada, with the telecommunications companies' contribution, including Cogeco Connexion, will be reduced and annual carbon dioxide emissions will be cut by over 100,000 tonnes. This is equivalent to the emissions of over 44,000 sub-compact new vehicles driving 15,000 km/year;
- we assessed our current situation with aboriginal employment, contracting and community involvement, in order to identify areas for improvement;
- we assessed our current situation in terms of supplier diversity, in order to identify areas for improvement.

For more information on our initiatives and our performance, please refer to the latest CSR Report, which was published in January 2016. Our 2016-2017 CSR Report will be published in January 2018.

## RECOGNITIONS

The Corporation's CSR program and related initiatives were recognized during fiscal 2017:

- For a fourth year in a row, Cogeco Communications was part of the *Jantzi Social Index*, consisting of 60 Canadian companies that passed a set of broadly based environmental, social, and governance rating criteria.

## 12.3 FISCAL 2018 CORPORATE SOCIAL RESPONSIBILITY FOCUS

In fiscal 2018, we will continue with the implementation of the main initiatives of the CSR program, such as the reduction of our GHG emissions, the implementation of our Supplier Code of Conduct and the monitoring of our key performance indicators. As we are progressing towards the attainment of our CSR commitments, we will work on the second generation of action plans to further improve our performance. One key area of focus will be the development of a supplier monitoring program, following a risk-based approach.

## 13. CONTROLS AND PROCEDURES

Internal control over financial reporting ("ICFR") is a process designed to provide reasonable, but not absolute, assurance regarding the reliability of financial reporting and of the preparation of financial statements for external purposes in accordance with IFRS. The President and Chief Executive Officer ("CEO") and the Senior Vice President and Chief Financial Officer ("CFO"), together with Management, are responsible for establishing and maintaining adequate disclosure controls and procedures ("DC&P") and ICFR, as defined in National Instrument 52-109. Cogeco Communications' internal control framework is based on the criteria published in the updated version released in May 2013 of the report *Internal Control Integrated Framework* issued by the *Committee of Sponsoring Organizations of the Treadway Commission*.

The CEO and CFO, supported by Management, evaluated the design and effectiveness of the Corporation's DC&P and ICFR at August 31, 2017, and concluded that they were effective. Furthermore, no significant changes to the internal controls over financial reporting occurred during the year ended August 31, 2017.

# 14. ACCOUNTING POLICIES

## 14.1 CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Preparation of the consolidated financial statements in accordance with IFRS requires management to adopt accounting policies and to make estimates and assumptions that affect the reported amounts of assets and liabilities, contingent assets and liabilities and revenue and expenses during the reporting year. A summary of the Corporation's significant accounting policies is presented in Note 2 of the consolidated financial statements. The following accounting policies were identified as critical to Cogeco Communications' business operations.

### REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable, net of returns and discounts. The Corporation recognizes revenue from the sale of products or the rendering of services when the following conditions are met:

- The amount of revenue and related costs can be measured reliably;
- The significant risks and rewards of ownership have been transferred to customers and there is no continuing management involvement to the degree usually associated with ownership nor effective control over the goods; and
- The recovery of the consideration is probable.

More specifically, the Corporation's principal sources of revenue are recognized as follows:

- Monthly subscription revenue for Internet, video and telephony services and rental of equipment are recognized as the services are provided;
- Revenue from data services, long-distance and other pay-per-use services are recognized as the services are provided;
- Revenue from colocation, network connectivity, hosting, cloud and managed services are recognized as the services are provided; and
- Revenue generated from the sale of home terminal devices or other equipment are recognized when the customer accepts the delivery of the equipment.

### ALLOWANCE FOR DOUBTFUL ACCOUNTS

Allowance for doubtful accounts is established based on specific credit risk of the Corporation's customers by examining such factors as the number of overdue days of the customer's balance outstanding as well as the customer's collection history. As a result, conditions causing fluctuations in the aging of customer accounts will directly impact the reported amount of bad debt expenses.

### BUSINESS COMBINATIONS

Fair value of assets acquired and liabilities assumed in a business combination is estimated based on information available at the date of acquisition and involves considerable judgment in determining the fair values assigned to the property, plant and equipment and intangible assets acquired and liabilities assumed on acquisition. Among other things, the determination of these fair values involves the use of discounted cash flow analyses, estimated future margins and estimated future customer counts.

### CAPITALIZATION OF PROPERTY, PLANT AND EQUIPMENT

During construction of new assets, direct costs plus overhead costs directly attributable to the asset are capitalized. Borrowing costs directly attributable to the acquisition or construction of qualifying assets, which require a substantial amount of time to get ready for their intended use or sale, are capitalized until such time the assets are substantially ready for their intended use or sale. All other borrowing costs are recorded as financial expense in the period in which they are incurred.

The cost of replacing a part of property, plant and equipment that is ready for its intended use is added to the carrying amount of the property, plant and equipment or recognized as a separate component if applicable, only if it is probable that the economic benefits associated with the cost will flow to the Corporation and the cost can be measured reliably. The carrying amount of the replaced part is derecognized. All other day-to-day maintenance costs are recognized in profit or loss in the period in which they are incurred.

### CAPITALIZATION OF INTANGIBLE ASSETS

Reconnect and additional service activation costs are capitalized up to a maximum amount not exceeding the revenue generated by the reconnect activity. Direct and incremental costs associated with the acquisition of customers are capitalized.

### DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT AND AMORTIZATION OF INTANGIBLE ASSETS

Measurement of property, plant and equipment and intangible assets with finite useful lives requires estimates for determining the asset expected useful lives and residual values. Management's judgment is also required to determine the components and the depreciation method used.

### PROVISIONS

Management's judgment is used to determine the timing, likelihood and the amount of expected cash outflows as well as the discount rate.

## CONTINGENCIES

Contingencies such as lawsuits, taxes and commitments under contractual and other commercial obligations are estimated based on applying significant judgement in determining if a loss is probable and in determining the estimated outflow of economic resources. Such contingencies are estimated based on the information available to the Corporation.

## FAIR VALUE MEASUREMENT OF DERIVATIVE FINANCIAL INSTRUMENTS

The fair value of derivative financial instruments is estimated using valuation techniques based on several market data such as interest rates, foreign exchange rates and the Corporation's or counterparties' credit risks.

## HEDGE ACCOUNTING

Management uses significant judgment in determining whether the Corporation's financial instruments qualify for hedge accounting, including the assumptions for effectiveness and also in estimating the probability that a transaction will occur, in the case of cash flow hedges of forecasted transaction.

## MEASUREMENT OF DEFINED BENEFIT OBLIGATION

The net defined benefit obligation is determined using actuarial calculations that are based on several assumptions. The actuarial valuation uses the Corporation's assumptions for the discount rate, the expected rate of compensation increase and the mortality table. If the actuarial assumptions are found to be significantly different from the actual data subsequently observed, it could impact the reported amount of defined benefit pension cost recognized in profit or loss, the remeasurement of the net defined benefit asset or liability recognized directly in other comprehensive income and the net assets or net liabilities related to these obligations presented in the consolidated statement of financial position.

## SHARE-BASED PAYMENT

Management estimates the fair value of stock-options granted using the Black-Scholes option pricing model. The estimates used by management include expected dividend yields, volatility of the Corporation's share price, the expected life of the option, the risk-free interest rate and the number of options expected to vest. Estimates are also used in the determination of the number of ISUs and PSUs that are expected to vest, which influences their fair value. The fair value of the PSUs is also estimated based on the level of Economic Value increase;

## MEASUREMENT OF NON-FINANCIAL ASSETS

The measurement of non-financial assets requires the use of management judgment to identify the existence of impairment indicators and the determination of cash-generating units ("CGUs"). Furthermore, when determining the recoverable amount of a CGU or an asset, the Corporation uses significant estimates such as the estimation of future cash flows and discount rates applicable. Any significant modification of market conditions could translate into an inability to recover the carrying amounts of non-financial assets.

## DEFERRED TAXES

Deferred tax assets and liabilities require estimates about the nature and timing of future permanent and temporary differences, the expected timing of reversals of those temporary differences and the future tax rates that will apply to those differences. Judgment is also required in determining the tax basis of indefinite life intangible assets and the resulting tax rate used to measure deferred taxes.

## 14.2 CHANGES IN CRITICAL ACCOUNTING POLICIES AND ESTIMATES

During 2016, the *IFRS Interpretations Committee* ("IFRIC") received a request to clarify how an entity determines the expected manner of recovery of an intangible asset with an indefinite useful life for the purposes of measuring deferred tax. Through the process of considering this question, the IFRIC clarified that an entity should use the tax rate associated with the expected manner of recovery to measure deferred taxes. Further, the fact that an indefinite life intangible asset is not being amortized is not in and of itself evidence that the manner of recovery will be through sale. In response to this clarification, the Corporation retrospectively changed its accounting policy as of September 1, 2016 and has restated the prior period for this change as further explained below.

IAS 12, *Income Taxes*, states that measurement of deferred tax liabilities and deferred tax assets reflects the tax consequences that follow from the manner in which the entity expects, at the end of the reporting period, to recover or settle the carrying amount of the assets and liabilities. The carrying value is recovered in the form of economic benefits that flow to the entity in future periods, thereby the assets are recovered through sale or recovered through use.

In applying the new interpretation, the Corporation has now determined that the benefit of its Cable Distribution Licenses will flow to the Corporation on an annual basis, and thereby the carrying amount will be recovered through use, and as a result, will be subject to a higher tax rate.



Consequently, the Corporation changed its accounting policy with respect to the tax rate used in determining the deferred tax assets and liabilities at the reporting date. The Corporation believes this change in accounting policy will better reflect how the assets will be recovered by the Corporation. The change in accounting policy was applied retrospectively and resulted in the following changes to the Corporation's consolidated financial statements:

	As previously reported	Effect of change in accounting policy	As currently reported
	\$	\$	\$
<b>Balance at August 31, 2015</b>			
Deferred tax assets	12,086	(4,093)	7,993
Deferred tax liabilities	514,194	112,134	626,328
Retained earnings	660,999	(116,227)	544,772
<b>Balance at August 31, 2016</b>			
Deferred tax assets	11,680	(4,093)	7,587
Deferred tax liabilities	488,993	112,134	601,127
Retained earnings	389,720	(116,227)	273,493

## 14.3 FUTURE ACCOUNTING DEVELOPMENT IN CANADA

A number of new standards, interpretations and amendments to existing standards were issued by the *International Accounting Standard Board* ("IASB") that are mandatory but not yet effective for the year ended August 31, 2017, and have not been applied in preparing these consolidated financial statements. The following standards may have a material impact on future consolidated financial statements of the Corporation:

	Effective for annual periods starting on or after	
IFRS 9 <i>Financial Instruments</i>	January 1, 2018	Early adoption permitted
IFRS 15 <i>Revenue from Contracts with Customers</i>	January 1, 2018	Early adoption permitted
IFRS 16 <i>Leases</i>	January 1, 2019	Early adoption permitted

### IFRS 9

IFRS 9 replaces the guidance in IAS 39 *Financial Instruments: Recognition and Measurement*. The Standard includes requirements for recognition and measurement, impairment, derecognition and general hedge accounting. The IASB completed its project to replace IAS 39 in phases, adding to the standard as it completed each phase. IFRS 9 does not replace the requirement for portfolio fair value hedge accounting for interest risk since this phase of the project was separated from the IFRS 9 project due to the longer term nature of the macro hedging project which is currently at the discussion paper phase of the due process. Consequently, the exception in IAS 39 for a fair value hedge of an interest rate exposure of a portfolio of financial assets or financial liabilities continues to apply. The Corporation is in the process of determining the extent of the impact of this change on its consolidated financial statements.

### IFRS 15

IFRS 15 establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single, five-step model for an entity to recognize revenue in order to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. IFRS 15 also provides guidance relating to the treatment of contract acquisition and contract fulfillment costs. In addition, IFRS 15 requires additional disclosure in the consolidated financial statements regarding the Corporation's revenue.

The Corporation expects that the adoption of IFRS 15 should have an impact on the consolidated financial statements with regards to the capitalization of costs to obtain or fulfill a contract. IFRS 15 requires costs to obtain a contract (such as direct and incremental costs associated with the acquisition of customers) and costs to fulfill a contract (such as reconnect and additional service activation costs), to be recognized as an asset and recognized in operating expenses over the period of time the customer is expected to remain a customer of the Corporation. Direct and incremental costs associated with the acquisition of customers are currently being capitalized as intangible assets, for contracts lasting greater than 1 year, and amortized over the term of the revenue arrangement. For contracts with durations of less than 1 year, these costs are currently being recognized in operating expenses as incurred. Reconnect and additional service activation costs are currently being capitalized as intangible assets up to a maximum amount not exceeding the revenue generated by these related reconnect activities, and amortized over the average life of the customer's subscription. Under IFRS 15, these costs will no longer be limited to the related reconnect revenue.

The adoption of IFRS 15 should not have a significant impact on the timing of the recognition of revenue and on the total revenue recognized over the term of the revenue arrangement. Thus, all performance obligations within the contract should remain essentially the same. The Corporation expects that the presentation of expenses between amortization and operating expenses may change under IFRS 15, however the impact of the new standard should be low on its profit for the period and its free cash flow.

IFRS 15 supersedes the following standards: IAS 11 *Construction Contracts*, IAS 18 *Revenue*, IFRIC 13 *Customer Loyalty Programmes*, IFRIC 15 *Agreements for the Construction of Real Estate*, IFRIC 18 *Transfers of Assets from Customers* and SIC-31 *Revenue-Barter Transactions Involving Advertising Services*.

Application of the standard is mandatory for all IFRS reporters, and is expected to be applied retrospectively by the Corporation. It applies to almost all contracts with customers: the main exceptions being leases, financial instruments and insurance contracts. The Corporation is continuing to assess the impact of this change on its consolidated financial statements.

## IFRS 16

IFRS 16 introduces a single accounting model for lessees and for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee will be required to recognize a right-of-use asset, representing its right to use the underlying asset, and a corresponding lease liability, representing its obligation to make the lease payments. IFRS 16 supersedes the current standard IAS 17 *Leases*. The accounting treatment for lessors will remain largely the same as under IAS 17. Early adoption is permitted, but only if the entity is also applying IFRS 15. The Corporation is in the process of determining the extent of the impact of this change on its consolidated financial statements.

## 15. NON-IFRS FINANCIAL MEASURES

This section describes non-IFRS financial measures used by Cogeco Communications throughout this MD&A. These financial measures are reviewed in assessing the performance of the Corporation and used in the decision-making process with regards to our business units. Reconciliations between “free cash flow”, “adjusted EBITDA”, “operating margin” and “capital intensity” and the most comparable IFRS financial measures are also provided. These financial measures do not have standard definitions prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies.

Non-IFRS measure	Application	Calculation	Most comparable IFRS measures
Free cash flow	Management and investors use free cash flow to measure Cogeco Communications' ability to repay debt, distribute capital to its shareholders and finance its growth.	Free cash flow: - Cash flow from operating activities add: - Amortization of deferred transaction costs and discounts on long-term debt; - Changes in non-cash operating activities; - Income taxes paid; and - Financial expense paid deduct: - Current income taxes; - Financial expense; - Acquisition of property, plant and equipment; and - Acquisition of intangible and other assets.	Cash flow from operating activities
Adjusted EBITDA and Operating margin	Adjusted EBITDA and operating margin are key measures commonly reported and used in the telecommunications industry, as they allow comparisons between companies that have different capital structures and are more current measures since they exclude the impact of historical investments in assets. Adjusted EBITDA is one of the key metrics employed by the financial community to value a business and its financial strength.  Adjusted EBITDA for Cogeco Communications' business units is equal to the segment profit (loss) reported in note 5 of the Consolidated Financial Statements.	Adjusted EBITDA: - Profit (loss) for the year add: - Income taxes; - Financial expense; - Depreciation and amortization; - Impairment of goodwill and intangible assets; - Claims and litigations; and - Integration, restructuring and acquisition costs.  Operating margin: - Adjusted EBITDA divided by: - Revenue	Profit (loss) for the year          No comparable IFRS measure
Capital intensity	Capital intensity is used by Cogeco Communications' management and investors to assess the Corporation's investment in capital expenditures in order to support a certain level of revenue.	Capital intensity: - Acquisition of property, plant and equipment; and - Acquisition of intangible and other assets divided by: - Revenue	No comparable IFRS measure

## 15.1 FREE CASH FLOW RECONCILIATION

	Quarters ended		Years ended	
	August 31, 2017	August 31, 2016	August 31, 2017	August 31, 2016
<i>(in thousands of dollars)</i>	\$	\$	\$	\$
<b>Cash flow from operating activities</b>	<b>345,957</b>	261,623	<b>956,657</b>	745,168
Amortization of deferred transaction costs and discounts on long-term debt	2,171	2,110	8,804	9,002
Changes in non-cash operating activities	(112,013)	(53,924)	(68,833)	(32,301)
Income taxes paid	(2,682)	18,451	2,969	123,001
Current income taxes	(20,918)	(23,252)	(88,162)	(93,887)
Financial expense paid	16,555	20,997	119,781	133,903
Financial expense	(33,067)	(34,394)	(129,424)	(136,378)
Acquisition of property, plant and equipment	(138,312)	(103,109)	(406,864)	(444,741)
Acquisition of intangible and other assets	(6,850)	(6,908)	(21,193)	(22,769)
<b>Free cash flow</b>	<b>50,841</b>	81,594	<b>373,735</b>	280,998

## 15.2 ADJUSTED EBITDA AND OPERATING MARGIN RECONCILIATION

	Quarters ended		Years ended	
	August 31, 2017	August 31, 2016	August 31, 2017	August 31, 2016
<i>(in thousands of dollars, except percentages)</i>	\$	\$	\$	\$
<b>Profit (loss) for the period</b>	<b>71,335</b>	74,581	<b>299,225</b>	(189,628)
Income taxes	22,460	17,918	98,062	69,143
Financial expense	33,067	34,394	129,424	136,378
Impairment of goodwill and intangible assets	—	—	—	450,000
Depreciation and amortization	117,142	119,299	475,068	497,963
Claims and litigations	—	292	—	10,791
Integration, restructuring and acquisition costs	3,191	1,326	3,191	8,802
<b>Adjusted EBITDA</b>	<b>247,195</b>	247,810	<b>1,004,970</b>	983,449
Revenue	551,728	544,056	2,226,851	2,176,149
<b>Operating margin</b>	<b>44.8%</b>	45.5%	<b>45.1%</b>	45.2%

## 15.3 CAPITAL INTENSITY RECONCILIATION

	Quarters ended		Years ended	
	August 31, 2017	August 31, 2016	August 31, 2017	August 31, 2016
<i>(in thousands of dollars, except percentages)</i>	\$	\$	\$	\$
Acquisition of property, plant and equipment	138,312	103,109	406,864	444,741
Acquisition of intangible and other assets	6,850	6,908	21,193	22,769
<b>Total acquisitions of property, plant and equipment, intangible and other assets</b>	<b>145,162</b>	110,017	<b>428,057</b>	467,510
Revenue	551,728	544,056	2,226,851	2,176,149
<b>Capital intensity</b>	<b>26.3%</b>	20.2%	<b>19.2%</b>	21.5%

## 16. ADDITIONAL INFORMATION

This MD&A was prepared on November 2, 2017. Additional information relating to the Corporation, including its Annual Information Form, is available on the SEDAR website at [www.sedar.com](http://www.sedar.com) or on the Corporation's website at [corpo.cogeco.com](http://corpo.cogeco.com).

# CONSOLIDATED FINANCIAL STATEMENTS

## Consolidated Financial Statements

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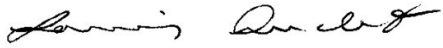
# MANAGEMENT'S RESPONSIBILITY

## RELATED TO THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of Cogeco Communications Inc. (the "Corporation") and the financial information contained in this annual report are the responsibility of management. The consolidated financial statements include amounts determined by management based on estimates, which in their opinion are reasonable and fair. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and have been approved by the Board of Directors. Operating and financial information used elsewhere in the annual report is consistent with that of the consolidated financial statements.

In fulfilling its responsibilities, management of Cogeco Communications Inc. and its subsidiaries has developed, and continues to improve administrative and accounting systems in order to provide reasonable assurance that assets are safeguarded against loss or unauthorized use and maintains internal accounting controls to ensure that financial records are reliable for preparing the financial statements. The Board of Directors carries out its responsibility for the financial statements in this annual report principally through its Audit Committee, which reviews the annual consolidated financial statements of the Corporation and recommends their approval to the Board of Directors. The Committee periodically meets with management and the external auditor to discuss the results of the external and internal examinations and matters having an impact on financial information.

The independent auditor appointed by the shareholders, Deloitte LLP, Chartered Professional Accountants, is responsible for making an independent examination of the consolidated financial statements in accordance with Canadian auditing standards and to issue an opinion on the statements. The independent auditor has free access to the Audit Committee, with or without the presence of management. Their report follows.



Louis Audet  
President and Chief Executive Officer



Patrice Ouimet  
Senior Vice President and Chief Financial Officer

Montréal, November 2, 2017



# INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Cogeco Communications Inc.

We have audited the accompanying consolidated financial statements of Cogeco Communications Inc., which comprise the consolidated statements of financial position as at August 31, 2017 and August 31, 2016, and the consolidated statements of profit or loss, consolidated statements of comprehensive income (loss), consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years ended August 31, 2017 and August 31, 2016, 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, 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.

## Auditor's Responsibility

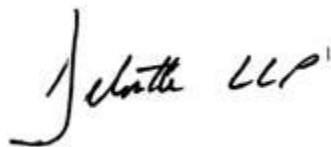
Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain 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 auditor's judgment, 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 auditor considers 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes 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 Cogeco Communications Inc. as at August 31, 2017 and August 31, 2016, and its financial performance and its cash flows for the years ended August 31, 2017 and August 31, 2016 in accordance with International Financial Reporting Standards.



November 2, 2017  
Montréal, Québec

<sup>1</sup> CPA auditor, CA, public accountancy permit No. A124341

## CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

Years ended August 31,	Notes	2017	2016
<i>(In thousands of Canadian dollars, except per share data)</i>		\$	\$
<b>Revenue</b>	5	<b>2,226,851</b>	2,176,149
Operating expenses	7	<b>1,202,942</b>	1,174,232
Management fees – Cogeco Inc.	23 A)	<b>18,939</b>	18,468
Integration, restructuring and acquisition costs	5	<b>3,191</b>	8,802
Claims and litigations	5	—	10,791
Depreciation and amortization	8	<b>475,068</b>	497,963
Impairment of goodwill and intangible assets	15 C)	—	450,000
Financial expense	9	<b>129,424</b>	136,378
Income taxes	10	<b>98,062</b>	69,143
<b>Profit (loss) for the year</b>		<b>299,225</b>	(189,628)
<b>Earnings (loss) per share</b>			
Basic	11	<b>6.08</b>	(3.87)
Diluted	11	<b>6.03</b>	(3.87)

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

Years ended August 31, <i>(In thousands of Canadian dollars)</i>	Note	2017 \$	2016 \$
<b>Profit (loss) for the year</b>		<b>299,225</b>	(189,628)
<b>Other comprehensive income (loss)</b>			
Items to be subsequently reclassified to profit or loss			
<i>Cash flow hedging adjustments</i>			
Net change in fair value of hedging derivative financial instruments		830	(49,999)
Net change in fair value of hedging derivative financial instruments reclassified to financial expense		—	48,108
Related income taxes		(271)	440
		<b>559</b>	(1,451)
<i>Foreign currency translation adjustments</i>			
Net foreign currency translation differences on net investments in foreign operations		(36,301)	957
Net changes on translation of long-term debt designated as hedges of net investments in foreign operations		28,022	2,664
Related income taxes		(272)	(1,363)
		<b>(8,551)</b>	2,258
		<b>(7,992)</b>	807
Items not to be subsequently reclassified to profit or loss			
<i>Defined benefit plans actuarial adjustments</i>			
Remeasurement of net defined benefit liability	21	5,509	(6,021)
Related income taxes		(1,460)	1,619
		<b>4,049</b>	(4,402)
Other comprehensive income (loss) for the year		<b>(3,943)</b>	(3,595)
<b>Comprehensive income (loss) for the year</b>		<b>295,282</b>	(193,223)

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Years ended August 31, 2017 and 2016 <i>(In thousands of Canadian dollars)</i>	Share capital	Share-based payment reserve	Accumulated other comprehensive income	Retained earnings	Total shareholders' equity
	\$	\$	\$	\$	\$
	(Note 18)		(Note 19)	(restated, Note 3)	
Balance at August 31, 2015	1,001,618	12,535	83,820	544,772	1,642,745
Loss for the year	—	—	—	(189,628)	(189,628)
Other comprehensive income (loss) for the year	—	—	807	(4,402)	(3,595)
Comprehensive income (loss) for the year	—	—	807	(194,030)	(193,223)
Issuance of subordinate voting shares under the Stock Option Plan	5,282	—	—	—	5,282
Share-based payment	—	6,184	—	—	6,184
Share-based payment previously recorded in share-based payment reserve for options exercised	1,261	(1,261)	—	—	—
Dividends on multiple voting shares (Note 18 C)	—	—	—	(24,478)	(24,478)
Dividends on subordinate voting shares (Note 18 C)	—	—	—	(52,020)	(52,020)
Acquisition of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans	(4,575)	—	—	—	(4,575)
Distribution to employees of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans	4,881	(4,130)	—	(751)	—
Total contributions by (distributions to) shareholders	6,849	793	—	(77,249)	(69,607)
Balance at August 31, 2016	1,008,467	13,328	84,627	273,493	1,379,915
Profit for the year	—	—	—	299,225	299,225
Other comprehensive income (loss) for the year	—	—	(7,992)	4,049	(3,943)
Comprehensive income (loss) for the year	—	—	(7,992)	303,274	295,282
Issuance of subordinate voting shares under the Stock Option Plan	7,011	—	—	—	7,011
Share-based payment	—	5,155	—	—	5,155
Share-based payment previously recorded in share-based payment reserve for options exercised	1,538	(1,538)	—	—	—
Dividends on multiple voting shares (Note 18 C)	—	—	—	(26,989)	(26,989)
Dividends on subordinate voting shares (Note 18 C)	—	—	—	(57,671)	(57,671)
Acquisition of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans	(3,436)	—	—	—	(3,436)
Distribution to employees of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans	4,056	(3,859)	—	(197)	—
Total contributions by (distributions to) shareholders	9,169	(242)	—	(84,857)	(75,930)
<b>Balance at August 31, 2017</b>	<b>1,017,636</b>	<b>13,086</b>	<b>76,635</b>	<b>491,910</b>	<b>1,599,267</b>

# CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

At August 31, (In thousands of Canadian dollars)	Notes	2017 \$	2016 \$
<i>(restated, Note 3)</i>			
<b>Assets</b>			
Current			
Cash and cash equivalents	20 B)	211,185	62,286
Short-term investments	12	54,000	—
Trade and other receivables	22 A)	90,387	115,435
Income taxes receivable		4,210	12,701
Prepaid expenses and other		20,763	16,208
Derivative financial instrument		98	1,040
		<b>380,643</b>	<b>207,670</b>
Non-current			
Other assets	13	7,095	7,944
Property, plant and equipment	14	1,947,239	1,989,720
Intangible assets	15 A)	1,978,302	2,059,548
Goodwill	15 B)	1,023,424	1,060,780
Derivative financial instrument		759	—
Deferred tax assets	10	10,918	7,587
		<b>5,348,380</b>	<b>5,333,249</b>
<b>Liabilities and Shareholders' equity</b>			
<b>Liabilities</b>			
Current			
Bank indebtedness	17 a)	3,801	4,115
Trade and other payables		316,762	289,668
Provisions	16	23,010	30,688
Income tax liabilities		103,649	26,680
Deferred and prepaid revenue		85,005	61,316
Balance due on a business combination		118	—
Derivative financial instruments		192	—
Intercompany note payable - Cogeco Inc.	23 B)	—	40,000
Current portion of long-term debt	17	131,915	22,516
		<b>664,452</b>	<b>474,983</b>
Non-current			
Long-term debt	17	2,444,518	2,838,130
Derivative financial instruments		—	165
Deferred and prepaid revenue and other liabilities		31,462	30,120
Pension plan liabilities and accrued employee benefits	21	4,934	8,809
Deferred tax liabilities	10	603,747	601,127
		<b>3,749,113</b>	<b>3,953,334</b>
<b>Shareholders' equity</b>			
Share capital	18 B)	1,017,636	1,008,467
Share-based payment reserve		13,086	13,328
Accumulated other comprehensive income	19	76,635	84,627
Retained earnings		491,910	273,493
		<b>1,599,267</b>	<b>1,379,915</b>
		<b>5,348,380</b>	<b>5,333,249</b>

Commitments, contingencies and guarantees (Note 24)

On behalf of the Board of Directors,



**Jan Peeters**  
Director



**Joanne Ferstman**  
Director

## CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended August 31, (In thousands of Canadian dollars)	Notes	2017 \$	2016 \$
<b>Cash flow from operating activities</b>			
Profit (loss) for the year		299,225	(189,628)
Adjustments for:			
Depreciation and amortization	8	475,068	497,963
Impairment of goodwill and intangible assets	15 C)	—	450,000
Financial expense	9	129,424	136,378
Income taxes	10	98,062	69,143
Share-based payment	18 D)	6,658	6,398
Loss on disposals and write-offs of property, plant and equipment		2,225	952
Defined benefit plans contributions, net of expense		(88)	(1,435)
		1,010,574	969,771
Changes in non-cash operating activities	20 A)	68,833	32,301
Financial expense paid		(119,781)	(133,903)
Income taxes paid		(2,969)	(123,001)
		956,657	745,168
<b>Cash flow from investing activities</b>			
Acquisition of property, plant and equipment	14	(406,864)	(444,741)
Acquisition of intangible and other assets		(21,193)	(22,769)
Acquisition of short-term investments	12	(54,000)	—
Business combination, net of cash and cash equivalents acquired	6	(804)	—
Proceeds on disposals of property, plant and equipment		9,648	2,635
Other		—	156
		(473,213)	(464,719)
<b>Cash flow from financing activities</b>			
Increase (decrease) in bank indebtedness		(314)	4,115
Proceeds (repayment) on intercompany note payable - Cogeco inc.		(40,000)	40,000
Net decrease under the revolving facilities		(187,286)	(107,755)
Repayments of long-term debt and settlement of derivative financial instruments		(23,078)	(240,629)
Repayment of balance due on a business combination		(837)	—
Transaction costs on long-term debt conversion and increase in deferred transaction costs		(440)	(1,195)
Issuance of subordinate voting shares	18 B)	7,011	5,282
Acquisition of subordinate voting shares held in trust under the Incentive and Performance Share Unit Plans	18 B)	(3,436)	(4,575)
Dividends paid on multiple voting shares	18 C)	(26,989)	(24,478)
Dividends paid on subordinate voting shares	18 C)	(57,671)	(52,020)
		(333,040)	(381,255)
<b>Effect of exchange rate changes on cash and cash equivalents denominated in foreign currencies</b>		(1,505)	(74)
<b>Net change in cash and cash equivalents</b>		148,899	(100,880)
Cash and cash equivalents, beginning of the year		62,286	163,166
<b>Cash and cash equivalents, end of the year</b>		211,185	62,286



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended August 31, 2017 and 2016

## NATURE OF OPERATIONS

Cogeco Communications Inc. ("Cogeco Communications" or the "Corporation") is a Canadian public communications corporation whose subordinate voting shares are listed on the Toronto Stock Exchange ("TSX") under the trading symbol "CCA".

Operating in Canada under the Cogeco Connexion name in Québec and Ontario, and in the United States under the Atlantic Broadband name in western Pennsylvania, south Florida, Maryland/Delaware, South Carolina and eastern Connecticut, Cogeco Communications provides residential and business customers with Internet, video and telephony services through its two-way broadband fibre networks. Through its subsidiary Cogeco Peer 1, the Corporation provides its business customers with a suite of information technology services (colocation, network connectivity, hosting, cloud services and managed services), through its 16 data centres, extensive FastFiber Network® and more than 50 points of presence in North America and Europe.

During 2017, the Corporation announced that its subsidiary, Atlantic Broadband has entered into a definitive agreement with Harron Communications, L.P. to purchase all of its cable systems operating under the MetroCast brand name ("MetroCast") (see Note 24 A). The transaction is expected to be completed in January 2018 and is subject to regulatory approvals along with other closing conditions customary to transactions of this nature.

The Corporation is a subsidiary of Cogeco Inc. ("Cogeco"), which holds 31.7% of the Corporation's equity shares, representing 82.3% of the votes attached to the Corporation's voting shares.

The Corporation's registered office is located at 5 Place Ville Marie, Suite 1700, Montréal, Québec, H3B 0B3.

## 1. BASIS OF PRESENTATION

These audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements have been prepared on a going concern basis using historical cost, except for financial instruments and derivative financial instruments (see Note 2 M)), cash-settled share-based payment arrangements (see Note 2 J)) and pension plan assets (see Note 2 K)), which are measured at fair value, and for the defined benefit obligation (see Note 2K)) and provisions (see Note 2 I)), which are measured at present value.

Financial information is presented in Canadian dollars, which is the functional currency of Cogeco Communications.

The consolidated financial statements were approved by the Board of Directors of Cogeco Communications at its meeting held on November 2, 2017.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements, unless otherwise indicated.

### A) BASIS OF CONSOLIDATION

These consolidated financial statements include the accounts of the Corporation and its subsidiaries.

Subsidiaries are entities controlled by the Corporation. Control is achieved where the Corporation has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries' financial statements are included in the consolidated financial statements from the date that control commences until the date that control ceases. Subsidiaries' year-end and accounting policies are aligned with those adopted by the Corporation. Operating segments and percentage of interest in the principal subsidiaries at August 31, 2017 are as follows:

Operating segment	Principal subsidiaries	Percentage of equity interest	Voting rights
		%	%
Canadian broadband services	Cogeco Connexion	100	100
American broadband services	Atlantic Broadband	100	100
Business ICT services	Cogeco Peer 1	100	100

The Corporation has established special purpose entities ("SPEs") with the objective of mitigating the impact of stock price fluctuations in connection with its Incentive and Performance Share Unit Plans. SPEs are consolidated if, based on an evaluation of the substance

of their relationship with the Corporation and the SPEs' risks and rewards, the Corporation concludes that it controls the SPEs. SPEs controlled by the Corporation were established under terms that impose strict limitations on the decision-making powers of the SPEs' management, resulting in the Corporation receiving the majority of the benefits related to the SPEs' operations and net assets, being exposed to the majority of risks incident to the SPEs' activities, and retaining the majority of the residual or ownership risks related to the SPEs or their assets.

All intercompany transactions and balances and any unrealized revenue and expense are eliminated in preparing the consolidated financial statements.

## B) BUSINESS COMBINATIONS

Business combinations are accounted for using the acquisition method. Goodwill is measured as the excess of the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree over the net recognized amount of the identifiable assets acquired and liabilities assumed, all measured at the acquisition date.

The consideration transferred is measured as the sum of the fair values of assets transferred, liabilities assumed, and equity instruments issued by the Corporation at the acquisition date, including any asset or liability resulting from a contingent consideration arrangement, in exchange for control of the acquiree.

A right to receive or an obligation to pay contingent consideration is classified as an asset or a liability or as equity. Contingent consideration classified as equity is not remeasured until it is finally settled within equity. Contingent consideration classified as an asset or a liability is measured either as a financial instrument or as a provision. Changes in fair values that qualify as measurement period adjustments of preliminary purchase price allocations are adjusted in the current period and such changes are applied on a retroactive basis.

Acquisition costs, other than those associated with the issuance of debt or equity securities, and integration and restructuring costs that the Corporation incurs in connection with a business combination are recognized in profit or loss as incurred.

## C) REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable, net of returns and discounts. The Corporation recognizes revenue from the sale of products or the rendering of services when the following conditions are met:

- The amount of revenue and related costs can be measured reliably;
- The significant risks and rewards of ownership have been transferred to customers and there is no continuing management involvement to the degree usually associated with ownership nor effective control over the goods; and
- The recovery of the consideration is probable.

More specifically, the Corporation's principal sources of revenue are recognized as follows:

- Monthly subscription revenue for Internet, video and telephony services and rental of equipment are recognized as the services are provided;
- Revenue from data services, long-distance and other pay-per-use services are recognized as the services are provided;
- Revenue from colocation, network connectivity, hosting, cloud and managed services are recognized as the services are provided; and
- Revenue generated from the sale of home terminal devices or other equipment are recognized when the customer accepts the delivery of the equipment.

### Multiple-element arrangements

The Corporation offers certain products and services as part of multiple deliverable arrangements. The Corporation evaluates each deliverable arrangement to determine if it would represent a separate component. Components are accounted separately when:

- The delivered elements have stand-alone value to the customer; and
- There is an objective and a reliable evidence of fair value of any undelivered elements.

Consideration is measured and allocated between the components based upon their relative fair values while applying the relevant revenue recognition policy.

The Corporation considers that installation and activation fees are not separate components because they have no stand-alone value. Accordingly, they are deferred and amortized as revenue at the same pace as the revenue from the related services are earned, which is the average life of a customer's subscription for Broadband service customers or the term of the agreement for Business ICT service customers.

Unearned revenue, such as payments for goods and services received in advance of delivery, are recorded as deferred and prepaid revenue until the service is provided or the product is delivered to the customer.

## D) PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are measured at cost, less accumulated depreciation and impairment losses.

During construction of new assets, direct costs plus overhead costs directly attributable to the asset are capitalized. Borrowing costs directly attributable to the acquisition or construction of qualifying assets, which require a substantial amount of time to get ready for

their intended use or sale, are capitalized until such time the assets are substantially ready for their intended use or sale. All other borrowing costs are recorded as financial expense in the period in which they are incurred.

The cost of replacing a part of property, plant and equipment that is ready for its intended use is added to the carrying amount of the property, plant and equipment or recognized as a separate component if applicable, only if it is probable that the economic benefits associated with the cost will flow to the Corporation and the cost can be measured reliably. The carrying amount of the replaced part is derecognized. All other day-to-day maintenance costs are recognized in profit or loss in the period in which they are incurred.

Depreciation is recognized from the date the asset is ready for its intended use so as to write-off the cost of assets, other than freehold land and properties under construction, less their residual values over their useful lives, using the straight-line method. Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Depreciation periods are as follows:

Buildings and leasehold improvements <sup>(1)</sup>	10 to 40 years
Networks and infrastructure <sup>(2)</sup>	5 to 20 years
Home terminal devices	3 to 5 years
Data centre equipment <sup>(3)</sup>	3 to 7 years
Rolling stock and equipment <sup>(4)</sup>	3 to 10 years

(1) Leasehold improvements are amortized over the shorter of the term of the lease or economic life.

(2) Networks and infrastructure include cable towers, headends, transmitters, fibre and coaxial networks, customer drops and network equipment.

(3) Data centre equipment includes general infrastructure, mechanical and electrical equipment, security and access control. Servers that are included as part of the hosting product line are amortized on a straight-line basis over their expected useful life, which is three years.

(4) Rolling stock and equipment includes rolling stock, programming equipment, furniture and fixtures, computer and software and other equipments.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The estimated useful lives, residual values and depreciation method are reviewed annually, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss arising on the disposal or write-off of an item of property, plant and equipment is determined as the difference between the sale proceeds, if any, and the carrying amount of the asset and is recognized as profit or loss.

The Corporation does not record decommissioning obligations in connection with its fibre and coaxial networks. The Corporation expects to renew all of its agreements with utility companies to access their support structures in the future, thus the resulting present value of the obligation is not significant.

## E) INTANGIBLE ASSETS

### Intangible assets acquired separately

Intangible assets acquired separately are measured at cost less accumulated amortization and impairment losses, if they are amortizable, otherwise, only net of accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite.

### Identifiable intangible assets acquired in a business combination

Identifiable intangible assets acquired in a business combination are recognized separately from goodwill if they meet the definition of intangible asset and if their fair value can be measured reliably. The cost of these intangible assets equals their acquisition-date fair value. Subsequent to initial recognition, identifiable intangible assets acquired in a business combination are recorded at cost less accumulated amortization and impairment losses, if they are amortizable, otherwise only net of accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite.

### Intangible assets with finite useful lives

Intangible assets with finite useful lives are amortized over their useful life. The estimated useful lives are reviewed annually, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with finite useful lives are amortized as follows:

- Customer relationships are amortized on a straight-line basis over the estimated useful life, defined as the average life of a customer's subscription, not exceeding eight years;
- Favorable leases are amortized on a straight-line basis over the remaining non-cancelable term of the lease agreement;
- Reconnect and additional service activation costs are capitalized up to a maximum amount not exceeding the revenue generated by the reconnect activity and are amortized over the average life of a customer's subscription, not exceeding eight years; and
- Direct and incremental costs associated with the acquisition of customers are capitalized and amortized over the term of the revenue arrangement for customers whereby the expected term of the arrangement is greater than one year.

## Intangible assets with indefinite useful lives

Intangible assets with indefinite useful lives are those for which there is no foreseeable limit to their useful economic life as they arise from contractual or other legal rights that can be renewed without significant cost. They are comprised of Cable Distribution Undertaking Broadcasting Licenses and Franchises ("Cable Distribution Licenses") and Trade name. Cable Distribution Licenses are comprised of broadcast authorities licenses and exemptions from licensing that allow access to homes and customers in a specific area. The Corporation has concluded that the Cable Distribution Licenses have indefinite useful lives since there are no legal, regulatory, contractual, economic or other factors that would prevent their renewals or limit the period over which they will contribute to the Corporation's cash flows. The Trade name is considered to have an indefinite economic life because of the institutional nature of the corporate trade name, its ability to maintain market recognition and profitable operations over long periods of time and the Corporation's commitment to develop and enhance its value. The Corporation reviews at the end of each reporting period whether events and circumstances continue to support indefinite useful life assessment for these Cable Distribution Licenses and the Trade name. Intangible assets with indefinite useful lives are not amortized, but tested for impairment at least annually or more frequently if there is any indication of impairment.

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognized. It is not amortized but tested for impairment at least annually or more frequently if there is an indication of impairment.

## F) IMPAIRMENT OF NON FINANCIAL ASSETS

At the end of each reporting period, the Corporation reviews the carrying value of its property, plant and equipment and intangible assets with finite useful lives to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Goodwill and intangible assets with indefinite useful lives are tested for impairment at least annually or more frequently if there is an indication of impairment.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

For the purpose of impairment testing, assets that cannot be tested on an individual basis are grouped together into the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets ("cash-generating unit" or "CGU"). When a reasonable and consistent basis of allocation can be identified, corporate assets are allocated to an individual CGU, otherwise they are allocated to the smallest group of CGU for which a reasonable and a consistent basis of allocation can be identified.

The most recent detailed calculation made in a preceding period of the recoverable amount of a CGU to which goodwill has been allocated may be used in the impairment test of that unit in the current period provided all of the following criteria are met:

- The assets and liabilities making up the unit have not changed significantly since the most recent recoverable amount calculation;
- The most recent recoverable amount calculation resulted in an amount that exceeded the carrying amount of the unit by a substantial margin; and
- Based on an analysis of events that have occurred and circumstances that have changed since the most recent recoverable amount calculation, the likelihood that a current recoverable amount determination would be less than the current carrying amount of the unit is remote.

An impairment loss is recognized when the carrying amount of an asset or a CGU exceeds its recoverable amount. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any allocated goodwill and then to reduce the carrying amount of other assets on a pro-rata basis. The impairment loss is recognized immediately in profit or loss in the period in which the loss occurs.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

For the purpose of impairment testing, goodwill is allocated to each of the Corporation's CGUs that are expected to benefit from the synergies of the related business combination. An impairment loss recognized for goodwill cannot be reversed.

## G) LEASES

### Lessee

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

Assets held under finance leases are recognized as assets of the Corporation at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments as determined at the inception of the lease. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. The corresponding liability is included in the statement of financial position as a finance lease obligation. Lease payments are apportioned between financial expense and reduction

of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Financial expense and depreciation of the assets are recognized in profit or loss in the period they occur.

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease.

#### **Lessor**

The Corporation leases certain equipment, primarily home terminal devices, to its customers. These leases are classified as operating leases and rental revenue is recognized over the term of the relevant lease.

## **H) INCOME TAXES**

Income tax expense represents the sum of the taxes currently payable and deferred. Current and deferred taxes are recognized in profit or loss, except when they relate to a business combination or to items that are recognized in other comprehensive income or directly in equity.

#### **Current tax**

The tax currently payable is based on taxable profit for the year. The Corporation's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

#### **Deferred tax**

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or assets or liabilities in a transaction that is not a business combination and that affects neither the taxable profit nor the accounting profit or is related to investments in subsidiaries to the extent that the Corporation is able to control the reversal and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are generally recognized for unused tax losses and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which, those unused tax losses and deductible temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted at the end of the reporting period. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Corporation expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority on the same taxable entity, or on different tax entities, but the Corporation intends to settle its current tax assets and liabilities on a net basis.

## **I) PROVISIONS**

Provisions represent liabilities of the Corporation for which the amount or timing is uncertain. A provision is recorded when the Corporation has a legal or constructive present obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized represents management's best estimate required to settle the obligation at the end of the reporting period, taking into account the obligation's risks and uncertainties. When the effect of the time value of money is material, the amount of the provision is determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as financial expense.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

## **J) SHARE-BASED PAYMENT**

#### **Equity-settled awards**

The Corporation measures stock options granted to employees that vest rateably over the service period based on the fair value of each tranche on grant date by using the Black-Scholes pricing model and a compensation expense is recognized on a straight-line basis over the vesting period applicable to the tranche, with a corresponding increase in share-based payment reserve. Granted options vest equally over a period of five years beginning one year after the day such options are granted. When the stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion previously recorded in share-based payment reserve.

The Corporation measures Incentive Share Units ("ISUs") and Performance Share Units ("PSUs") granted to employees based on the fair value of the Corporation's subordinate voting shares at the date of grant and a compensation expense is recognized over the vesting period, with a corresponding increase in share-based payment reserve. The total vesting period of each grant is three years less one day.

## Cash-settled awards

The fair value of the amount payable to the members of the Board of Directors in respect of share appreciation rights under the Deferred Share Unit ("DSU") Plan of the Corporation, which are settled in cash or shares, is recognized as a compensation expense with a corresponding increase in pension plan liabilities and accrued employee benefits as of the date units are issued to the members of the Board of Directors. The accrued liability is remeasured at the end of each reporting period, until settlement, using the average closing price of the subordinate voting shares on the TSX for the twenty consecutive trading days immediately preceding by one day the closing date of the reporting period. Any changes in the fair value of the liability are recognized in profit or loss.

## K) EMPLOYEE BENEFITS

### Short-term employee benefits

Short-term employee benefits include wages, salaries, compensated absences, profit-sharing and bonuses. They are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit sharing plans if the Corporation has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an expense in the periods during which services are rendered by employees.

### Defined benefit plans

A defined benefit plan is a post-employment benefit plan whereby the amount of pension benefit that a plan participant will receive during retirement is defined and dependent on factors such as age, years of service and compensation. On each annual reporting date, independent actuaries extrapolate the data of the most recent full actuarial valuation to measure, for accounting purposes, the present value of the defined benefit obligation. The Corporation's net defined benefit liability in respect of defined benefit plans is calculated separately for each plan.

The present values of the defined benefit obligation, the current service cost and, if applicable, the past service cost are actuarially determined using the projected unit credit method (sometimes known as the accrued benefit method pro-rated on service) based on management's best-estimate assumptions on the discount rate, the expected rate of compensation increase and the mortality table.

Management determines the discount rate based on a review of the current market interest rates on investment-grade fixed-rate corporate bonds, which are rates adjusted to reflect the duration of the expected future cash outflows of retirement benefit payments.

The net defined benefit liability or asset recognized in the consolidated statement of financial position corresponds to the fair value of plan assets net of the present value of the defined benefit obligation. Any asset resulting from this calculation is limited to the present value of the economic benefits available in the form of refunds from the plans or in the form of reductions in future contributions to the plans.

The net defined benefit cost components of the defined benefit plans are recognized as follows:

- Service cost is recognized in profit or loss;
- Net interest on the net defined benefit liability or asset is recognized in profit or loss;
- Remeasurements of the net defined benefit liability or asset are recognized in other comprehensive income.

The service cost recognized in profit or loss comprises:

- Current service cost provided in exchange for employees services rendered during the period;
- Past service cost recognized in profit or loss in the period in which the plan is amended; and
- Gains or losses resulting from a settlement recognized in profit or loss in the period in which the plan settlement occurs.

Net interest on the net defined benefit liability or asset is calculated by multiplying the net defined benefit liability or asset by the discount rate.

Remeasurements of the net defined benefit liability or asset are recognized immediately in retained earnings and they are not reclassified to profit or loss in a subsequent period. Remeasurements of the net defined benefit liability or asset comprise:

- Actuarial gains and losses arising from experience adjustments, changes in financial assumptions and changes in demographic assumptions;
- The return on plan assets, except amounts included in interest income; and
- Any change in the effect of the asset ceiling, except amounts included in net interest on the net defined benefit liability or asset.



## L) FOREIGN CURRENCY TRANSLATION

For the purpose of the consolidated financial statements, the profit or loss and financial position of each group entity are expressed in Canadian dollars, which is the functional and presentation currency of the Corporation.

### Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currency of the Corporation's entities at the exchange rate in effect at the transaction date. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. Foreign currency differences arising on translation are recognized as financial expense in profit or loss, except for those arising on the translation of financial instruments designated as a hedge of a net investment in foreign operations, and financial instruments designated as hedging instruments in a cash flow hedge, which are recognized in other comprehensive income until the hedged items are settled or recognized in profit or loss.

### Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustment arising on acquisition, are translated to Canadian dollars using exchange rates prevailing at the end of the reporting period.

Revenue and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly or significant transactions occurred during that period, in which case the exchange rates at the date of the transactions are used. Exchange differences arising from the translation process of net investments in foreign operations are recognized as foreign currency translation adjustments in other comprehensive income and accumulated in equity.

The Corporation applies hedge accounting to foreign currency differences arising between the functional currency of the foreign operation and the Corporation's functional currency. Foreign currency differences arising on the translation of long-term debt designated as hedges of a net investment in foreign operations are recognized in other comprehensive income to the extent that the hedge is effective, and are presented within equity in the foreign currency translation balance. To the extent that the hedge is ineffective, such differences are recognized in profit or loss. When the hedged portion of a net investment is disposed of, the relevant amount in the cumulative amount of foreign currency translation adjustments is transferred to profit or loss as part of the profit or loss on disposal.

## M) FINANCIAL INSTRUMENTS

### Classification and measurement

All financial instruments, including derivatives, are included in the statement of financial position initially at fair value when the Corporation becomes a party to the contractual obligations of the instrument.

Subsequent to initial recognition, non-derivative financial instruments are measured in accordance with their classification as described below:

- Loans and receivables are financial assets with fixed or determinable payments that are not quoted on an open market. Cash and cash-equivalents (other than bankers' acceptances), short-term investments and trade and other receivables are classified as loans and receivables. They are measured at amortized cost using the effective interest method, less any impairment loss;
- Bankers' acceptances (included in cash equivalents), are classified as held-to-maturity and measured at amortized cost;
- Transaction costs that are directly attributable to the acquisition or related to the issuance of financial assets or liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as required, upon initial recognition. Transaction costs directly attributable to the acquisition of financial assets or liabilities at fair value through profit or loss are recognized immediately in profit or loss; and
- Bank indebtedness, trade and other payables, intercompany note payable and long-term debt are classified as other liabilities. They are measured at amortized cost using the effective interest method. Directly attributable transaction costs are added to the initial fair value of financial instruments except for those incurred with respect to the revolving facilities which are recorded as other assets and amortized over the term of the related financing on a straight-line basis.

Financial assets are derecognized only when the Corporation no longer holds the contractual rights to the cash flows of the asset or when the Corporation transfers substantially all the risks and rewards of ownership of the financial asset to another entity. Financial liabilities are derecognized only when the Corporation's obligations are discharged, cancelled or expired.

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

### Derivative financial instruments, including hedge accounting

The Corporation uses foreign currency forward contracts as derivative financial instruments to manage foreign exchange risk related to its foreign denominated forecasted purchase commitments of property, plant and equipment. In addition, the Corporation uses interest rate swaps as derivative financial instruments to manage interest rate risk related to its floating rate long-term debt. The Corporation does not hold or use any derivative financial instruments for speculative trading purposes.

Derivative financial instruments are recognized initially at fair value and related transaction costs are recognized in profit or loss as incurred. Subsequent to initial recognition, derivative financial instruments are measured at fair value, and changes therein are accounted for as described below. Net receipts or payments arising from derivative financial instruments are recognized as financial expense.

On initial designation of the hedge, the Corporation formally documents the relationship between the hedging instrument and the hedged item, including the risk management objectives and strategy in undertaking the hedging transaction, together with the methods that will be used to assess the effectiveness of the hedging relationship and measure the ineffectiveness. The Corporation makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, whether the hedging instruments are expected to be "highly effective" in offsetting the changes in the cash flows of the respective hedged items during the period for which the hedge is designated and whether the actual results of each hedging relationship are within a range of 80-125 percent. For a cash flow hedge of a forecasted transaction, the transaction should be highly probable to occur and should present an exposure to variations in cash flows that could ultimately affect reported profit or loss.

#### *Cash flow hedge accounting*

When a derivative financial instrument is designated as the hedging instrument in a hedge of the variability in cash flows attributable to a particular risk associated with a recognized asset or liability or a highly probable forecasted transaction that could affect profit or loss, the effective portion of changes in the fair value of the derivative financial instrument is recognized in accumulated other comprehensive income and presented in the cash flow hedge reserve in equity. The amount recognized in accumulated other comprehensive income is removed and included in profit or loss in the same period as the hedged item affects profit or loss and in the same line item as the hedged item. Any ineffective portion of changes in the fair value of the derivative financial instrument is recognized immediately in profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires, is sold, terminated, exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognized in accumulated other comprehensive income and presented in cash flow hedge reserve in equity, remains there until the forecasted hedged item affects profit or loss. If the forecasted hedged item is no longer expected to occur, then the balance in accumulated other comprehensive income is recognized immediately in profit or loss.

In other cases, the amount recognized in accumulated other comprehensive income is transferred to profit or loss in the same period in which, the hedged item affects profit or loss.

#### **Embedded derivatives**

Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, if a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and if the combined instrument is not measured at fair value through profit or loss.

#### **Impairment of financial assets**

Trade and other receivables ("receivables") are assessed at each reporting date to determine whether there is objective evidence that they are impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that receivables are impaired can include default or delinquency by a debtor or indications that a debtor will enter into bankruptcy.

The Corporation considers evidence of impairment for receivables at both the specific asset level and on an aggregate basis. All individually significant receivables are assessed for specific impairment. Those found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Receivables that are not individually significant are assessed on an aggregate basis for impairment by grouping together receivables with similar risk characteristics.

An impairment loss in respect of receivables is calculated as the difference between its carrying amount and the present value of the estimated future cash flows. Losses are recognized in profit or loss and reflected in an allowance account presented in reduction of receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

## **N) CASH AND CASH EQUIVALENTS**

Cash and cash equivalents include cash and highly liquid investments that have an original maturity of three months or less.

## **O) SHORT-TERM INVESTMENTS**

Short-term investments consist of highly liquid certificates of deposit and have original maturities over three months, but not more than one year.

## **P) EARNINGS PER SHARE**

The Corporation presents basic and diluted earnings per share data for its multiple and subordinate voting shares. Basic earnings per share is calculated by dividing the profit or loss attributable to shareholders of the Corporation by the weighted average number of multiple and subordinate voting shares outstanding during the period, adjusted for subordinate voting shares held in trust under the ISU

and PSU Plans. Diluted earnings per share is determined by further adjusting the weighted average number of multiple and subordinate voting shares outstanding for the effects of all potential dilutive subordinate voting shares, which comprise stock options, ISUs and PSUs granted to executive officers and designated employees.

## Q) SEGMENT REPORTING

An operating segment is a component of the Corporation that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Corporation's other components. All segments' operating results are reviewed regularly by the Corporation's chief operating decision maker ("CODM") to decide about resources to be allocated to the operating segment and to assess its performance, and for which discrete financial information is available. Segment operating results that are directly reported to the CODM include items directly attributable to an operating segment as well as those that can be allocated on a reasonable basis.

## R) ACCOUNTING JUDGMENTS AND USE OF ESTIMATES

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenue and expenses.

Significant areas requiring the use of management's judgments and estimates relate to the following items:

- **Allowance for doubtful accounts**

Allowance for doubtful accounts is established based on specific credit risk of the Corporation's customers by examining such factors as the number of overdue days of the customer's balance outstanding as well as the customer's collection history. As a result, conditions causing fluctuations in the aging of customer accounts will directly impact the reported amount of bad debt expenses (see Note 22 A);

- **Business combinations**

Fair value of assets acquired and liabilities assumed in a business combination is estimated based on information available at the date of acquisition and involves considerable judgment in determining the fair values assigned to the property, plant and equipment and intangible assets acquired and liabilities assumed on acquisition. Among other things, the determination of these fair values involves the use of discounted cash flow analyses, estimated future margins and estimated future customer counts (see Note 6);

- **Depreciation of property, plant and equipment and amortization of intangible assets**

Measurement of property, plant and equipment and intangible assets with finite useful lives requires estimates for determining the asset expected useful lives and residual values. Management's judgment is also required to determine the components and the depreciation method used (see Note 8);

- **Provisions**

Management's judgment is used to determine the timing, likelihood and the amount of expected cash outflows as well as the discount rate (see Note 16);

- **Contingencies**

Contingencies such as lawsuits, taxes and commitments under contractual and other commercial obligations are estimated based on applying significant judgement in determining if a loss is probable and in determining the estimated outflow of economic resources. Such contingencies are estimated based on the information available to the Corporation;

- **Fair value measurement of derivative financial instruments**

The fair value of derivative financial instruments is estimated using valuation techniques based on several market data such as interest rates, foreign exchange rates and the Corporation's or counterparties' credit risks;

- **Hedge accounting**

Management uses significant judgment in determining whether the Corporation's financial instruments qualify for hedge accounting, including the assumptions for effectiveness and also in estimating the probability that a transaction will occur, in the case of cash flow hedges of forecasted transaction;

- **Measurement of defined benefit obligation**

The net defined benefit obligation is determined using actuarial calculations that are based on several assumptions. The actuarial valuation uses the Corporation's assumptions for the discount rate, the expected rate of compensation increase and the mortality table. If the actuarial assumptions are found to be significantly different from the actual data subsequently observed, it could impact the reported amount of defined benefit pension cost recognized in profit or loss, the remeasurement of the net defined benefit asset or liability recognized directly in other comprehensive income and the net assets or net liabilities related to these obligations presented in the consolidated statement of financial position (see Note 21);

- **Share-based payments**

Management estimates the fair value of stock-options granted using the Black-Scholes option pricing model. The estimates used by management include expected dividend yields, volatility of the Corporation's share price, the expected life of the option, the risk-free interest rate and the number of options expected to vest. Estimates are also used in the determination of the number of ISUs and PSUs that are expected to vest, which influences their fair value. The fair value of the PSUs is also estimated based on the level of Economic Value increase;

- **Measurement of non-financial assets**

The measurement of non-financial assets requires the use of management judgment to identify the existence of impairment indicators and the determination of CGUs. Furthermore, when determining the recoverable amount of a CGU or an asset, the Corporation uses significant estimates such as the estimation of future cash flows and discount rates applicable. Any significant modification of market conditions could translate into an inability to recover the carrying amounts of non-financial assets (Note 15); and

- **Deferred taxes**

Deferred tax assets and liabilities require estimates about the nature and timing of future permanent and temporary differences, the expected timing of reversals of those temporary differences and the future tax rates that will apply to those differences. Judgment is also required in determining the tax basis of indefinite life intangible assets and the resulting tax rate used to measure deferred taxes (see Note 10).

Such judgments and estimates are based on the facts and information available to the management of the Corporation. Changes in facts and circumstances may require the revision of previous estimates, and actual results could differ from these estimates.

### 3. CHANGE IN ACCOUNTING POLICY

During 2016, the *IFRS Interpretations Committee* ("IFRIC") received a request to clarify how an entity determines the expected manner of recovery of an intangible asset with an indefinite useful life for the purposes of measuring deferred tax. Through the process of considering this question, the IFRIC clarified that an entity should use the tax rate associated with the expected manner of recovery to measure deferred taxes. Further, the fact that an indefinite life intangible asset is not being amortized is not in and of itself evidence that the manner of recovery will be through sale. In response to this clarification, the Corporation retrospectively changed its accounting policy as of September 1, 2016 and has restated the prior period for this change as further explained below.

IAS 12, *Income Taxes*, states that measurement of deferred tax liabilities and deferred tax assets reflects the tax consequences that follow from the manner in which the entity expects, at the end of the reporting period, to recover or settle the carrying amount of the assets and liabilities. The carrying value is recovered in the form of economic benefits that flow to the entity in future periods, thereby the assets are recovered through sale or recovered through use.

In applying the new interpretation, the Corporation has now determined that the benefit of its Cable Distribution Licenses will flow to the Corporation on an annual basis, and thereby the carrying amount will be recovered through use, and as a result, will be subject to a higher tax rate.

Consequently, the Corporation changed its accounting policy with respect to the tax rate used in determining the deferred tax assets and liabilities at the reporting date. The Corporation believes this change in accounting policy will better reflect how the assets will be recovered by the Corporation. The change in accounting policy was applied retrospectively and resulted in the following changes to the Corporation's consolidated financial statements:

	As previously reported	Effect of change in accounting policy	As currently reported
	\$	\$	\$
<b>Balance at August 31, 2015</b>			
Deferred tax assets	12,086	(4,093)	7,993
Deferred tax liabilities	514,194	112,134	626,328
Retained earnings	660,999	(116,227)	544,772
<b>Balance at August 31, 2016</b>			
Deferred tax assets	11,680	(4,093)	7,587
Deferred tax liabilities	488,993	112,134	601,127
Retained earnings	389,720	(116,227)	273,493

## 4. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE

A number of new standards, interpretations and amendments to existing standards were issued by the IASB that are mandatory but not yet effective for the year ended August 31, 2017, and have not been applied in preparing these consolidated financial statements. The following standards may have a material impact on future consolidated financial statements of the Corporation:

	Effective for annual periods	
	starting on or after	
IFRS 9 <i>Financial Instruments</i>	January 1, 2018	Early adoption permitted
IFRS 15 <i>Revenue from Contracts with Customers</i>	January 1, 2018	Early adoption permitted
IFRS 16 <i>Leases</i>	January 1, 2019	Early adoption permitted

### IFRS 9

IFRS 9 replaces the guidance in IAS 39 *Financial Instruments: Recognition and Measurement*. The Standard includes requirements for recognition and measurement, impairment, derecognition and general hedge accounting. The IASB completed its project to replace IAS 39 in phases, adding to the standard as it completed each phase. IFRS 9 does not replace the requirement for portfolio fair value hedge accounting for interest risk since this phase of the project was separated from the IFRS 9 project due to the longer term nature of the macro hedging project which is currently at the discussion paper phase of the due process. Consequently, the exception in IAS 39 for a fair value hedge of an interest rate exposure of a portfolio of financial assets or financial liabilities continues to apply. The Corporation is in the process of determining the extent of the impact of this change on its consolidated financial statements.

### IFRS 15

IFRS 15 establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single, five-step model for an entity to recognize revenue in order to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. IFRS 15 also provides guidance relating to the treatment of contract acquisition and contract fulfillment costs. In addition, IFRS 15 requires additional disclosure in the consolidated financial statements regarding the Corporation's revenue.

The Corporation expects that the adoption of IFRS 15 should have an impact on the consolidated financial statements with regards to the capitalization of costs to obtain or fulfill a contract. IFRS 15 requires costs to obtain a contract (such as direct and incremental costs associated with the acquisition of customers) and costs to fulfill a contract (such as reconnect and additional service activation costs), to be recognized as an asset and recognized in operating expenses over the period of time the customer is expected to remain a customer of the Corporation. Direct and incremental costs associated with the acquisition of customers are currently being capitalized as intangible assets, for contracts lasting greater than 1 year, and amortized over the term of the revenue arrangement. For contracts with durations of less than 1 year, these costs are currently being recognized in operating expenses as incurred. Reconnect and additional service activation costs are currently being capitalized as intangible assets up to a maximum amount not exceeding the revenue generated by these related reconnect activities, and amortized over the average life of the customer's subscription. Under IFRS 15, these costs will no longer be limited to the related reconnect revenue.

The adoption of IFRS 15 should not have a significant impact on the timing of the recognition of revenue and on the total revenue recognized over the term of the revenue arrangement. Thus, all performance obligations within the contract should remain essentially the same. The Corporation expects that the presentation of expenses between amortization and operating expenses may change under IFRS 15, however the impact of the new standard should be low on its profit for the period.

IFRS 15 supersedes the following standards: IAS 11 *Construction Contracts*, IAS 18 *Revenue*, IFRIC 13 *Customer Loyalty Programmes*, IFRIC 15 *Agreements for the Construction of Real Estate*, IFRIC 18 *Transfers of Assets from Customers* and SIC-31 *Revenue-Barter Transactions Involving Advertising Services*.

Application of the standard is mandatory for all IFRS reporters, and is expected to be applied retrospectively by the Corporation. It applies to almost all contracts with customers: the main exceptions being leases, financial instruments and insurance contracts. The Corporation is continuing to assess the impact of this change on its consolidated financial statements.

### IFRS 16

IFRS 16 introduces a single accounting model for lessees and for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee will be required to recognize a right-of-use asset, representing its right to use the underlying asset, and a corresponding lease liability, representing its obligation to make the lease payments. IFRS 16 supersedes the current standard IAS 17 *Leases*. The accounting treatment for lessors will remain largely the same as under IAS 17. Early adoption is permitted, but only if the entity is also applying IFRS 15. The Corporation is in the process of determining the extent of the impact of this change on its consolidated financial statements.

## 5. OPERATING SEGMENTS

The Corporation's segment profit (loss) is reported in three operating segments: Canadian broadband services, American broadband services and Business information and communications technology ("Business ICT") services. The reporting structure reflects how the Corporation manages its business activities to make decisions about resources to be allocated to the segments and to assess their performance.

The Canadian and American broadband services segments provide a wide range of Internet, video and telephony services primarily to residential customers and also provide business services to small and medium sized businesses across their coverage areas. The Canadian broadband services activities are carried out by Cogeco Connexion in the Provinces of Québec and Ontario, and the American broadband services activities are carried out by Atlantic Broadband in western Pennsylvania, southern Florida, Maryland/Delaware, South Carolina and eastern Connecticut.

The Business ICT services segment provides colocation, network connectivity, hosting, cloud and an extensive portfolio of managed services primarily in Canada, the United States and Europe to small, medium and large enterprises around the globe. Cogeco Peer 1 provides these services in the following key vertical markets: online retail, financial services, technology, public sector, education, health care, business services, manufacturing, media and online gaming. The primary activities of the Business ICT services segment are carried out by Cogeco Peer 1 across Canada (British Columbia, Ontario and Québec), the United States (California, Texas, Virginia, Florida and Georgia) and Europe (London and Southampton, United Kingdom and France). Cogeco Peer 1 has more than 50 points of presence, including in Germany, the Netherlands and Mexico.

The Corporation and its chief operating decision maker assess the performance of each operating segment based on its segment profit (loss), which is equal to revenue less operating expenses. The other expenses, except for management fees, financial expense and income taxes, are reported by segment solely for external reporting purposes. Management fees, financial expense and income taxes are managed on a consolidated basis and, accordingly, are not reflected in segmented results. The Inter-segment eliminations and other, eliminate any intercompany transactions included in each segment's operating results and include head office activities. Transactions between operating segments are measured at the amounts agreed to between the parties.

	Canadian broadband services	American broadband services	Business ICT services	Inter-segment eliminations and other	Consolidated
<b>Year ended August 31, 2017</b>					
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$
<b>Revenue</b>	1,296,455	643,135	290,799	(3,538)	2,226,851
Operating expenses	618,223	371,947	199,748	13,024	1,202,942
Management fees – Cogeco Inc.	—	—	—	18,939	18,939
<b>Segment profit (loss)</b>	678,232	271,188	91,051	(35,501)	1,004,970
Integration, restructuring and acquisition costs <sup>(1)</sup>	—	3,191	—	—	3,191
Depreciation and amortization	231,893	138,088	104,786	301	475,068
Financial expense					129,424
Income taxes					98,062
<b>Profit for the year</b>					299,225
Property, plant and equipment	1,110,926	443,257	392,603	453	1,947,239
Intangible assets	990,600	905,805	81,897	—	1,978,302
Goodwill	4,662	749,982	268,780	—	1,023,424
Acquisition of property, plant and equipment	229,530	129,735	47,599	—	406,864
Acquisition of intangible and other assets	10,600	5,215	5,378	—	21,193

(1) Comprised of due diligence and transaction costs in connection with a business combination that is expected to close in early January 2018 (see Note 24 A)).



Year ended August 31, 2016	Canadian broadband services	American broadband services	Business ICT services	Inter-segment eliminations and other	Consolidated
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$
<b>Revenue</b>	1,268,515	609,753	301,523	(3,642)	2,176,149
Operating expenses	608,452	349,497	203,189	13,094	1,174,232
Management fees – Cogeco Inc.	—	—	—	18,468	18,468
<b>Segment profit (loss)</b>	660,063	260,256	98,334	(35,204)	983,449
Integration, restructuring and acquisition costs <sup>(1)</sup>	2,752	594	5,456	—	8,802
Claims and litigations <sup>(2)</sup>	—	—	10,791	—	10,791
Depreciation and amortization	242,100	129,427	126,135	301	497,963
Impairment of goodwill and intangible assets <i>(Note 15 C)</i>	—	—	450,000	—	450,000
Financial expense	—	—	—	—	136,378
Income taxes	—	—	—	—	69,143
<b>Loss for the year</b>					<b>(189,628)</b>
Property, plant and equipment	1,106,192	444,666	438,108	754	1,989,720
Intangible assets	988,957	970,790	99,801	—	2,059,548
Goodwill	4,662	784,680	271,438	—	1,060,780
Acquisition of property, plant and equipment	222,333	115,081	107,310	17	444,741
Acquisition of intangible and other assets	11,492	4,072	7,205	—	22,769

(1) Comprised of acquisition and integration costs related to a business combination in the American broadband services segment and restructuring costs in the Canadian broadband services and Business ICT services segments.

(2) Comprised of costs related to the settlement of claims and costs related to litigations.

The following tables set out certain geographic market information:

<b>Year ended August 31, 2017</b>	<b>Canada</b>	<b>United States</b>	<b>Europe</b>	<b>Total</b>
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$
Revenue	1,466,948	729,201	30,702	2,226,851
Property, plant and equipment	1,426,089	490,820	30,330	1,947,239
Intangible assets	1,044,991	929,565	3,746	1,978,302
Goodwill	221,867	787,633	13,924	1,023,424

Year ended August 31, 2016	Canada	United States	Europe	Total
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$
Revenue	1,428,863	708,680	38,606	2,176,149
Property, plant and equipment	1,450,350	502,357	37,013	1,989,720
Intangible assets	1,051,192	1,002,134	6,222	2,059,548
Goodwill	221,867	824,074	14,839	1,060,780

## 6. BUSINESS COMBINATION

On September 1, 2016, Cogeco Connexion completed the acquisition of all the shares of Briand et Moreau Câble Inc., a regional cable company operating in Gaspésie (Québec), which served 808 Internet service and 1,439 video service customers at September 1, 2016.

The acquisition was accounted for using the purchase method and was subject to post closing adjustments, which were completed in the second quarter of 2017. The final allocation of the purchase price of this acquisition is as follows:

	Preliminary November 30, 2016	Final February 28, 2017
	\$	\$
<b>Purchase price</b>		
Consideration paid	880	880
Balance due on a business combination	896	955
	1,776	1,835
<b>Net assets acquired</b>		
Cash and cash equivalents	76	76
Trade and other receivables	70	57
Prepaid expenses and other	9	9
Property, plant and equipment	204	204
Intangible assets	2,296	2,358
Trade and other payables assumed	(102)	(92)
Income tax liabilities	(13)	(13)
Deferred and prepaid revenue	(10)	(10)
Deferred tax liabilities	(549)	(549)
Long-term debt assumed	(205)	(205)
	1,776	1,835

## 7. OPERATING EXPENSES

Years ended August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
Salaries, employee benefits and outsourced services	358,736	350,877
Service delivery costs <sup>(1)</sup>	658,955	650,834
Customer related costs <sup>(2)</sup>	66,923	64,230
Other external purchases <sup>(3)</sup>	118,328	108,291
	1,202,942	1,174,232

(1) Include cost of equipment sold, content and programming costs, payments to other carriers, data centre expenses, franchise fees and network costs.

(2) Include advertising and marketing expenses, selling costs, billing expenses, bad debts and collection expenses.

(3) Include office building expenses, professional service fees, Canadian Radio-television and Telecommunications Commission ("CRTC") fees, losses and gains on disposals and write-offs of property, plant and equipment and other administrative expenses.

## 8. DEPRECIATION AND AMORTIZATION

Years ended August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
Depreciation of property, plant and equipment	413,016	428,722
Amortization of intangible assets	62,052	69,241
	475,068	497,963

## 9. FINANCIAL EXPENSE

Years ended August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
Interest on long-term debt	124,215	131,808
Net foreign exchange losses (gains)	846	(273)
Amortization of deferred transaction costs	2,511	2,432
Capitalized borrowing costs <sup>(1)</sup>	(2,930)	(1,877)
Other	4,782	4,288
	<b>129,424</b>	<b>136,378</b>

(1) For the years ended August 31, 2017 and 2016, the weighted average interest rate used in the capitalization of borrowing costs was 4.5%.

## 10. INCOME TAXES

Years ended August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
Current	88,162	93,887
Deferred	9,900	(24,744)
	<b>98,062</b>	<b>69,143</b>

The following table provides the reconciliation between income tax expense at the Canadian statutory federal and provincial income tax rates and the consolidated income tax expense:

Years ended August 31,	2017	2016
<i>(in thousands of Canadian dollars)</i>	\$	\$
Profit (loss) before income taxes	397,287	(120,485)
Combined Canadian income tax rate	26.50%	26.71%
Income taxes at combined Canadian income tax rate	105,281	(32,182)
Adjustment for losses or profit subject to lower or higher tax rates	9,315	6,902
Revaluation of deferred tax assets	587	9,444
Impact on deferred taxes as a result of changes in substantively enacted tax rates	(1,714)	1,226
Impact on income taxes arising from non-deductible expenses <sup>(1)</sup>	671	107,676
Tax impacts related to foreign operations	(17,009)	(21,346)
Other	931	(2,577)
Income taxes at effective income tax rate	<b>98,062</b>	<b>69,143</b>

(1) Comprised of \$107.2 million of non-deductible impairment of goodwill and intangible assets for the year ended August 31, 2016.

The following table shows deferred income taxes resulting from temporary differences between the carrying amounts of assets and liabilities for accounting purposes and the amounts used for tax purposes, as well as tax losses carryforwards:

At August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
		<i>(restated, Note 3)</i>
Property, plant and equipment	(165,005)	(174,237)
Intangible assets and goodwill	(563,613)	(565,757)
Deferred and prepaid revenue	11,731	10,973
Non-capital losses and other tax credits carryforwards, net of unrecognized benefits related to tax losses	133,791	139,832
Other	(9,733)	(4,351)
Net deferred tax liabilities	<b>(592,829)</b>	<b>(593,540)</b>
Financial statement presentation:		
Deferred tax assets	10,918	7,587
Deferred tax liabilities	(603,747)	(601,127)
Net deferred tax liabilities	<b>(592,829)</b>	<b>(593,540)</b>

The movements in deferred tax asset and liability balances during fiscal 2017 and 2016 were as follows:

Year ended August 31, 2017	Balance beginning of the year	Recognized in profit or loss	Recognized in other comprehensive income (loss)	Acquisition through a business combination	Foreign currency translation adjustments	Balance end of the year
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$
	<i>(restated, Note 3)</i>					
Property, plant and equipment	(174,237)	4,552	—	63	4,617	(165,005)
Intangible assets and goodwill	(565,757)	(11,288)	—	(612)	14,044	(563,613)
Deferred and prepaid revenue	10,973	995	—	—	(237)	11,731
Non-capital losses and other tax credits carryforwards, net of unrecognized benefits related to tax losses	139,832	(683)	—	—	(5,358)	133,791
Other	(4,351)	(3,476)	(2,003)	—	97	(9,733)
	<b>(593,540)</b>	<b>(9,900)</b>	<b>(2,003)</b>	<b>(549)</b>	<b>13,163</b>	<b>(592,829)</b>

Year ended August 31, 2016	Balance beginning of the year	Recognized in profit or loss	Recognized in other comprehensive income (loss)	Foreign currency translation adjustments	Balance end of the year	
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	
	<i>(restated, Note 3)</i>				<i>(restated, Note 3)</i>	
Property, plant and equipment	(169,710)	(3,881)	—	(646)	(174,237)	
Intangible assets and goodwill	(573,049)	5,887	—	1,405	(565,757)	
Deferred and prepaid revenue	9,683	1,311	—	(21)	10,973	
Partnerships income	(20,710)	20,710	—	—	—	
Non-capital losses and other tax credits carryforwards, net of unrecognized benefits related to tax losses	139,609	1,423	—	(1,200)	139,832	
Other	(4,158)	(706)	696	(183)	(4,351)	
	<b>(618,335)</b>	<b>24,744</b>	<b>696</b>	<b>(645)</b>	<b>(593,540)</b>	

At August 31, 2017, the Corporation and its subsidiaries had accumulated federal income tax losses, the benefits of which have been recognized in these financial statements, unless indicated otherwise. These losses expire as follows:

<i>(In thousands of Canadian dollars)</i>	2025	2026	Thereafter	Total
	\$	\$	\$	\$
Canada	—	—	62,545	62,545
United States	39,542	69,180	196,575	305,297
United Kingdom <sup>(1)</sup>	—	—	14,910	14,910
	<b>39,542</b>	<b>69,180</b>	<b>274,030</b>	<b>382,752</b>

(1) Net tax losses in United Kingdom can be carried forward indefinitely to offset against profit of the same enterprise. The benefit of these tax losses have not been recognized in these financial statements.

The Corporation and its subsidiaries also had accumulated capital losses amounting to \$521 million which can be carried forward indefinitely against capital gains, and \$248 million of unrealized foreign exchange temporary differences, the benefits of which have not been recognized in these consolidated financial statements.

## 11. EARNINGS (LOSS) PER SHARE

The following table provides the reconciliation between basic and diluted earnings (loss) per share:

Years ended August 31,	2017	2016
<i>(In thousands of Canadian dollars, except number of shares and per share data)</i>	\$	\$
<b>Profit (loss) for the year</b>	<b>299,225</b>	(189,628)
Weighted average number of multiple and subordinate voting shares outstanding	<b>49,204,213</b>	49,032,367
Effect of dilutive stock options <sup>(1)(2)</sup>	<b>168,469</b>	—
Effect of dilutive incentive share units <sup>(2)</sup>	<b>111,120</b>	—
Effect of dilutive performance share units <sup>(2)</sup>	<b>111,393</b>	—
Weighted average number of diluted multiple and subordinate voting shares outstanding	<b>49,595,195</b>	49,032,367
<b>Earnings (loss) per share</b>		
Basic	<b>6.08</b>	(3.87)
Diluted	<b>6.03</b>	(3.87)

(1) For the year ended August 31, 2017, 2,475 stock options (155,900 in 2016) were excluded from the calculation of diluted earnings per share as the exercise price of the options was greater than the average share price of the subordinate voting shares.

(2) The weighted average dilutive potential of subordinate voting shares which amounted to 417,337 for the year ended August 31, 2016, is anti-dilutive due to the loss incurred for the year.

## 12. SHORT-TERM INVESTMENTS

At August 31, 2017 the Corporation's short-term investments are comprised of certificates of deposit, for a total of \$54 million, bearing interest between 1.08% to 1.22% and with maturity dates ranging from October 2017 to June 2018.

## 13. OTHER ASSETS

At August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
Transaction costs	<b>3,091</b>	5,167
Other	<b>4,004</b>	2,777
	<b>7,095</b>	7,944

## 14. PROPERTY, PLANT AND EQUIPMENT

During fiscal 2017 and 2016, property, plant and equipment variations were as follows:

Years ended August 31, 2017 and 2016 (In thousands of Canadian dollars)	Land, buildings and leasehold improvements	Networks and infrastructure <sup>(1)</sup>	Data centre equipment <sup>(2)</sup>	Home terminal devices	Rolling stock and equipment <sup>(3)</sup>	Total
	\$	\$	\$	\$	\$	\$
<b>Cost</b>						
Balance at August 31, 2015	241,033	2,874,338	272,520	555,844	309,371	4,253,106
Additions	17,124	212,784	57,374	89,297	68,162	444,741
Disposals and write-offs	(393)	(7,527)	(3,162)	(37,181)	(15,038)	(63,301)
Foreign currency translation adjustments	(6,076)	(3,380)	(5,388)	(495)	(2,297)	(17,636)
Balance at August 31, 2016	251,688	3,076,215	321,344	607,465	360,198	4,616,910
Acquisition through a business combination	—	204	—	—	—	204
Additions	4,967	233,627	25,189	78,961	64,120	406,864
Disposals and write-offs	(6,931)	(15,485)	(17,896)	(47,647)	(2,650)	(90,609)
Foreign currency translation adjustments	(3,463)	(31,450)	(11,523)	(6,198)	(5,316)	(57,950)
<b>Balance at August 31, 2017</b>	<b>246,261</b>	<b>3,263,111</b>	<b>317,114</b>	<b>632,581</b>	<b>416,352</b>	<b>4,875,419</b>
<b>Accumulated depreciation and impairment losses</b>						
Balance at August 31, 2015	61,407	1,472,548	118,416	413,600	201,714	2,267,685
Depreciation expense	16,865	255,337	26,264	70,623	59,633	428,722
Disposals and write-offs	(364)	(5,133)	(3,029)	(36,170)	(15,018)	(59,714)
Foreign currency translation adjustments	(1,712)	(2,020)	(3,932)	(230)	(1,609)	(9,503)
Balance at August 31, 2016	76,196	1,720,732	137,719	447,823	244,720	2,627,190
Depreciation expense	15,760	244,847	32,528	70,361	49,520	413,016
Disposals and write-offs	(653)	(10,844)	(17,845)	(46,845)	(2,549)	(78,736)
Foreign currency translation adjustments	(1,339)	(16,237)	(9,807)	(2,799)	(3,108)	(33,290)
<b>Balance at August 31, 2017</b>	<b>89,964</b>	<b>1,938,498</b>	<b>142,595</b>	<b>468,540</b>	<b>288,583</b>	<b>2,928,180</b>
<b>Carrying amounts</b>						
At August 31, 2016	175,492	1,355,483	183,625	159,642	115,478	1,989,720
<b>At August 31, 2017</b>	<b>156,297</b>	<b>1,324,613</b>	<b>174,519</b>	<b>164,041</b>	<b>127,769</b>	<b>1,947,239</b>

(1) Networks and infrastructure include cable towers, headends, transmitters, fibre and coaxial networks, customer drops, and network equipment.

(2) Data centre equipment includes general infrastructure, mechanical and electrical equipment, security and access control.

(3) Rolling stock and equipment includes rolling stock, programming equipment, furniture and fixtures, computer and software and other equipments.



## 15. INTANGIBLE ASSETS AND GOODWILL

### A) INTANGIBLE ASSETS

During fiscal 2017 and 2016, intangible assets variations were as follows:

Years ended August 31, 2017 and 2016 <i>(In thousands of Canadian dollars)</i>	Finite useful life		Indefinite useful life		Total
	Customer relationships <sup>(1)</sup>	Other <sup>(2)</sup>	Cable Distribution Licenses	Trade name	
	\$	\$	\$	\$	\$
<b>Cost</b>					
Balance at August 31, 2015	427,973	68,353	1,811,679	25,934	2,333,939
Additions	—	22,960	—	—	22,960
Fully amortized	—	(12,249)	—	—	(12,249)
Foreign currency translation adjustments	(3,328)	(445)	(2,632)	—	(6,405)
Balance at August 31, 2016	424,645	78,619	1,809,047	25,934	2,338,245
Acquisitions through a business combination	2,358	—	—	—	2,358
Additions	—	21,572	—	—	21,572
Fully amortized	—	(13,533)	—	—	(13,533)
Foreign currency translation adjustments	(14,144)	(1,316)	(37,236)	—	(52,696)
<b>Balance at August 31, 2017</b>	<b>412,859</b>	<b>85,342</b>	<b>1,771,811</b>	<b>25,934</b>	<b>2,295,946</b>
<b>Accumulated amortization and impairment losses</b>					
Balance at August 31, 2015	167,964	34,492	—	—	202,456
Amortization expense	52,018	17,223	—	—	69,241
Impairment	21,500	—	—	—	21,500
Fully amortized	—	(12,249)	—	—	(12,249)
Foreign currency translation adjustments	(2,027)	(224)	—	—	(2,251)
Balance at August 31, 2016	239,455	39,242	—	—	278,697
Amortization expense	44,095	17,957	—	—	62,052
Fully amortized	—	(13,533)	—	—	(13,533)
Foreign currency translation adjustments	(9,002)	(570)	—	—	(9,572)
<b>Balance at August 31, 2017</b>	<b>274,548</b>	<b>43,096</b>	<b>—</b>	<b>—</b>	<b>317,644</b>
<b>Carrying amounts</b>					
At August 31, 2016	185,190	39,377	1,809,047	25,934	2,059,548
<b>At August 31, 2017</b>	<b>138,311</b>	<b>42,246</b>	<b>1,771,811</b>	<b>25,934</b>	<b>1,978,302</b>

(1) Customer relationships include long-term contractual agreements with customers.

(2) Includes reconnect and additional service activation costs in the Broadband services segments, direct and incremental costs associated with the acquisition of customers and favorable leases.

## B) GOODWILL

During fiscal 2017 and 2016, goodwill variations were as follows:

Years ended August 31, 2017 and 2016		\$
<i>(In thousands of Canadian dollars)</i>		
<b>Cost</b>		
Balance at August 31, 2015		1,497,800
Foreign currency translation adjustments		(11,910)
Balance at August 31, 2016		1,485,890
Foreign currency translation adjustments		<b>(51,806)</b>
<b>Balance at August 31, 2017</b>		<b>1,434,084</b>
<b>Accumulated impairment losses</b>		
Balance at August 31, 2015		—
Impairment		428,500
Foreign currency translation adjustments		(3,390)
Balance at August 31, 2016		425,110
Foreign currency translation adjustments		<b>(14,450)</b>
<b>Balance at August 31, 2017</b>		<b>410,660</b>
<b>Carrying amounts</b>		
At August 31, 2016		1,060,780
<b>At August 31, 2017</b>		<b>1,023,424</b>

## C) IMPAIRMENT TESTING OF GOODWILL AND INTANGIBLE ASSETS

The Corporation tests goodwill and intangible assets with indefinite useful lives for impairment annually, or more frequently when indicators of impairment are identified.

Goodwill is allocated to cash-generating units ("CGU") based on the level at which management monitors goodwill. The allocation is made to CGUs that are expected to benefit from the synergies of the business combination from which it arose.

Intangible assets with indefinite useful lives who do not generate independent cash inflows from those of other assets or group of assets, are allocated and tested for impairment as part of the CGU to which they belong.

For the purpose of impairment testing, goodwill and intangible assets with indefinite useful lives are allocated to each of the Corporation's CGUs as follows:

At August 31,	2017			2016		
	Goodwill	Cable Distribution Licenses	Trade name	Goodwill	Cable Distribution Licenses	Trade name
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$
Canadian broadband services	4,662			4,662		
Ontario		857,696	—		857,696	—
Québec		109,304	—		109,304	—
American broadband services	749,982			784,680		
Southern Florida		234,423	—		245,269	—
South Carolina		38,862	—		40,660	—
Western Pennsylvania		389,870	—		407,908	—
Maryland/Delaware		51,398	—		53,776	—
Eastern Connecticut		90,258	—		94,434	—
Business ICT services	268,780	—	25,934	271,438	—	25,934
<b>Total</b>	<b>1,023,424</b>	<b>1,771,811</b>	<b>25,934</b>	1,060,780	1,809,047	25,934

Goodwill and intangible assets with indefinite useful lives are considered impaired if the recoverable amount is less than the carrying amount. The recoverable amount of each CGU is calculated based on the higher of value in use and fair value less cost to sell. The value in use is determined using cash flow projections derived from internal financial projections covering a period of five to eight years. They reflect management's expectations of revenue growth, expenses and capital expenditures for each CGU based on past experience and expected growth for the segment. Cash flows beyond that period are extrapolated using an estimated terminal growth rate determined with regard to

projected growth rates for the specific markets in which the CGUs participate and are not considered to exceed the long-term average growth rates for those markets. Discount rates applied to the cash flow forecasts are derived from the Corporation's pre-tax weighted average cost of capital, adjusted for the different risk profiles of the individual CGUs.

In fiscal 2017 the Corporation changed the date of its annual impairment tests from August 31st to June 30th. The change better aligns with the Corporation's annual budgeting process. The Corporation determined this date change to be more appropriate and believes it did not have any impact on the financial results of the Corporation.

At June 30, 2017 and August 31, 2016, the Corporation performed impairment tests for its CGUs within the Canadian and American broadband services segments. The recoverable amount of each CGU was determined to be higher than its carrying amount and no impairment loss has been recognized for the years ended August 31, 2017 and 2016. The 2014 calculation of the recoverable amount of the Canadian broadband services, which represented the most recent detailed calculation made in a preceding year, was used in the impairment tests of its CGUs at August 31, 2016.

At May 31, 2017, the Corporation tested goodwill and long-lived assets of its Business ICT services CGU for impairment, due to the financial performance indicators being lower than initially projected. The recoverable amount was determined to be higher than its carrying amount and no impairment loss was recognized at May 31, 2017.

### Impairment of goodwill and intangible assets in 2016

As part of a process initiated in fiscal 2015, the Corporation performed a thorough review of its Business ICT services segment operations, organizational structure and portfolio of products and services. The review resulted in several initiatives primarily focused on profitable sales generation, the streamlining of the product offering, the simplification of operational processes and the combination of its two business units Cogeco Data Services and Peer 1 Hosting to form Cogeco Peer 1.

Despite continuous efforts to align Cogeco Peer 1's sales structure on its streamlined product offering, the sales performance has not achieved the expected growth. Sales of managed hosting services, which are Cogeco Peer 1's main product sold in the United States and Europe, have been substantially lower than expected due to a combination of an accelerated transition out of unprofitable services, slower than planned ramp-up of the sales team, and increased competition in the market from large cloud-based offerings, which now compete with most traditional managed hosting providers. In addition, the fair market value and trading multiples for managed hosting businesses had decreased significantly in 2016 due to the entry in the market of these cloud-based offerings.

Consequently, management reviewed downwards its future financial projections, resulting in a decrease in the value of the Corporation's investment in Cogeco Peer 1. As a result, at May 31, 2016, the Corporation tested goodwill and all long-lived assets of Cogeco Peer 1 for impairment. The Corporation recorded a non-cash impairment loss of \$428.5 million on goodwill. In addition, the Corporation completed its impairment testing on the long-lived assets and concluded that the carrying value of the customer relationships exceeded their recoverable amount, calculated as the discounted future cash flows expected to be generated from the asset. As a result, a non-cash impairment loss of \$21.5 million was also recognized during the third quarter of fiscal 2016 regarding the customer relationships.

The impairment of goodwill and intangible assets that affected the Corporation's financial results for the year ended August 31, 2016 is as follows:

	\$
Impairment of goodwill <sup>(1)</sup>	428,500
Impairment of intangible assets <sup>(2)</sup>	21,500
Impairment of goodwill and intangible assets	450,000
Income taxes	(16,048)
Impairment of goodwill and intangible assets net of income taxes	433,952

(1) Impairment of goodwill by geographic market included \$111.8 million in Canada, \$278.9 million in the United States and \$37.8 million in Europe.

(2) Intangible assets were impaired only in the United States.

The following represents the key assumptions that were used to determine the recoverable amounts in the most recent impairment tests performed for each of the Corporation's operating segments:

Operating segment	2017		2016	
	Pre-tax discount rate	Terminal growth rate	Pre-tax discount rate	Terminal growth rate
	%	%	%	%
Canadian broadband services	10.0	2.0	10.5 to 10.9	2.0
American broadband services	9.2 to 10.0	2.5 to 3.0	10.9 to 11.6	2.5 to 3.0
Business ICT services	11.5	3.2	11.3	3.2

The following table presents for each operating segment, the change in the pre-tax discount rate and in the terminal growth rate used in the tests performed, that would have been required in order for the recoverable amount to equal the carrying value of the CGU at the date of the most recent impairment tests :

Operating segment	Increase in pre-tax discount rate %	Decrease in terminal growth rate %
Canadian broadband services	10.2 to 12.1	12.1 to 15.4
American broadband services	2.3 to 10.2	4.1 to 41.4
Business ICT services	0.4	0.4

## 16. PROVISIONS

During fiscal 2017, provisions variations were as follows:

Year ended August 31, 2017	Withholding and stamp taxes	Programming and content costs	Restructuring costs	Claims and litigations	Other	Total
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$
Balance, beginning of the year	6,976	8,104	340	7,000	8,268	30,688
Provisions made during the year	—	8,081	—	—	1,528	9,609
Provisions used during the year	—	(7,122)	(340)	(6,586)	(25)	(14,073)
Provisions reversed during the year	—	(3,282)	—	—	—	(3,282)
Foreign currency translation	123	(23)	—	—	(32)	68
<b>Balance, end of the year</b>	<b>7,099</b>	<b>5,758</b>	<b>—</b>	<b>414</b>	<b>9,739</b>	<b>23,010</b>

The provisions for withholding and stamp taxes relate to contingent liabilities for withholding and stamp taxes relating to fiscal years prior to the acquisition of a Portuguese subsidiary by the Corporation. Pursuant to the completion of the sale of the Portuguese subsidiary in 2012, the Corporation remains responsible for these contingent liabilities up to a maximum amount of €5 million under the terms of the sale agreement.

The provisions for programming and content costs include provisions for retroactive rate increases as well as additional royalties or content costs as a result of periodical audits from service providers.

The other provisions include provisions for contractual obligations and other legal obligations.

## 17. LONG-TERM DEBT

At August 31,	Maturity	Interest rate	2017	2016
<i>(In thousands of Canadian dollars, except percentages)</i>		%	\$	\$
<b>Corporation</b>				
Term Revolving Facility <sup>a)</sup>				
Canadian Revolving Facility				
Revolving loan – US\$59.5 million in 2016	January 2022	—	—	78,040
Revolving loan – £23.6 million in 2016	January 2022	—	—	40,646
UK Revolving Facility – £4.4 million in 2016	January 2022	—	—	7,578
Senior Secured Notes <sup>b)</sup>				
Series A – US\$25 million	September 2024	4.14	31,229	32,665
Series B - US\$150 million	September 2026	4.29	187,325	195,961
Senior Secured Notes Series B <sup>c)</sup>	October 2018	7.60	54,922	54,853
Senior Secured Notes - US\$215 million <sup>d)</sup>	June 2025	4.30	268,432	280,787
Senior Secured Debentures Series 2 <sup>e)</sup>	November 2020	5.15	199,354	199,174
Senior Secured Debentures Series 3 <sup>f)</sup>	February 2022	4.93	199,061	198,878
Senior Secured Debentures Series 4 <sup>g)</sup>	May 2023	4.18	298,078	297,788
Senior Unsecured Debenture <sup>h)</sup>	March 2018	5.94	99,979	99,939
Senior Unsecured Notes – US\$400 million <sup>i)</sup>	May 2020	4.88	498,141	520,201
<b>Subsidiaries</b>				
First Lien Credit Facilities <sup>j)</sup>				
Term Loan A-2 Facility – US\$94.4 million (US\$98.2 million in 2016)	September 2019	3.11 <sup>(1)(2)</sup>	117,397	127,146
Term Loan A-3 Facility - US\$118.4 million (US\$124.6 million in 2016)	September 2019	3.11 <sup>(1)(2)</sup>	147,073	161,284
Term Loan B Facility – US\$355.4 million (US\$362.6 million in 2016)	December 2019	3.73 <sup>(1)</sup>	439,088	466,024
Revolving Facility – US\$29 million (US\$76 million in 2016)	September 2019	3.11 <sup>(1)</sup>	36,354	99,682
			2,576,433	2,860,646
Less current portion			131,915	22,516
			2,444,518	2,838,130

(1) Interest rate on debt includes applicable margin.

(2) On October 14, 2015, a US subsidiary of the Corporation entered into two interest rate swap agreements to fix the interest rate on a notional amount of US\$150 million (US\$75 million each agreement) of its LIBOR based loans. These agreements have the effect of converting the floating US Libor base rate at fixed rates of 0.9870% and 0.6120%, under Term Loan A-2 and Term Loan A-3 Facilities, until July 31, 2019 and October 30, 2017, respectively.

a) The Corporation has a Term Revolving Facility of \$800 million with a syndicate of lenders. On December 9, 2016, the maturity was extended until January 24, 2022 and can be further extended annually. This amended and restated Term Revolving Facility is comprised of two tranches: a first tranche, a Canadian tranche, amounting to \$788 million and the second tranche, a UK tranche, amounting to \$12 million. Cogeco Peer 1 (UK) Ltd. can borrow under the UK tranche. The Canadian tranche is available in Canadian dollars, US dollars, Euros and British Pounds and interest rates are based on banker's acceptance, US dollar base rate loans, LIBOR loans in US dollars, Euros or British Pounds, plus the applicable margin. The UK tranche is available in British Pounds and interest rates are based on British Pounds base rate loans and British Pounds LIBOR loans. The Term Revolving Facility provides access to a swingline with a limit of \$30 million, from which \$12 million are available under a UK swingline. The Term Revolving Facility is indirectly secured by a first priority fixed and floating charges and a security interest on substantially all present and future real and personal properties and undertaking of every nature and kind of the Corporation and certain of its subsidiaries, and provides for certain permitted encumbrances, including purchased money obligations, existing funded obligations and charges granted by any subsidiary prior to the date when it becomes a subsidiary, subject to a maximum amount. The provisions under this facility provide for restrictions on the operations and activities of the Corporation. Generally, the most significant restrictions relate to total indebtedness, financial expense, permitted investments, distributions to shareholders including dividends on multiple and subordinate voting shares and share repurchases, as well as the incurrence and maintenance of certain financial ratios primarily linked to EBITDA adjusted for integration, restructuring and acquisition costs, claims and litigations, impairment of goodwill and intangible assets ("adjusted EBITDA").

b) On August 27, 2014, the Corporation completed, pursuant to a private placement, the issuance of US\$25 million Senior Secured Notes Series A and of US\$150 million Senior Secured Notes Series B. The Senior Secured Notes Series A bear interest at 4.14% per annum payable semi-annually and mature on September 1, 2024, and the Senior Secured Notes Series B bear interest at 4.29% per annum payable semi-annually and mature on September 1, 2026. The Senior Secured Notes Series A and B are redeemable at any time at Cogeco Communications' option, in whole or in part, at 100% of the principal amount plus a make-whole premium. These Notes are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and certain of its subsidiaries.

c) On October 1, 2008, the Corporation issued \$55 million Senior Secured Notes Series B maturing October 1, 2018. The Senior Secured Notes Series B bear interest at the coupon rate of 7.60% per annum, payable semi-annually. The Senior Secured Notes are senior secured obligations and rank equally and ratably with all existing and future senior indebtedness. These Notes are indirectly secured by a first

priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and certain of its subsidiaries. These Notes are redeemable at the Corporation's option at any time, in whole or in part, prior to maturity, at 100% of the principal amount plus a make-whole premium.

- d) On June 27, 2013, the Corporation completed, pursuant to a private placement, the issuance of US\$215 million Senior Secured Notes. The Senior Secured Notes bear interest at 4.30% payable semi-annually and mature on June 16, 2025. The Senior Secured Notes are redeemable at the Corporation's option at any time, in whole or in part, at 100% of the principal amount plus a make-whole premium. These Notes are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and certain of its subsidiaries.
- e) On November 16, 2010, the Corporation completed pursuant to a public debt offering, the issue of \$200 million Senior Secured Debentures Series 2. These debentures mature on November 16, 2020 and bear interest at 5.15% per annum payable semi-annually. These debentures are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and certain of its subsidiaries.
- f) On February 14, 2012, the Corporation completed pursuant to a public debt offering, the issue of \$200 million Senior Secured Debentures Series 3. These debentures mature on February 14, 2022 and bear interest at 4.925% per annum payable semi-annually. These debentures are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and certain of its subsidiaries.
- g) On May 27, 2013, the Corporation completed pursuant to a public debt offering, the issue of \$300 million Senior Secured Debentures Series 4. These debentures mature on May 26, 2023 and bear interest at 4.175% per annum payable semi-annually. These debentures are indirectly secured by a first priority fixed and floating charge and a security interest on substantially all present and future real and personal property and undertaking of every nature and kind of the Corporation and its subsidiaries except for the unrestricted subsidiaries. The provisions under these debentures provide for restrictions on the operations and activities of the Corporation and its subsidiaries except for the unrestricted subsidiaries. Generally, the most significant restrictions relate to permitted indebtedness, dispositions and maintenance of certain financial ratios.
- h) On March 5, 2008, the Corporation issued a \$100 million Senior Unsecured Debenture by way of a private placement. The debenture bears interest at a fixed rate of 5.936% per annum, payable semi-annually. The debenture matures on March 5, 2018 and is redeemable at the Corporation's option at any time, in whole or in part, prior to maturity, at 100% of the principal amount plus a make-whole premium.
- i) On April 23, 2013, the Corporation completed a private placement of US\$400 million aggregate principal amount of Senior Unsecured Notes. These Notes mature on May 1, 2020 and bear interest at 4.875% per annum payable semi-annually. They are guaranteed on a senior unsecured basis, jointly and severally, by its subsidiaries except for the unrestricted subsidiaries. The provisions under these Notes provide for restrictions on the operations and activities of the Corporation and its subsidiaries except for the unrestricted subsidiaries. Generally, the most significant restrictions relate to permitted indebtedness, investments and distributions.
- j) In connection with the acquisition of Atlantic Broadband on November 30, 2012, the Corporation concluded, through two of its United States subsidiaries, First Lien Credit Facilities totaling US\$710 million in three tranches: the first tranche, a Term Loan A Facility maturing on November 30, 2017, the second tranche, a Term Loan B Facility maturing on December 2, 2019 and the third tranche, a Revolving Credit Facility maturing on November 30, 2017. Interest rates on the First Lien Credit Facilities are based on LIBOR plus the applicable margin, with a LIBOR floor of 0.75% for the Term Loan B Facility. Term Loan A and B Facilities are subject to a quarterly fixed amortization schedule. In addition to the fixed amortization schedule and since the first quarter of fiscal 2015, loans under the Term Loan Facilities shall be prepaid according to a prepayment percentage of excess cash flow generated during the prior fiscal year which may reduce the quarterly fixed amortization schedule. The calculation of the excess cash flow prepayment is defined as follows:
  - (i) 50% if the Consolidated First Lien Leverage Ratio is greater than or equal to 4.00 to 1.00;
  - (ii) 25% if the Consolidated First Lien Leverage Ratio is greater than or equal to 3.00 to 1.00 but less than 4.00 to 1.00; and
  - (iii) 0% if the Consolidated First Lien Leverage Ratio is less than 3.00 to 1.00.

The First Lien Credit Facilities are non-recourse to the Corporation, its Canadian subsidiaries and are indirectly secured by a first priority fixed and floating charge on substantially all present and future real and personal property and undertaking of every nature and kind of Atlantic Broadband and its subsidiaries. The provisions under these facilities provide for restrictions on the operations and activities of Atlantic Broadband and its subsidiaries. Generally, the most significant restrictions relate to permitted indebtedness, investments, distributions and maintenance of certain financial ratios.

In connection with the acquisition of MetroCast Connecticut by Cogeco Communications' subsidiary, Atlantic Broadband, on August 20, 2015, the First Lien Credit Facilities were amended on July 17, 2015 and such amendments became effective on the closing date of the acquisition. Pursuant to the amendment, an incremental Term Loan A-2 Facility in an amount of US\$100 million was issued. The Term Loan A-2 Facility matures on September 3, 2019 and is subject to a quarterly fixed amortization schedule. In addition to the fixed amortization schedule, the Term Loan A-2 Facility is subject to a prepayment percentage of excess cash flow generated during the prior fiscal year which may reduce the quarterly fixed amortization schedule, consistent with that of the Term Loan A. Other terms and conditions related to financial covenants and interest rates remained the same.

On May 31, 2016 the First Lien Credit Facilities were amended. Under the amendment, the Term Loan A Facility was converted into a Term Loan A-3 Facility which resulted in the extension of the maturity from November 2017 to September 2019. The Revolving Facility maturity was also extended from November 2017 to September 2019. Transaction costs of US\$0.5 million were incurred in connection with the amendment. All other terms and conditions remained the same.



## 18. SHARE CAPITAL

### A) AUTHORIZED

Unlimited number of:

*Class A Preference shares*, without voting rights, redeemable by the Corporation and retractable at the option of the holder at any time at a price of \$1 per share, carrying a cumulative preferential cash dividend at a rate of 11% of the redemption price per year.

*Class B Preference shares*, without voting rights, could be issued in series.

*Multiple voting shares*, 10 votes per share.

*Subordinate voting shares*, 1 vote per share.

### B) ISSUED AND PAID

At August 31,	2017	2016
<i>(In thousands of Canadian dollars, except number of shares)</i>	\$	\$
15,691,100 multiple voting shares	98,346	98,346
33,813,777 subordinate voting shares (33,673,541 in 2016)	933,149	924,600
	1,031,495	1,022,946
105,219 subordinate voting shares held in trust under the Incentive Share Unit Plan (160,323 in 2016)	(5,801)	(8,527)
122,614 subordinate voting shares held in trust under the Performance Share Unit Plan (89,632 in 2016)	(8,058)	(5,952)
	1,017,636	1,008,467

During fiscal 2017 and 2016, subordinate voting share transactions were as follows:

Years ended August 31,	2017		2016	
	Number of shares	Amount	Number of shares	Amount
<i>(In thousands of Canadian dollars, except number of shares)</i>		\$		\$
Balance, beginning of the year	33,673,541	924,600	33,533,342	918,057
Shares issued for cash under the Stock Option Plan	140,236	7,011	140,199	5,282
Share-based payment previously recorded in share-based payment reserve for options exercised	—	1,538	—	1,261
<b>Balance, end of the year</b>	<b>33,813,777</b>	<b>933,149</b>	<b>33,673,541</b>	<b>924,600</b>

During fiscal 2017 and 2016, subordinate voting shares held in trust under the Incentive Share Unit Plan transactions were as follows:

Years ended August 31,	2017		2016	
	Number of shares	Amount	Number of shares	Amount
<i>(In thousands of Canadian dollars, except number of shares)</i>		\$		\$
Balance, beginning of the year	160,323	8,527	223,852	11,322
Subordinate voting shares acquired	19,391	1,240	27,927	1,933
Subordinate voting shares distributed to employees	(74,495)	(3,966)	(91,456)	(4,728)
<b>Balance, end of the year</b>	<b>105,219</b>	<b>5,801</b>	<b>160,323</b>	<b>8,527</b>

During fiscal 2017 and 2016, subordinate voting shares held in trust under the Performance Share Unit Plan transactions were as follows:

Years ended August 31,	2017		2016	
	Number of shares	Amount	Number of shares	Amount
		\$		\$
<i>(In thousands of Canadian dollars, except number of shares)</i>				
Balance, beginning of the year	89,632	5,952	54,133	3,463
Subordinate voting shares acquired	34,344	2,196	38,176	2,642
Subordinate voting shares distributed to employees	(1,362)	(90)	(2,677)	(153)
<b>Balance, end of the year</b>	<b>122,614</b>	<b>8,058</b>	<b>89,632</b>	<b>5,952</b>

## C) DIVIDENDS

For the year ended August 31, 2017, quarterly eligible dividends of \$0.43 per share, for a total of \$1.72 per share, were paid to the holders of multiple and subordinate voting shares, totaling \$84.7 million, compared to quarterly eligible dividends of \$0.39 per share, for a total of \$1.56 per share or \$76.5 million for the year ended August 31, 2016.

At its November 2, 2017 meeting, the Board of Directors of Cogeco Communications declared a quarterly eligible dividend of \$0.475 per share for multiple voting and subordinate voting shares, payable on November 30, 2017 to shareholders of record on November 16, 2017.

## D) SHARE-BASED PAYMENT PLANS

The Corporation offers an Employee Stock Purchase Plan for the benefit of its employees and those of its subsidiaries and a Stock Option Plan to its executive officers and designated employees. No more than 10% of the outstanding subordinate voting shares are available for issuance under these plans. Furthermore, the Corporation offers an Incentive Share Unit Plan ("ISU Plan") and a Performance Share Unit Plan ("PSU Plan") for executive officers and designated employees, and a Deferred Share Unit Plan ("DSU Plan") for members of the Board of Directors ("Board").

### Stock purchase plan

The Corporation offers, for the benefit of its employees and those of its subsidiaries, an Employee Stock Purchase Plan, which is accessible to all employees up to a maximum of 7% of their base annual salary and the Corporation contributes 25% of the employee contributions. The subscriptions are made monthly and employee subordinate voting shares are purchased on the stock market.

### Stock option plan

A total of 3,432,500 subordinate voting shares are reserved for the purpose of the Stock Option Plan. The minimum exercise price at which options are granted is equal to the market value of such shares at the time the option is granted. Options vest equally over a period of five years beginning one year after the day such options are granted and are exercisable over ten years.

Under the Stock Option Plan, the following options were granted by the Corporation and are outstanding at August 31:

Years ended August 31,	2017		2016	
	Options	Weighted average exercise price	Options	Weighted average exercise price
		\$		\$
Outstanding, beginning of the year	645,626	53.67	721,973	47.24
Granted <sup>(1)</sup>	210,650	62.43	176,225	67.40
Exercised <sup>(2)</sup>	(140,236)	50.00	(140,199)	37.67
Cancelled	(63,655)	60.60	(112,373)	53.84
<b>Outstanding, end of the year</b>	<b>652,385</b>	<b>56.61</b>	<b>645,626</b>	<b>53.67</b>
<b>Exercisable, end of the year</b>	<b>200,526</b>	<b>46.87</b>	<b>221,529</b>	<b>44.70</b>

(1) For the year ended August 31, 2017, the Corporation granted 81,350 (74,750 in 2016) stock options to Cogeco's executive officers as executive officers of the Corporation.

(2) The weighted average share price for options exercised during the year was \$73.75 (\$63.57 in 2016).

At August 31, 2017, the range of exercise prices, the weighted average exercise price and the weighted average remaining contractual life of options are as follows:

At August 31, 2017	Options outstanding			Options exercisable	
	Number outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price \$	Number exercisable	Weighted average exercise price \$
Range of exercise prices					
\$					
31.82 to 38.08	40,091	2.02	33.31	38,945	33.17
38.16 to 45.60	71,924	4.55	38.84	54,756	38.63
48.02 to 58.12	117,850	5.76	49.72	58,710	49.31
61.22 to 66.41	296,845	8.53	62.00	27,255	61.83
67.55 to 79.27	125,675	8.19	67.95	20,860	67.69
	652,385	7.12	56.61	200,526	46.87

The weighted average fair value of stock options granted for the period ended August 31, 2017 was \$8.96 (\$11.32 in 2016) per option. The weighted average fair value of each option granted was estimated at the grant date for purposes of determining share-based payment expense using the Black-Scholes option pricing model based on the following weighted-average assumptions:

Years ended August 31,	2017	2016
	%	%
Expected dividend yield	2.52	2.09
Expected volatility <sup>(1)</sup>	21.28	22.33
Risk-free interest rate	0.81	0.96
Expected life (in years)	6.1	6.1

(1) The expected volatility is based on the historical volatility of the Corporation's subordinate voting shares for a period equivalent to the expected life of the options.

A compensation expense of \$648,000 (\$575,000 in 2016) was recorded for the year ended August 31, 2017 related to this plan.

## ISU plan

The Corporation offers to its executive officers and designated employees an Incentive Share Unit ("ISU") Plan. According to this plan, executive officers and designated employees periodically receive a given number of ISUs which entitle the participants to receive subordinate voting shares of the Corporation after three years less one day from the date of grant. The number of ISUs is based on the dollar value of the award and the average closing stock price of the Corporation for the previous twelve month period ending August 31. ISUs are redeemable in case of death, permanent disability, normal retirement or termination of employment not for cause. For the grants made after April 7, 2015 the holder of ISUs is entitled to payment of the ISUs in proportion to the time of employment from the date of the grant to the date of termination versus the three-year vesting period. A trust was created for the purpose of purchasing these shares on the stock market in order to protect against stock price fluctuation and the Corporation instructed the trustee to purchase subordinate voting shares of the Corporation on the stock market. These shares are purchased and are held in trust for the participants until they are fully vested. The trust, considered as a special purpose entity, is consolidated in the Corporation's financial statements with the value of the acquired subordinate voting shares held in trust under the ISU Plan presented in reduction of share capital.

Under the ISU Plan, the following ISUs were granted by the Corporation and are outstanding at August 31:

Years ended August 31,	2017	2016
Outstanding, beginning of the year	144,623	217,779
Granted <sup>(1)</sup>	41,075	38,325
Distributed	(74,495)	(91,456)
Cancelled	(9,665)	(20,025)
<b>Outstanding, end of the year</b>	<b>101,538</b>	<b>144,623</b>

(1) For the years ended August 31, 2017 and 2016, the Corporation did not grant ISUs to Cogeco's executive officers as executive officers of the Corporation.

A compensation expense of \$2,013,000 (\$3,088,000 in 2016) was recorded for the year ended August 31, 2017 related to this plan.

## PSU plan

The Corporation also offers a Performance Share Unit ("PSU") Plan for the benefit of its executive officers and designated employees. The objectives of the PSU Plan are to retain executive officers and designated employees, to align their interests with those of the shareholders and to sustain positive corporate performance, as measured by the Economic Value Creation formula, a performance measure used by management. The number of PSUs is based on the dollar value of the award and the average closing stock price of the Corporation for the previous twelve month period ending August 31. The PSUs vest over a three-year less one day period, based on the level of increase in the

Economic Value of the Corporation or the relevant subsidiary for the preceding three-year period ending August 31, meaning that no vesting will occur if there is no increase in the Economic Value. The participants are entitled to receive dividend equivalents in the form of additional PSUs but only with respect to vested PSUs. PSUs are redeemable in case of death, permanent disability, normal retirement or termination of employment not for cause, in which cases, the holder of PSUs is entitled to payment of the PSUs in proportion to the time of employment from the date of the grant to the date of termination versus the three-year vesting period. A trust was created for the purpose of purchasing these shares on the stock market in order to protect against stock price fluctuation and the Corporation instructed the trustee to purchase subordinate voting shares of the Corporation on the stock market. These shares are purchased and are held in trust for the participants until they are fully vested. The trust, considered as a special purpose entity, is consolidated in the Corporation's financial statements with the value of the acquired subordinate voting shares held in trust under the PSU Plan presented in reduction of share capital.

Under the PSU Plan, the following PSUs were granted by the Corporation and are outstanding at August 31:

Years ended August 31,	2017	2016
Outstanding, beginning of the year	81,376	49,862
Granted <sup>(1)</sup>	50,925	44,425
Distributed	(1,362)	(2,677)
Cancelled	(18,421)	(12,339)
Dividend equivalents	2,689	2,105
Outstanding, end of the year	115,207	81,376

(1) For the year ended August 31, 2017, the Corporation granted 12,150 (11,950 in 2016) PSUs to Cogeco's executive officers as executive officers of the Corporation.

A compensation expense of \$1,143,000 (\$1,074,000 in 2016) was recorded for the year ended August 31, 2017 related to this plan.

### DSU plan

The Corporation also offers a Deferred Share Unit ("DSU") Plan for members of the Board to assist in the attraction and retention of qualified individuals to serve on the Board of the Corporation. Each existing or new member of the Board may elect to be paid a percentage of the annual retainer in the form of DSUs with the balance, if any, being paid in cash. The number of DSUs that a member is entitled to receive is based on the average closing price of the subordinate shares on the TSX for the twenty consecutive trading days immediately preceding by one day the date of issue. Dividend equivalents are awarded with respect to DSUs in a member's account on the same basis as if the member was a shareholder of record of subordinate shares on the relevant record date, and the dividend equivalents are credited to the individual's account as additional DSUs. DSUs are redeemable and payable in cash or in shares, upon an individual ceasing to be a member of the Board or in the event of the death of the member.

Under the DSU Plan, the following DSUs were issued by the Corporation and are outstanding at August 31:

Years ended August 31,	2017	2016
Outstanding, beginning of the year	32,483	26,579
Issued	7,097	5,155
Dividend equivalents	866	749
Outstanding, end of the year	40,446	32,483

A compensation expense of \$1,503,000 (\$214,000 in 2016) was recorded for the year ended August 31, 2017 related to this plan.

## 19. ACCUMULATED OTHER COMPREHENSIVE INCOME

During fiscal 2017 and 2016, accumulated other comprehensive income variations were as follows:

Years ended August 31, 2017 and 2016	Cash flow hedge reserve	Foreign currency translation	Total
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$
Balance at August 31, 2015	1,330	82,490	83,820
Other comprehensive income (loss) for the year	(1,451)	2,258	807
Balance at August 31, 2016	(121)	84,748	84,627
Other comprehensive income (loss) for the year	559	(8,551)	(7,992)
<b>Balance at August 31, 2017</b>	<b>438</b>	<b>76,197</b>	<b>76,635</b>

## 20. STATEMENTS OF CASH FLOWS

### A) CHANGES IN NON-CASH OPERATING ACTIVITIES

Years ended August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
Trade and other receivables	24,207	11,116
Prepaid expenses and other	(6,681)	12,763
Trade and other payables	34,203	397
Provisions	(9,271)	8,104
Deferred and prepaid revenue and other liabilities	26,375	(79)
	68,833	32,301

### B) CASH AND CASH EQUIVALENTS

At August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
Cash	162,222	62,286
Cash equivalents <sup>(1)</sup>	48,963	—
	211,185	62,286

- (1) At August 31, 2017, comprised of banker's acceptances and a certificate of deposit, bearing interest between 1.12% to 1.30% and with maturity dates ranging from September 21st to October 19th, 2017.

## 21. EMPLOYEE BENEFITS

### A) DEFINED CONTRIBUTION PLANS AND COLLECTIVE REGISTERED RETIREMENT SAVING PLANS

The Corporation and its subsidiaries offer to their employees defined contribution plans or collective registered retirement savings plans. Under these plans, the Corporation and its subsidiaries' obligations are limited to the payment of the monthly employer's contribution. The total expense recognized with respect to these plans amounted to \$9,032,000 (\$8,819,000 in 2016) for the year ended August 31, 2017 and is included in the Corporation's consolidated statement of profit and loss under "salaries, employee benefits and outsourced services".

### B) DEFINED BENEFIT PLANS

The Corporation and its subsidiaries sponsor a defined benefit plan for the benefit of its employees and a separate defined benefit plan for the benefit of its executive officers, which provide pensions based on the number of years of service and the average salary during the employment of each participant. In addition, the Corporation and its subsidiaries offer to their designated executive officers a supplementary pension plan. Each year at August 31 the Corporation and its subsidiaries measure plan assets at fair value, as well as the defined benefit obligation for all plans. The most recent actuarial valuation of the pension plan for the benefit of the employees was at August 31, 2016 and the next required valuation is at August 31, 2017. For the executive officers' plans, the most recent actuarial valuation was at August 31, 2014 and the next required valuation is at August 31, 2017. The next required valuation of the pension plan for the benefit of the employees and for the executive officers is expected to be completed in February 2018.

The following table provides a reconciliation of the change in the defined benefit obligations and plan assets at fair value and a statement of the funded status at August 31:

Years ended August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
<b>Defined benefit obligation <sup>(1)</sup></b>		
Defined benefit obligation, beginning of the year	48,567	38,636
Current service cost	2,645	2,242
Interest cost	1,532	1,606
Contributions by plan participants	304	318
Benefits paid	(923)	(887)
Actuarial losses (gains) on obligation arising from:		
Experience adjustments	127	624
Changes in demographic assumptions	31	(2)
Changes in financial assumptions	(3,782)	6,662
Defined benefit obligation reallocated to Cogeco's pension plans <sup>(2)</sup>	—	(632)
<b>Defined benefit obligation, end of the year</b>	<b>48,501</b>	<b>48,567</b>
<b>Plan assets at fair value</b>		
Plan assets at fair value, beginning of the year	42,184	36,652
Interest income	1,301	1,520
Return on plan assets, except amounts included in interest income	1,885	1,263
Administrative expense	(260)	(195)
Contributions by plan participants	304	318
Employer contributions	3,153	4,084
Benefits paid	(923)	(887)
Plan assets reallocated to Cogeco's pension plans <sup>(2)</sup>	—	(571)
<b>Plan assets at fair value, end of the year</b>	<b>47,644</b>	<b>42,184</b>
<b>Funded status</b>		
Plan assets at fair value	47,644	42,184
Defined benefit obligation	48,501	48,567
<b>Net defined benefit liability</b>	<b>857</b>	<b>6,383</b>

(1) The weighted average duration of the defined benefit obligation at August 31, 2017 is 13 years (14 years in 2016).

(2) Arose following the transfer of Cogeco Communications' employees to Cogeco.

The net defined benefit liability is included in the Corporation's consolidated statement of financial position under "pension plan liabilities and accrued employee benefits".



## Defined benefit costs recognized in profit or loss

Years ended August 31, (In thousands of Canadian dollars)	2017 \$	2016 \$
Recognized in operating expenses (salaries, employee benefits and outsourced services)		
Current service cost	2,645	2,242
Administrative expense	260	195
Recognized in financial expense (other)		
Net interest	231	86
	<b>3,136</b>	<b>2,523</b>

## Defined benefit costs recognized in other comprehensive income

Years ended August 31, (In thousands of Canadian dollars)	2017 \$	2016 \$
Actuarial losses (gains) arising from:		
Experience adjustments	127	624
Change in demographic assumptions	31	(2)
Change in financial assumptions	(3,782)	6,662
Return on plan assets, except amounts included in interest income	(1,885)	(1,263)
	<b>(5,509)</b>	<b>6,021</b>

The expected employer contributions to the Corporation's defined benefit plans should be \$2,552,000 in 2018.

Plan assets consist of:

At August 31,	2017 %	2016 %
Equity securities <sup>(1)</sup>	57	58
Debt securities <sup>(1)</sup>	19	18
Deposits in trust <sup>(2)</sup>	16	16
Other	8	8
Total	<b>100</b>	<b>100</b>

(1) All debt and equity securities have a quoted price in active markets.

(2) Deposits in trust prescribed by the Canada Revenue Agency for funded supplemental employee retirement plans are non-interest-bearing.

The significant weighted average assumptions used in measuring the Corporation's defined benefit obligation and defined benefit costs are as follows:

At August 31,	2017 %	2016 %
<b>Defined benefit obligation</b>		
Discount rate	3.50	3.00
Rate of compensation increase	2.75	2.75
Mortality table	CPM-2014	CPM-2014
<b>Defined benefit costs</b>		
Discount rate	3.00	4.00
Rate of compensation increase	2.75	3.00
Mortality table	CPM-2014	CPM-2014

## C) EXPOSURE TO ACTUARIAL RISKS

The Corporation is exposed to the following actuarial risks:

### Investment risk

The investment strategy of the plans is to diversify the nature of the returns on assets. Given the long-term nature of the defined benefit obligation, a portion of the assets are invested in equity securities in order to maximize return. Since equity securities are inherently volatile and risky, the Corporation sets investment goals, both in terms of asset mix percentage and target return, which is monitored monthly and adjusted as needed.

### Interest rate risk

A decrease in the interest rate on investment-grade fixed-rate Corporate bonds, which would reduce the discount rate used, will increase the present value of the defined benefit obligation. However, the increase in the obligation would be partly offset by an increase in the value of plan investments in debt securities.

### Salary risk

Active members expected benefits are linked to their pre-retirement compensation. The present value of the defined benefit obligation is calculated using management's best estimate of the expected rate of compensation increase of plan members. Increasing that assumption would increase the defined benefit obligation.

## D) SENSITIVITY ANALYSIS

The sensitivity analysis of the defined benefit obligation were calculated based on reasonably possible changes to each key actuarial assumption without considering simultaneous changes to several key actuarial assumptions. A change in one actuarial assumption could trigger a change in another actuarial assumption, which could amplify or mitigate the impact of the change in these assumptions on the present value of the defined benefit obligation. The sensitivity analysis were prepared in accordance with the Corporation's accounting policies described in Note 2 K). The actual results of items subject to estimates may differ.

At August 31, 2017	Change in assumption	Impact of change in assumption
<i>(In thousands of Canadian dollars)</i>	%	\$
Discount rate decrease	0.10	723
Expected rate of compensation increase	0.25	149

## 22. FINANCIAL INSTRUMENTS

### A) FINANCIAL RISK MANAGEMENT

Management's objectives are to protect the Corporation and its subsidiaries against material economic exposures and variability of results, and against certain financial risks including credit, liquidity, interest rate and foreign exchange risks.

#### Credit risk

Credit risk represents the risk of financial loss for the Corporation if a customer or counterparty to a financial asset fails to meet its contractual obligations. The Corporation is exposed to credit risk arising from the derivative financial instruments, cash and cash equivalents, short-term investments and trade accounts receivable, the maximum exposure of which is represented by the carrying amounts reported on the statement of financial position.

Credit risk from derivative financial instruments arises from the possibility that counterparties to the interest rate swaps and foreign currency forward contracts may default on their obligations in instances where these agreements have positive fair values for the Corporation. The Corporation reduces this risk by completing transactions with financial institutions that carry a credit rating equal to or superior to its own credit rating. The Corporation assesses the creditworthiness of the counterparties in order to minimize the risk of counterparties default under the agreements. At August 31, 2017, management believes that the credit risk relating to its derivative financial instruments is minimal, since the lowest credit rating of the counterparties to the agreements is "A" by Standard & Poor's rating services ("S&P").

Cash equivalents and short-term investments consist mainly of highly liquid money market short-term investments. The Corporation has deposited the cash and cash equivalents and short-term investments with reputable financial institutions, for which management believes the risk of loss to be remote. The credit rating of the counterparties to the cash equivalents and short-term investments is "A+" by S&P and "A (high)" by Dominion Bond Rating Services ("DBRS"), or better.

The Corporation is also exposed to credit risk in relation to its trade accounts receivable. To mitigate such risk, the Corporation continuously monitors the financial condition of its customers and reviews the credit history or worthiness of each new large customer. The Corporation establishes an allowance for doubtful accounts based on specific credit risk of its customers by examining such factors as the number of overdue days of the customer's balance outstanding as well as the customer's collection history. The Corporation believes that its allowance for doubtful accounts is sufficient to cover the related credit risk. The Corporation has credit policies in place and has established various credit controls, including credit checks, deposits on accounts and advance billing, and has also established procedures to suspend the availability of services when customers have fully utilized approved credit limits or have violated existing payment terms. Since the Corporation has a large and diversified clientele dispersed throughout its market areas in Canada, the United States and Europe, there is no significant concentration of credit risk.

The following table provides further details on trade and other receivables, net of allowance for doubtful accounts:

At August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
Trade accounts receivable	87,313	94,458
Allowance for doubtful accounts	(3,820)	(4,093)
Other accounts receivable <sup>(1)</sup>	6,894	25,070
	90,387	115,435

(1) In fiscal 2016, include amounts receivable related to a claim with a supplier, which was paid partly in cash and partly in the form of credit notes applicable on future purchases of property, plant and equipment.

Trade accounts receivable past due is defined as amount outstanding beyond normal credit terms and conditions for the respective customers. A large portion of the Corporation's customers are billed and pay before the services are rendered. The Corporation considers the amount outstanding at the due date as trade accounts receivable past due. The following table provides further details on trade accounts receivable past due net of allowance for doubtful accounts at August 31, 2017 and 2016:

At August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
Less than 60 days past due	21,222	20,309
60 to 90 days past due	1,503	807
More than 90 days past due	1,032	1,790
	23,757	22,906

The following table shows changes in the allowance for doubtful accounts for the years ended August 31, 2017 and 2016:

Years ended August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
Balance, beginning of the year	4,093	5,326
Provision for impaired receivables	17,403	18,431
Net use	(17,652)	(19,650)
Foreign currency translation adjustments	(24)	(14)
Balance, end of the year	3,820	4,093

## Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they become due. The Corporation manages liquidity risk through the management of its capital structure and access to different capital markets. It also manages liquidity risk by continuously monitoring actual and projected cash flows to ensure sufficient liquidity to meet its obligations when due. At August 31, 2017, the Corporation had used \$6.1 million of its \$800 million amended and restated Term Revolving Facility for a remaining availability of \$793.9 million. Management believes that the committed Term Revolving Facility will, until its maturity in January 2022, provide sufficient liquidity to manage its long-term debt maturities and support working capital requirements. In addition, two subsidiaries related to Atlantic Broadband also benefit from a Revolving Facility of \$188.0 million (US\$150 million), of which \$38.6 million (US\$30.8 million) was used at August 31, 2017 for a remaining availability of \$149.4 million (US\$119.2 million).

The following table summarizes the contractual maturities of the financial liabilities and related capital amounts at August 31, 2017:

	Carrying amount	Contractual cash flows						Total
		2018	2019	2020	2021	2022	Thereafter	
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$	\$	\$
Bank indebtedness	3,801	3,801	—	—	—	—	—	3,801
Trade and other payables <sup>(1)</sup>	289,439	289,439	—	—	—	—	—	289,439
Balance due on a business combination	118	118	—	—	—	—	—	118
Long-term debt	2,576,433	131,936	93,837	1,179,270	200,000	200,000	788,904	2,593,947
Derivative financial instruments	192	192	—	—	—	—	—	192
	2,869,983	425,486	93,837	1,179,270	200,000	200,000	788,904	2,887,497

(1) Excluding accrued interest on long-term debt.

The following table is a summary of interest payable on long-term debt that is due for each of the next five years and thereafter, based on the principal amount and interest rate prevailing on the outstanding debt at August 31, 2017 and their respective maturities:

	2018	2019	2020	2021	2022	Thereafter	Total
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$	\$
Interest payments on long-term debt	113,751	104,568	82,188	48,479	38,404	86,838	474,228
Interest receipts on derivative financial instruments	(1,356)	(1,068)	—	—	—	—	(2,424)
Interest payments on derivative financial instruments	1,022	851	—	—	—	—	1,873
	113,417	104,351	82,188	48,479	38,404	86,838	473,677

### Interest rate risk

The Corporation is exposed to interest rate risks on its floating interest rate instruments. Interest rate fluctuations will have an effect on the repayment of these instruments. At August 31, 2017, all of the Corporation's long-term debt was at fixed rate, except for the amounts drawn under the First Lien Credit Facilities.

To reduce such risk, the Corporations' US subsidiary entered into interest rate swap agreements. The following table shows the interest rate swaps outstanding at August 31, 2017:

Type of hedge	Notional amount	Receive interest rate	Pay interest rate	Maturity	Hedged item
Cash flow	US\$75 million	US Libor base rate	0.6120%	October 30, 2017	Term Loan A-3 Facility
Cash flow	US\$75 million	US Libor base rate	0.9870%	July 31, 2019	Term Loan A-2 Facility

The sensitivity of the Corporation's annual financial expense to an increase of 1% in the interest rate applicable to the unhedged portion of these facilities would represent an increase of approximately \$5.6 million based on the outstanding debt at August 31, 2017.

### Foreign exchange risk

The Corporation is exposed to foreign exchange risk with respect to the interest associated with its long-term debt denominated in US dollars. The impact of a 10% increase in the exchange rate of the US dollar into Canadian dollars would increase financial expense by approximately \$7.1 million based on the outstanding debt at August 31, 2017.

The Corporation faces exposure to foreign exchange risk related to its forecasted purchase commitments of property, plant and equipment denominated in US dollars. In order to mitigate such risk, the Corporation entered into foreign currency forward contracts and designated them as cash-flow hedges for accounting purposes. The following table shows the forward contracts outstanding at August 31, 2017:

Type of hedge	Notional amount	Maturity	Exchange rate	Hedged item
Cash flow	US\$9.9 million	October - November 2017	1.2653 - 1.2672	Purchase commitments of property, plant and equipment

The Corporation faces exposure to foreign exchange risk on cash and cash equivalents, trade and other receivables, trade and other payables and provisions denominated in US dollars, Euros or British Pounds. The Corporation's exposure to foreign currency risk is as follows:

At August 31,	2017			2016		
	US	Euro	British Pounds	US	Euro	British Pounds
(In thousands of Canadian dollars)	\$	\$	\$	\$	\$	\$
<b>Financial assets (liabilities)</b>						
Cash and cash equivalents	18,644	957	108	15,775	1,446	224
Trade and other receivables	4,889	122	—	3,000	170	—
Trade and other payables and provisions	(15,764)	(7,100)	—	(15,424)	(6,982)	—
	7,769	(6,021)	108	3,351	(5,366)	224

Due to their short-term nature, the risk arising from fluctuations in foreign exchange rates is not significant. The impact of a 10% fluctuation in the foreign exchange rates (US dollar, Euro and British Pound) would not change financial expense significantly.

Furthermore, the Corporation's net investments in foreign operations are exposed to market risk attributable to fluctuations in foreign currency exchange rates, primarily changes in the values of the Canadian dollar versus the US dollar and British Pound. This risk related to the US dollar is mitigated since the major part of the purchase prices for Atlantic Broadband and Cogeco Peer 1 were borrowed directly in US dollars.

The following table shows the net investments in foreign operations outstanding at August 31, 2017:

Type of hedge	Notional amount of debt	Aggregate investments	Hedged item
Net investment	US\$790 million	US\$905.9 million	Net investments in foreign operations in US dollar
N/A	£—	£27.4 million	N/A

The exchange rates used to convert the US dollar currency and British Pound currency into Canadian dollar for the consolidated statement of financial position accounts at August 31, 2017 was \$1.2536 (\$1.3116 in 2016) per US dollar and \$1.6161 (\$1.7223 in 2016) per British Pound. A 10% decrease in the exchange rates of the US dollar and British Pound into Canadian dollars would decrease other comprehensive income by approximately \$18.9 million.

## B) FAIR VALUE OF FINANCIAL INSTRUMENTS

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. Fair values are estimated at a specific point in time, by discounting expected cash flows at rates for assets and liabilities of the same remaining maturities and conditions. These estimates are subjective in nature and involve uncertainties and significant judgment, and therefore, cannot be determined with precision. In addition, income taxes and other expenses that would be incurred on disposition of these financial instruments are not reflected in the fair values. As a result, the fair values are not necessarily the net amounts that would be realized if these instruments were settled. The Corporation has determined the fair value of its financial instruments as follows:

- The carrying amount of cash and cash equivalents, short-term investments, trade and other receivables, bank indebtedness and trade and other payables approximates fair value because of the short-term nature of these instruments;
- Interest rates under the terms of the Corporation's Term Revolving Facility, intercompany note payable and First Lien Facilities are based on bankers' acceptance, US dollar base rate loans, LIBOR loans in US dollars, Euros or British Pounds loans plus applicable margin. Therefore, the carrying value approximates fair value for these facilities, since they have conditions similar to those currently available to the Corporation;
- The fair value of the Senior Secured Debentures Series 2, 3 and 4, Senior Secured Notes Series A and B, Senior Secured Notes, Senior Unsecured Notes and Senior Unsecured Debenture are based upon current trading values for similar financial instruments;

The carrying value of all the Corporation's financial instruments approximates fair value, except as otherwise noted in the following table:

At August 31,	2017		2016	
	Carrying value	Fair value	Carrying value	Fair value
(In thousands of Canadian dollars)	\$	\$	\$	\$
Long-term debt	2,576,433	2,684,981	2,860,646	2,975,511

All financial instruments recognized at fair value on the consolidated statement of financial position must be measured based on the three fair value hierarchy levels, which are as follows:

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

The Corporation considers that its derivative financial instruments are classified as Level 2 under the fair value hierarchy. The fair value of derivative financial instruments is estimated using valuation models that reflect projected future cash flows over contractual terms of the derivative financial instruments and observable market data, such as interest and currency exchange rate curves.

## C) CAPITAL MANAGEMENT

The Corporation's objectives in managing capital are to ensure sufficient liquidity to support the capital requirements of its various businesses, including growth opportunities. The Corporation manages its capital structure and makes adjustments in light of general economic conditions, the risk characteristics of the underlying assets and the Corporation's working capital requirements. Management of the capital structure involves the issuance of new debt, the repayment of existing debt using cash generated by operations and the level of distribution to shareholders.

The capital structure of the Corporation is composed of shareholders' equity, cash and cash equivalents, short-term investments, bank indebtedness, intercompany note payable, long-term debt and assets or liabilities related to derivative financial instruments.

The provisions of financing agreements provide for restrictions on the activities of the Corporation. Generally, the most significant restrictions relate to permitted investments and dividends on multiple and subordinate voting shares, as well as the maintenance of certain financial ratios primarily linked to the adjusted EBITDA, financial expense and total indebtedness. At August 31, 2017 and 2016 the Corporation was in compliance with all of its debt covenants and was not subject to any other externally imposed capital requirements.

The following table summarizes certain of the key ratios used to monitor and manage the Corporation's capital structure:

Years ended August 31,	2017	2016
Net secured indebtedness <sup>(1)</sup> / adjusted EBITDA	1.7	2.3
Net indebtedness <sup>(2)</sup> / adjusted EBITDA	2.3	2.9
Adjusted EBITDA / financial expense	7.8	7.2

(1) Net secured indebtedness is defined as the total of bank indebtedness, intercompany note payable, principal on long-term debt and obligations under derivative financial instruments, less cash and cash equivalents, short-term investments and principal on Senior Unsecured Debenture and Senior Unsecured Notes.

(2) Net indebtedness is defined as the total of bank indebtedness, balance due on a business combination, intercompany note payable, principal on long-term debt and obligations under derivative financial instruments, less cash and cash equivalents and short-term investments.

## D) CATEGORIES OF FINANCIAL INSTRUMENTS

At August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
<b>Financial assets</b>		
Loans and receivables	320,628	177,721
Held to maturity	34,944	—
Derivative financial instruments in designated hedge relationships	857	1,040
	<b>356,429</b>	<b>178,761</b>
<b>Financial liabilities</b>		
Derivative financial instruments in designated hedge relationships	192	165
Other liabilities	2,897,114	3,194,429
	<b>2,897,306</b>	<b>3,194,594</b>



## 23. RELATED PARTY TRANSACTIONS

### A) MANAGEMENT FEES AND OTHER RELATED PARTY TRANSACTIONS

Cogeco Communications is a subsidiary of Cogeco, which holds 31.7% of the Corporation's equity shares, representing 82.3% of the Corporation's voting shares.

Cogeco provides executive, administrative, financial and strategic planning services and other services to the Corporation under a Management Services Agreement. Under the Agreement, management fees are payable on a monthly basis, representing 0.85% of the consolidated revenue of the Corporation. In addition, the Corporation reimburses Cogeco's out-of-pocket expenses incurred with respect to services provided to the Corporation under the Agreement. Provision is made for future adjustment upon the request of either Cogeco or the Corporation should the level of management fees no longer align with the costs, time and resources committed by Cogeco. For fiscal 2017 management fees paid to Cogeco amounted to \$18.9 million, compared to \$18.5 million for fiscal 2016.

No direct remuneration is payable to Cogeco's executive officers by the Corporation. However, the Corporation granted 81,350 stock options (74,750 in 2016), did not grant any ISUs (nil in 2016) and granted 12,150 PSUs (11,950 in 2016) to these executive officers as executive officers of Cogeco Communications during fiscal 2017. During fiscal 2017, the Corporation charged Cogeco amounts of \$652,000 (\$616,000 in 2016), \$39,000 (\$330,000 in 2016) and \$660,000 (\$501,000 in 2016) with regards to the Corporation's stock options, ISUs and PSUs granted to these executive officers.

### B) INTERCOMPANY NOTE PAYABLE

On August 2, 2016 an intercompany loan agreement was concluded between the Corporation and Cogeco, by which a revolving credit facility was established in favour of the Corporation. The maximum principal amount of the facility is set at \$40 million and the full amount was advanced to the Corporation as of the signing date. The credit facility is payable on demand and the interest is calculated on the daily outstanding balance at an annual rate equivalent to the Corporation's Canadian Revolving Facility. During the third quarter of fiscal 2017 the intercompany loan was fully repaid by the Corporation.

### C) COMPENSATION OF KEY MANAGEMENT PERSONNEL

Key management personnel are comprised of the members of the Board and of the Management Committee of the Corporation. The compensation paid or payable to key management personnel for employee services is as follows:

Years ended August 31,	2017	2016
<i>(In thousands of Canadian dollars)</i>	\$	\$
Salaries and other short-term employee benefits	3,961	4,047
Post-employment benefits	977	472
Share-based payments	2,005	2,162
	6,943	6,681

## 24. COMMITMENTS, CONTINGENCIES AND GUARANTEES

### A) COMMITMENTS

At August 31, 2017, the Corporation and its subsidiaries are committed under operating lease agreements and other long-term contracts to make annual payments as follows:

	2018	2019	2020	2021	2022	Thereafter
<i>(In thousands of Canadian dollars)</i>	\$	\$	\$	\$	\$	\$
Operating lease agreements <sup>(1)</sup>	29,901	27,729	26,839	24,466	21,818	25,841
Acquisitions of property, plant and equipment and intangible assets <sup>(2)</sup>	10,347	16,989	—	—	—	—
Other long-term contracts <sup>(3)</sup>	25,320	8,092	8,404	4,550	4,548	29,077
	65,568	52,810	35,243	29,016	26,366	54,918

(1) Include operating lease agreements for rent of premises and support structures.

(2) Include minimum spend commitments under acquisitions of home terminal devices and software licenses.

(3) Include long-term commitments with suppliers to provide services including minimum spend commitments.

## **Business combination expected in fiscal 2018**

On July 10, 2017, Cogeco Communications announced that its subsidiary, Atlantic Broadband, entered into an agreement with Harron Communications, L.P. to acquire substantially all of the assets of its cable systems operating under the MetroCast brand name which serves about 120,000 Internet, 76,000 video and 37,000 telephony customers. The transaction valued at US\$1.4 billion is subject to customary closing adjustments. This acquisition is expected to be financed through a combination of non-recourse debt financing at Atlantic Broadband and a US\$315 million equity investment by Caisse de dépôt et placement du Québec (“CDPQ”) in Atlantic Broadband’s holding company, representing 21% of Atlantic Broadband. The transaction is subject to usual closing conditions, regulatory approvals and other customary conditions, which are proceeding as expected. The Corporation expects the transaction to close in early January 2018.

In connection with the expected business combination of MetroCast, a US subsidiary of Cogeco Communications has entered into an agreement with a group of banks who committed to a new US\$1.7 billion Senior Secured Term Loan B, whereby US\$585 million is expected to be used to refinance the existing First Lien Credit Facilities. An additional borrowing of US\$150 million is committed by way of a Senior Secured Revolving Credit Facility.

## **B) CONTINGENCIES**

The Corporation and its subsidiaries are involved in matters involving litigations or potential claims from suppliers arising out of the ordinary course and conduct of its business. Although such matters cannot be predicted with certainty, management does not consider the Corporation's exposure to litigations to be significant to these consolidated financial statements.

## **C) GUARANTEES**

In the normal course of business, the Corporation provides indemnification in conjunction with certain transactions. While many of the agreements specify a maximum potential exposure, some do not specify a maximum amount. The overall maximum amount of an indemnification obligation will depend on future events and conditions and therefore cannot be reasonably estimated. As a result, we cannot determine how they could affect our future liquidity, capital resources or credit risk profile. At August 31, 2017 and 2016, no liability has been recorded with respect to these indemnifications, except for those disclosed in Note 16.

## **Business combinations and asset disposals**

In connection with the acquisition or sale of a business or assets, in addition to possible indemnifications relating to failure to perform covenants and breach of representations and warranties, the Corporation has agreed to indemnify the seller or the purchaser against claims related to events that occurred prior to the date of acquisition or sale.

### **Long-term debt**

Under the terms of the Senior Secured Notes and Senior Unsecured Notes, the Corporation has agreed to indemnify the lenders against changes in regulations relative to withholding taxes and costs incurred due to changes in laws.

### **Sale of services**

As part of transactions involving the sale of services, the Corporation and its subsidiaries may be required to make payments to counterparties as a result of breaches of representations and warranties made into the service agreements.

### **Purchase and development of assets**

As part of transactions involving the purchase and development of assets, the Corporation and its subsidiaries may be required to pay counterparties for costs and losses incurred as a result of breaches of representations and warranties contained in the purchase agreements.

## **25. GOVERNMENT ASSISTANCE**

In 2017 the Corporation did not receive any government assistance, while in 2016 it received \$2.1 million in diverse forms of governments grants and research and development credits. The assistance received in fiscal 2016 was accounted for as a reduction of property, plant and equipment for an amount of \$1.3 million and as a reduction of operating expenses for an amount of \$0.8 million.

## **26. SUBSEQUENT EVENT**

In October 2017, a US subsidiary of Cogeco Communications has entered into four forward starting interest rate swap agreements on a notional amount totalling US\$500 million. These agreements will have the effect of converting the floating US LIBOR base rate at an average fixed rate of 2.07% starting on January 31, 2018, under the US\$1.7 billion Senior Secured Term Loan B to be issued to finance the MetroCast acquisition and refinance the existing Atlantic Broadband's First Lien Credit Facilities. The MetroCast acquisition is expected to close in early January 2018.

# INVESTOR INFORMATION

## CREDIT RATINGS

The table below shows Cogeco Communications' and Atlantic Broadband's credit ratings:

At August 31, 2017	S&P	DBRS	Fitch	Moody's
<b>Cogeco Communications</b>				
Senior Secured Notes and Debentures	BBB	BBB (low)	BBB-	NR
Senior Unsecured Notes	BB-	BB	BB+	NR
<b>Atlantic Broadband</b>				
First Liens Credit Facilities	BB	NR	NR	Ba3

**NR** : Not rated

Pursuant to the announcement of the MetroCast acquisition, all credit ratings for Cogeco Communications and Atlantic Broadband were confirmed. However, the credit rating on Atlantic Broadband's First Lien Credit Facilities to be issued at the closing of the MetroCast acquisition will be downgraded to B1 and BB- by Moody's and S&P, respectively, due to the additional financial leverage at Atlantic Broadband resulting from the acquisition.

Our ability to access debt capital markets and bank credit markets and the cost and amount of funding available partly depends on the quality of our credit ratings. Obligations rated in the "BBB" category are considered investment grade and their cost of funding is typically lower relative to the "BB/B" rating category. In addition, obligations with BBB ratings generally have greater access to funding than those with "BB/B" ratings.

## SHARE INFORMATION

At August 31, 2017		Registrar / Transfer agent
Number of multiple voting shares (10 votes per share) outstanding	15,691,100	Computershare Trust Company of Canada 100 University Avenue, 9th Floor Toronto, ON M5J 2Y1 Tel.: 514-982-7555 Tel.: 1-800-564-6253 Fax: 416-263-9394
Number of subordinate voting shares (1 vote per share) outstanding	33,813,777	
Stock exchange listing	The Toronto Stock Exchange	
Trading symbol	CCA	

## DIVIDENDS

### DIVIDEND DECLARATION

At its November 2, 2017 meeting, the Board of Directors of Cogeco Communications declared a quarterly eligible dividend of \$0.475 per share for multiple voting and subordinate voting shares, payable on November 30, 2017 to shareholders of record on November 16, 2017. The declaration, amount and date of any future dividend will continue to be considered and approved by the Board of Directors of the Corporation based upon the Corporation's financial condition, results of operations, capital requirements and such other factors as the Board of Directors, at its sole discretion, deems relevant. There is therefore no assurance that dividends will be declared, and if declared, the amount and frequency may vary.

## TRADING STATISTICS

					2017
Quarters ended	Nov. 30	Feb. 28	May 31	Aug. 31	Total
<i>(in dollars, except subordinate voting share volumes)</i>	\$	\$	\$	\$	
The Toronto Stock Exchange					
High	65.81	73.95	80.77	93.66	
Low	60.62	63.64	68.69	77.32	
Close	64.55	71.80	78.98	93.45	
Volume (subordinate voting shares)	4,319,717	4,186,538	3,021,421	4,036,836	15,564,512
					2016
Quarters ended	Nov. 30	Feb. 29	May 31	Aug. 31	Total
<i>(in dollars, except subordinate voting share volumes)</i>	\$	\$	\$	\$	
The Toronto Stock Exchange					
High	69.92	66.40	71.67	63.64	
Low	61.62	58.32	61.68	60.12	
Close	64.90	63.43	68.23	63.45	
Volume (subordinate voting shares)	3,457,665	4,643,417	5,739,723	6,738,680	20,579,485

# CUSTOMER STATISTICS

	August 31, 2017	May 31, 2017	February 28, 2017	November 30, 2016	August 31, 2016	August 31, 2015
<b>CONSOLIDATED</b>						
Primary service units	2,527,882	2,534,925	2,536,876	2,527,602	2,507,750	2,497,702
Internet service customers	1,042,996	1,034,686	1,023,519	1,007,610	987,365	934,470
Video service customers	956,775	967,020	976,997	981,682	982,955	1,014,661
Telephony service customers	528,111	533,219	536,360	538,310	537,430	548,571
<b>CANADA</b>						
Primary service units	1,916,861	1,926,537	1,934,496	1,930,909	1,914,017	1,926,542
Internet service customers	769,869	764,350	759,152	749,275	733,701	704,555
Penetration as a percentage of homes passed	44.5%	44.3%	44.2%	43.8%	43.0%	41.8%
Video service customers	720,636	729,701	737,975	740,855	739,323	765,358
Penetration as a percentage of homes passed	41.6%	42.3%	42.9%	43.3%	43.4%	45.4%
Telephony service customers	426,356	432,486	437,369	440,779	440,993	456,629
Penetration as a percentage of homes passed	24.6%	25.1%	25.5%	25.8%	25.9%	27.1%
<b>UNITED STATES</b>						
Primary service units	611,021	608,388	602,380	596,693	593,733	571,160
Internet service customers	273,127	270,336	264,367	258,335	253,664	229,915
Penetration as a percentage of homes passed	45.9%	45.7%	44.7%	43.7%	42.9%	38.9%
Video service customers	236,139	237,319	239,022	240,827	243,632	249,303
Penetration as a percentage of homes passed	39.7%	40.1%	40.4%	40.7%	41.2%	42.2%
Telephony service customers	101,755	100,733	98,991	97,531	96,437	91,942
Penetration as a percentage of homes passed	17.1%	17.0%	16.7%	16.5%	16.3%	15.5%

# BOARD OF DIRECTORS AND CORPORATE MANAGEMENT

## BOARD OF DIRECTORS

★ **JAN PEETERS, Board Chair**  
Montréal (Québec)  
President and Chief Executive Officer and Board Chair  
Olameter Inc. (Telemetry company)

■ ★ **CLAUDE A. GARCIA, B.A., B. Com.**  
Montréal (Québec)  
Corporate Director

★ **LOUIS AUDET, Eng., MBA, C.M.**  
Westmount (Québec)  
President and Chief Executive Officer  
Cogeco Communications Inc. and Cogeco Inc.

● ◆ **LIB GIBSON, M.Sc., B.Sc., ICD.D**  
Toronto (Ontario)  
Corporate Director

● ■ ★ **PATRICIA CURADEAU-GROU, B. Com., Finance, ICD.D**  
Montréal (Québec)  
Corporate director

■ ◆ ★ **DAVID MCAUSLAND, B.C.L., LL.B.**  
Baie-D'Urfé (Québec)  
Partner  
McCarthy Tétrault (Major law firm in Canada)

● **JOANNE FERSTMAN, CPA, CA, B.Com**  
Toronto (Ontario)  
Corporate Director

■ ◆ **CAROLE J. SALOMON, B.A., MBA**  
Toronto (Ontario)  
President and Chief Executive Officer  
Cardavan Corporation (Management consultancy)

● **L.G. SERGE GADBOIS, FCPA, FCA, MBA**  
Boucherville (Québec)  
Corporate Director

### Legend :

- ★ Attends as an observer and participates in meetings of all the committees
- Member of the Audit Committee
- Member of the Human Resources Committee
- ◆ Member of the Corporate Governance Committee
- ★ Member of the Strategic Opportunities Committee



## CORPORATE HEAD OFFICE

5 Place Ville Marie  
Suite 1700  
Montréal (Québec)  
H3B 0B3  
corpo.cogeco.com

## CORPORATE MANAGEMENT

### **LOUIS AUDET**

President and Chief Executive Officer

### **ELIZABETH ALVES**

Vice President, Internal Audit and Risk Management

### **PHILIPPE BONIN**

Vice President, Corporate Development

### **NATHALIE DORVAL**

Vice President, Regulatory Affairs and Copyright

### **RENÉ GUIMOND**

Senior Vice President, Public Affairs and Communications

### **CHRISTIAN JOLIVET**

Senior Vice President, Corporate Affairs, Chief Legal Officer and Secretary

### **PIERRE MAHEUX**

Vice President, Corporate Controller

### **LUC NOISEUX**

Senior Vice President and Chief Technology and Strategy Officer

### **DIANE NYISZTOR**

Senior Vice President, Corporate Human Resources

### **PATRICE OUIMET**

Senior Vice President and Chief Financial Officer

### **ANDRÉE PINARD**

Vice President and Treasurer

# OPERATIONS INFORMATION

## CANADIAN BROADBAND SERVICES

### COGECO CONNEXION

**KEN SMITHARD**  
President

5 Place Ville Marie  
Suite 1700  
Montréal (Québec)  
H3B 0B3  
[www.cogeco.ca](http://www.cogeco.ca)

## AMERICAN BROADBAND SERVICES

### ATLANTIC BROADBAND

**RICHARD SHEA**  
President and Chief Executive Officer

2 Batterymarch Park  
Suite 205  
Quincy, MA 02169  
[www.atlanticbb.com](http://www.atlanticbb.com)

## BUSINESS ICT SERVICES

### COGECO PEER 1

**PHILIPPE JETTÉ**  
President

413 Horner Avenue  
Toronto (Ontario)  
M8W 4W3  
[www.cogecopeer1.com](http://www.cogecopeer1.com)

# CORPORATE INFORMATION

## ANNUAL MEETING

The Annual Meeting of Shareholders will be held at 11:30 a.m. on Thursday, January 11, 2018, at the Centre Mont-Royal, Mont-Royal room 1, 4th Floor, Montréal (Québec).

## AUDITORS

Deloitte LLP  
1190 Avenue des Canadiens-de-Montréal  
Suite 500  
Montréal (Québec)  
H3B 0M7

## LEGAL COUNSEL

Stikeman Elliott LLP  
1155 René-Lévesque Blvd. West  
40th Floor  
Montréal (Québec)  
H3B 3V2

**TRANSFER AGENT FOR SUBORDINATE VOTING AND MULTIPLE VOTING SHARES, AND TRUSTEE FOR SENIOR SECURED DEBENTURES AND NOTES**  
Computershare Trust Company of Canada

## TRUSTEE FOR SENIOR UNSECURED NOTES

Computershare Trust Company, N.A

## QUARTER ENDS

November, February, May

## YEAR END

August 31

## INQUIRIES

The Annual Report, Annual Information Form, Quarterly Reports and Information Circular are available in the Investors section of the Corporation's website ([corpo.cogeco.com](http://corpo.cogeco.com)) or upon request by calling 514-764-4700.

*Des versions françaises du rapport annuel, de la notice annuelle, des rapports trimestriels et de la circulaire d'information sont disponibles sous la section « Investisseurs » du site Internet de la société ([corpo.cogeco.com](http://corpo.cogeco.com)) ou sur demande au 514-764-4700.*

## INVESTORS AND ANALYSTS

For financial information about the Corporation, please contact the Department of Finance of the Corporation.

## SHAREHOLDERS

For any inquiries regarding a change of address or a change of registration of shares, please contact Computershare Trust Company of Canada. For any other inquiries please contact the Corporate and Legal Affairs Department of the Corporation.

## DUPLICATE COMMUNICATIONS

Some shareholders may receive more than one copy of publications such as Quarterly Reports and the Annual Report. Every effort is made to avoid such duplication. Shareholders who receive duplicate mailings should advise Computershare Trust Company of Canada.

## ETHICS LINE

The Corporation's parent company, Cogeco Inc., makes available an anonymous and confidential Ethics Line for its employees and the employees of all of its business units and other individuals who wish to report any perceived or actual instances of violations of the Cogeco Code of Ethics (including complaints regarding accounting, internal accounting controls and audit matters). The Ethics Line is operated by a specialized external provider that is independent of Cogeco Inc. Reports can be made through secured confidential toll-free telephone lines or the web site described below. All reports submitted through the Ethics Line will be examined by the Vice President, Internal Audit and Risk Management and/or the Senior Vice President, Corporate Affairs, Chief Legal Officer and Secretary. Individuals will be protected from dismissal or retaliation of any kind for reporting truthfully and in good faith.

By telephone:

<b>Canada or United States:</b>	<b>1-877-706-2640</b>
<b>United Kingdom:</b>	<b>0 800 016 3854</b>
<b>France:</b>	<b>0 800 914 343</b>

Web site of ClearView Connects: [www.clearviewconnects.com](http://www.clearviewconnects.com)



 **COGECO**  
COMMUNICATIONS

[corpo.cogeco.com](http://corpo.cogeco.com)