



**corUS.** annual report **2017**

**US.**

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message to shareholders	5
television	8
news and radio	12
owned and original content	14
fiscal 2017 significant events	16
our brands	18
board of directors	20
officers	21
Corus values	22
management's discussion and analysis	23
management's responsibility for financial reporting	57
independent auditors' report	58
consolidated statements of financial position	59
consolidated statements of income and comprehensive income	60
consolidated statements of changes in equity	61
consolidated statements of cash flows	62
notes to consolidated financial statements	63
corporate information	109



US.

Photo by Mike Ford





# message to shareholders

## **US.** What better theme to reflect our extraordinary first year as the new Corus.

Over the past 12 months, we completed our transformational journey, merging the legacy Corus and Shaw Media businesses with incredible speed and efficiency. Our newly combined team has brought together the best of both companies to position Corus for the future, as we build on our strong foundation of powerful brands, great content and carefully articulated strategic priorities. Led by the voices and feedback of our people, we have also reframed our corporate values to define our new culture, reflecting both the company we are today and what we aspire to become.

The industrial logic of combining the two companies has been validated in our first year. With our new scale and scope, we have further differentiated our brands and increased our audience share across Conventional TV, Specialty TV, and News and Radio.

In fact, Corus had the largest share of viewing in English Canadian commercial television for the 2016/2017 broadcast year.<sup>1</sup> Global delivered its best performance in a decade,<sup>2</sup> and our powerful portfolio of specialty television brands continue to be a leading destination for Women, Families, and Kids.<sup>3</sup> Furthermore, we have reorganized our television content team to focus on the verticals of Kids, Lifestyle, and Drama to ensure alignment with our growth strategies.

Our presence in local markets has been strengthened by the combination of Global Television and Corus Radio in markets where they co-exist. As we anticipated, the opportunity to share content and cross-promote our local brands proved effective. The powerful combination of television and radio also enabled us to rollout new bundled offerings for local advertisers, creating incremental revenue opportunities.

New distribution technologies and regulations continue to introduce an increased level of consumer choice into the TV marketplace. The final phase of “pick and pay” was implemented this year following the Canadian Radio-Television and Telecommunications Commission’s (“CRTC”) Let’s Talk TV process. In this new environment, we have proven that our strong television brands continue to be valued by subscribers.

As viewing habits evolve, we believe there is an opportunity to engage audiences in new ways. We anticipated, back in 2015, that we must start to think and operate as a retailer of our products, with an increased focus on understanding our audiences, leveraging data, and building a two-way relationship. Today, we have millions of Canadians with whom we dialogue on a regular basis.

In the midst of the changing landscape, the Canadian government began a review of the Canadian culture sector in 2016. In September 2017, its vision was set out in a document called Creative Canada, which included a directive to the CRTC to review the *Broadcasting Act* in the

1. Numeris PPM Data, Total Canada, Broadcast Year 16-17 vs. Broadcast Year 15-16 (8/29/2016 to 8/27/2017 vs. 8/31/2015 to 8/28/2016) - confirmed data, M-Su 2a-2a, Share % of English Canadian Commercial TV stations, Corus English, Bell English, Rogers Media English, excludes Canadian Pay, U.S. & 4K stations  
2. Numeris PPM Data, Total Canada, Share% of Canadian Conventional English TV, (Mo-Su 7-11p & 8p-11p, Broadcast Year 2007-2008 to Broadcast Year 2016-2017), Adults 25-54  
3. Numeris PPM data, Total TV Broadcast Year 16-17 (8/29/2016 to 8/27/2017), Adults 25-54 Average Minute Audience (000) Canadian English Specialty stations - excludes sports stations



coming year. As we continue to evolve our business today and for the future, we need predictability and a strong regulatory framework that acknowledges the competition we are facing from unregulated global players, one that removes barriers so we may compete effectively both domestically and globally. We have a long track record as successful creators and exporters of Canadian content that resonates with audiences in more than 160 countries, and have a growing international presence across multiple content platforms. In Canada, we are focused on providing content to consumers wherever they are, and supporting communities with local news and information programming that matters most to them.

In the midst of these changes in landscape and all of our integration activities, we continued to drive forward many important initiatives that support the advancement of our strategic priorities, which are to:

- 1. Own and control more content;**
- 2. Engage our audiences;**
- 3. Expand into new and adjacent markets.**

Our strategy to own more of the content we produce remains an important part of Corus' future. This content drives our audiences in Canada and provides a growing revenue stream internationally. Moreover, our strategy to control more content from leading content partners to bolster the competitiveness of our channel portfolio was evidenced this year with the launch of Cooking Channel (Canada). This great addition is a result of further deepening our partnership with Scripps Networks Interactive.

In fiscal 2017, we almost doubled the production of original Kids content through our globally renowned Nelvana animation studio, unveiling an exciting slate of new properties; and we more than doubled the size of our Corus Studios lifestyle content slate for sale in the international market.

We will continue to grow our slate of owned content for export into the global marketplace in the coming year. As a producer, we are proud of the great content we create, and it is resonating with audiences worldwide. In addition to our original productions, we have forged strong partnerships with the Canadian production community and international content companies, enabling us to more quickly develop franchise properties with built-in distribution opportunities. Owning more content also supports our strategic priority of expanding into new and adjacent markets so that we may grow our revenue in the large global content marketplace.

Engaging our audiences, at its core, means that we are focused on offering the best content that delights our viewers and listeners. Increasingly, an important new dimension of this strategic priority relates to data analytics and advanced advertising so that we can continue to improve the viewer and listener experience, as well as deliver increased value to our advertisers. In this regard, we significantly expanded our advanced advertising capabilities as we realize the benefits of combining the power and reach of television with the insights and targeting of data. Client interest has been extraordinary, with more than 100 advertisers now participating in this groundbreaking initiative.

In fiscal 2018, we will double our investment in data analytics and advanced advertising. Our recent appointment of a dedicated team in this area demonstrates our commitment to driving this important initiative forward and underscores our commitment to becoming a more data-driven consumer-centric company.

This year, we have seen many exciting technology announcements from our distribution partners, such as the rollout of the new X1 platform and the upcoming upgrades to IPTV platforms across Canada. We believe these developments will be a game-changer for both television viewers in the way that they consume content, and for advertisers in the way that they approach their advertising campaigns. These platforms will facilitate the deployment and adoption of advanced





advertising technologies, such as dynamic ad insertion and local addressable advertising. By working with our distribution partners on their future platform roadmaps and conducting trials, we can refine our abilities to monetize these platforms. Corus is firmly committed to staying on the leading edge of advertising technology innovation.

On the financial front, we were challenged in the beginning of the year with headwinds on our advertising revenues. As the year progressed, however, we delivered consecutive quarters of sequential improvements in television advertising revenues, consistent with our expectations—and importantly, we delivered on all of our financial priorities for fiscal 2017. Annual cost synergies in excess of our goal of \$40 to \$50 million were captured more quickly than originally anticipated, resulting in a greatly improved cost structure. Our intense focus on free cash flow enabled us to reach our deleveraging target of 3.5 times net debt to segment profit one quarter earlier than anticipated. In fact, we delivered \$293 million in free cash flow this year, above our expectations. As promised, we also maintained our commitment to an annual dividend of \$1.14 per Class B Non-Voting Share.

In 2018, we remain resolute in our focus to further strengthen our balance sheet. Our commitment to deliver value to our shareholders continues. Our team has a firm mandate to manage costs and drive free cash flow to de-lever and return cash via our dividend. Future investments will be targeted to building strength in advertising through data and technology and providing new content for our audiences.

In closing, as we look back on our incredible accomplishments this year, we see the result of the talent, hard work and drive of the remarkable team of people in all of our locations across Canada and around the world. Their inspiration to build a stronger Corus was evident in our many achievements, and we thank them for their unrelenting commitment to serving each other, our audiences and our partners.

With the heavy lifting of our year-one integration squarely behind us, our company is intensely future focused. We compete in a dynamic, rapidly changing marketplace for audiences and advertisers, and we are ready to respond to challenges along the way. Corus has a clear set of strategic priorities, and an outstanding team of leaders who will Make It Happen. We remain confident that Corus' improved financial flexibility and clear strategic roadmap positions us well for continued success.

**Doug Murphy**  
President and CEO

**Heather Shaw**  
Executive Chair

# television

**we had the largest share of viewing in English Canadian commercial television for the 2016/2017 broadcast year<sup>1</sup>.**

## Global

Bolstered by our new cross-promotional heft, Global—which reached more than 16 million viewers every week<sup>2</sup> in 2017—had its strongest year in over a decade<sup>3</sup>. What's more, Global increased its presence in the top 20 prime-time shows year over year in fall, spring and summer.<sup>4</sup>



**Seal Team:** A new fall show on Global, *Seal Team*, starring David Boreanaz, follows an elite unit of Navy SEALs as they train, plan, and execute the most dangerous, high-stakes missions that America can ask of them.

**16 million**<sup>2</sup>  
**viewers** every week

**Global**

**strongest**<sup>3</sup>  
**year** in over a decade

1. Numeris PPM Data, Total Canada, Broadcast Year 16-17 vs. Broadcast Year 15-16 (8/29/2016 to 8/27/2017 vs. 8/31/2015 to 8/28/2016) - confirmed data, M-Su 2a-2a, Share % of English Canadian Commercial TV stations, Corus English, Bell English, Rogers Media English, excludes Canadian Pay, U.S. & 4K stations  
2. Numeris PPM data, Broadcast Year 2016/2017 (Aug29/16 - Aug27/17), Total Canada, Average Weekly Reach (000), Individuals 2+  
3. Numeris PPM Data, Total Canada, Share% of Canadian Conventional English, (Mo-Su 7-11p & 8p-11p, Broadcast Year 2007-2008 to Broadcast Year 2016-2017), Adults 25-54  
4. Numeris PPM Data, Fall 2015 (Sept 14-Dec 20/15) vs. Fall 2016 (Sept 12-Dec 18/16), Spring 2016 (Jan 4-May 29/16) vs. Spring 2017 (Jan 2-May 28/17), Summer 2016 (May 30-Sept 11/16) vs. Summer 2017 (May 29-Sept 10/17), Total Canada/Average Minute Audience (000), Conventional National rankers, based on 3+ airings, Adults 25-54. Excludes NFL Playoffs, NHL Playoffs, World Cup of Hockey and Rio Paralympics





**The Bachelor Canada:** In W Network's Canadian version of this smash-hit romance reality series, Chris Leroux, a former Major League Baseball player, searches for the woman of his dreams—and hopefully his bride-to-be.

### specialty television

Our beloved specialty brands continue to shine. With a decisive focus and smart programming in our Kids, Drama, and Lifestyle verticals, Corus now owns the #1 Entertainment Specialty station in each of our Adults, Women, and Kids demographics<sup>5</sup>. We lead the rankers with more entertainment stations in the top 20 than any other broadcaster.<sup>5</sup> And we reach more women in large households than any other media company<sup>5</sup> in Canada—a coveted demographic with advertisers.

**4 of 5<sup>7</sup>**

Specialty Channels  
Among Adults



**5 of 5<sup>8</sup>**

Specialty Channels  
Among Women



**5 of 5<sup>9</sup>**

Specialty Channels  
Among Kids



5. Numeris PPM data, Total TV Broadcast Year 2016-2017 (8/29/2016 to 8/27/2017), Adults 25-54, Women 25-54 Average Minute Audience (000) Canadian English Specialty stations - excludes sports stations.

Kids 2-11 rankers based on Canadian Kids English Specialty stations only

6. Numeris - TV Meter - Consolidated - 2016-2017 (8/29/2016 to 8/27/2017), Total Canada, M-Su 2a-2a. Female skew based on % of Female 25-54 of Adults / Females 25-54 in Large Households (5+) as a percentage of total Adult 25-54 audience indexed to the population base. Specialty Stations only

7. Numeris PPM data, Total TV Broadcast Year 2016-2017 (8/29/2016 to 8/27/2017), Adults 25-54 Average Minute Audience (000) Canadian English Specialty stations - excludes sports stations

8. Numeris PPM data, Total TV Broadcast Year 2016-2017 (8/29/2016 to 8/27/2017), Women 25-54 Average Minute Audience (000) Canadian English Specialty stations - excludes sports stations

9. Numeris PPM data, Total TV Broadcast Year 2016-2017 (8/29/2016 to 8/27/2017), Kids 2-11 Average Minute Audience (000) Canadian English Kids Specialty stations only

**US**



## we are leading innovation in advertising.

Corus is emerging as a leader in data analytics and advanced advertising. We are breaking new ground with a progressive, test-and-learn approach to innovation.

Through an ongoing focus on data, we are developing a rich understanding of our audiences and their interaction with our content. Our goal is to provide a more engaging viewer and listener experience, and more targeted and effective campaigns to our advertisers.

In Canada, we were the first to launch a broad range of new products that enhance the value proposition to our advertisers—from advanced audience segmentation to dynamic ad insertion in video-on-demand content.





This leading position is set to continue in 2018 with the planned launch of Programmatic TV in an exclusive closed-beta trial. Our objective is to automate and streamline our advertisers' experience when it comes to planning, executing, optimizing, and reporting television advertising campaigns. We are also exploring the potential of artificial intelligence with leading industry partners, leveraging data and machine learning to develop a more audience-centric approach to marketing our content and brands.

To continue our momentum, we have created a dedicated Data and Advanced Advertising team, and are committed to doubling our investment in advanced advertising in 2018.



In fiscal 2017, Corus had a 74% increase in the number of advertisers using **advanced audience segmentation**



We became the first major Canadian broadcaster to offer **standalone first-party digital data** to advertisers



We created a **dedicated team** to further focus our efforts on **data analytics and advanced advertising**



We are the first broadcaster in Canada to announce development of innovative **programmatic TV** advertising solutions





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# news and radio

**we deliver  
excellence in  
local markets.**

When we created the new Corus, we knew that the combination of our radio and Global Television news teams would strengthen our presence in local markets where our brands co-exist.

This past year, we proved this theory to be true, significantly increasing the number of local accounts that advertise on both radio and Global Television while also increasing their total spend.

Our team is successfully driving innovation and efficiencies throughout our news and radio operations. This includes sharing local content, integrating digital operations, cross-promoting brands and programming, sharing talent, and deploying innovative technologies and processes. The next important stage of our evolution began to occur in 2017—we are extending the Global News brand to all of our Corus news-talk radio stations.

**Global News:** Jackson Proskow, Washington Bureau Chief for *Global National*, covers the flooding in Houston, Texas caused by Hurricane Harvey.



# Global NEWS

In fiscal 2017, Global News was the **top news program** in most time slots in Vancouver, Calgary and Edmonton<sup>1</sup>

## Global News RADIO 640 Toronto

We are rolling out the **Global News brand** across all of our Corus news-talk radio stations



We participated in the launch of the Radioplayer app in fiscal 2017—an **industry solution** to capture growing interest in streamed audio content



Globalnews.ca became the **#2 news site** in Canada, up 36% YOY<sup>2</sup>

1. Numeris PPM Data, Broadcast Year 2016-2017(Aug29/16-Aug27/17) – confirmed data, Vancouver/Victoria EM/Calgary EM/Edmonton EM, 3+ airings, based on Adults 25-54 rating %  
 2. comScore Media Metrix, Multi-Platform data, Base: Total Canada, All Locations, 2+ digital audience, Sept 2017



**The Morning Show** (top): Global TV's *The Morning Show* hosts Jeff McArthur and Carolyn MacKenzie are joined by Canadian music superstar Shania Twain. **Corus Radio's CKNW** (bottom): Jon McComb, host of CKNW's *The Jon McComb Show* in Vancouver, is joined by Global National Anchor Dawna Friesen.

### news

We are redefining the way news is delivered. Our Global News Multi-Market Content (MMC) product centralizes the anchoring of many of our local late-night and weekend newscasts, which enables more of a focus on frontline news gathering in local markets.

This initiative was awarded this year with the Radio, Television and Digital News Association (RTDNA) Edward R. Murrow Award for Excellence in Innovation, an international recognition for building a centralized news model that set a precedent for news organizations worldwide.

### radio

In radio, we made notable progress in improving our rankings in many large markets across Canada. Our radio division also contributed segment profit growth for the year, in large part due to a streamlined cost structure, and the benefits of content sharing and cross-promotion synergies with our local television stations.

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# owned and original content

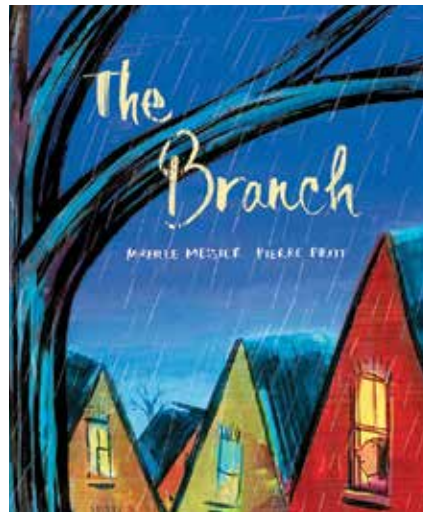
## our content is prized domestically and around the world.

### Nelvana

Nelvana almost doubled the number of episodes it produced this past year compared to the prior year with a number of exciting new properties in children's content, including *The ZhuZhus*, *Mysticons*, and *Hotel Transylvania: The Series*. We have started off fiscal 2018 with a new Nelvana/Discovery Communications venture to produce a pipeline of content for the kids' market in Latin America, Canada and around the world, increasing Nelvana's production and distribution business on a global scale.



**Backyard Builds:** Corus Studios' *Backyard Builds* follows contractor Brian McCourt and designer Sarah Keenleyside as they deliver customized backyard spaces to homeowners.



**The Branch:** Kids Can Press' acclaimed novel *The Branch* explores a young child's experience with loss and renewal.



**Hotel Transylvania:** Nelvana's new animated series *Hotel Transylvania: The Series* focuses on the teenage years of Dracula's daughter, Mavis.

### Corus Studios

Our Corus Studios has been producing and distributing original lifestyle content globally since 2015. In fiscal 2017, we grew our revenues and markedly increased our slate of properties for sale in the international marketplace.

### Kids Can Press

It was a marquee year for our Kids Can Press (KCP). Among its successes, the division launched KCP Loft, a new young adult imprint focused entirely on readers ages 14 and up—with crossover appeal to adult readers—creating a new market for its content. On the awards front, KCP earned the prestigious title of Children's Publisher of the Year, North America, at the annual Bologna Children's Book Fair, one of the most highly regarded international prizes in children's publishing. And, in a prominent literacy partnership initiative, KCP secured a deal with McDonald's Canada to offer some of its most popular Canadian children's books inside McDonald's Happy Meals. The deal means more than eight million KCP mini-books will be distributed to children across Canada.





Nelvana's content is distributed in more than **160 countries** worldwide



Corus Studios content is available in more than **100 territories** around the world



Kids Can Press launched **KCP Loft**, a new adult imprint

**Home to Win:** Corus Studios' *Home to Win* unites renovation stars Scott McGillivray and Bryan Baeumler with other reno celebrities to create the ultimate home for one family to win.

**US**

# Q1

September | October | November

Global News announced the expansion of its flagship newscast, Global National to additional TV stations



Launched a newly refreshed direct-to-consumer Treehouse App



Global TV became the most-watched network in prime time for premiere week<sup>1</sup>



Nelvana entered into a partnership with Sesame Workshop to produce *Esme and Roy*



Nelvana announced an exciting brand refresh featuring a new logo and a slate of highly anticipated new series in development including *Hotel Transylvania: The Series*, *Bravest Warriors*, *Mysticons* and *Esme and Roy*



Recognized as one of Canada's Top 100 Employers for 2017



Launch of HISTORY VAULT™, HISTORY®'s direct-to-consumer subscription video-on-demand service

# Q2

December | January | February

Launched Cooking Channel (Canada)



Recognized as one of Greater Toronto's Top Employers for 2017



Launched Peggy @ 99.1 in Winnipeg

Recognized as one of Canada's Top Employers for Young People for 2017



Launched a new native advertising offering across all of our online properties

Toon Boom Animation introduced Toom Boom Producer, a new product designed for animation studios and production companies



1. Numeris confirmed data. Total Canada, Individuals 2+ Average Minute Audience (000), premiere week 2016 (Sept 19-25), National program schedule 8-11p, growth vs. premiere week 2015 (Sept 21-27)



# Q3

March | April | May

Kids Can Press entered into the young adult book market with the launch of its KCP Loft imprint



Nelvana partnered with Discovery Kids to bring its hit animated series *The ZhuZhus* to kids and families throughout Latin America and the Caribbean



Kids Can Press with McDonald's Canada launched a new book program for Happy Meals



All Corus TV licenses renewed by the CRTC for a five-year term commencing September 1, 2017

Corus joins leading Canadian broadcasters in the launch of the Radioplayer Canada app



# Q4

June | July | August



Corus Studios and Nelvana's premium original content is now available in more than 100 countries and/or territories around the world



Global unveiled its fiscal 2018 primetime lineup featuring six new dramas and four new comedies



Corus announced multi-year licensing agreement with The Walt Disney Studios for *Star Wars*



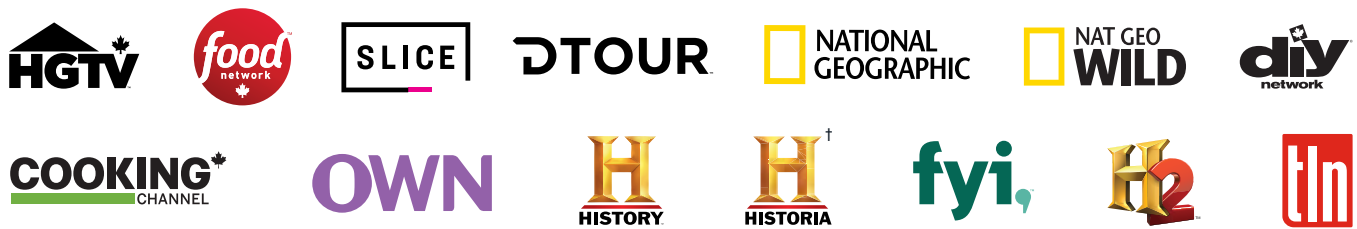
## fiscal 2017 significant events

# Corus Television

## Conventional Stations



## Lifestyle



## Drama



## Kids



## Original Content



† On October 18, 2017, the Company announced that it had entered into an agreement with Bell Media Inc. to sell Historia and Séries+. The sale is pending approval by the Canadian Radio-television and Telecommunications Commission and the Competition Bureau.

\* Corus Entertainment owns less than a 50% equity position



# Corus Radio

## Vancouver, British Columbia

**AM730** CHMJ-AM  
AM730 All Traffic  
All The Time

**Global News RADIO** CKNW-AM  
**980 CKNW** Global News Radio  
980 CKNW

**ROCK 101** CFMI-FM  
Rock 101  
GREATEST HITS 70's 80's & 90's

**CFOX** CFOX-FM  
The World  
Famous CFOX  
WORLD FAMOUS 11 99.3FM

## Calgary, Alberta

**Global News RADIO** CHQR-AM  
**770 CHQR** Global News Radio  
770 CHQR

**Q107** CFGQ-FM  
Q107

**COUNTRY 105** CKRY-FM  
Country 105

## Edmonton, Alberta

**630 CHED** CHED-AM  
630 CHED

**iNews 880AM** CHQT-AM  
iNews880  
ON RADIO. ON LINE. ON DEMAND.

**CISN COUNTRY 103.9** CISN-FM  
CISN COUNTRY 103.9

**fresh RADIO 92.5** CKNG-FM  
92.5 Fresh Radio  
80s & TODAY

## Winnipeg, Manitoba

**Global News RADIO** CJOB-AM  
**680 CJOB** Global News Radio  
680 CJOB

**Peggy @99.1** CJGV-FM  
Peggy @ 99.1  
Feel Good Winnipeg!

**POWER 97** CJKR-FM  
Power 97  
WINNIPEG'S ROCK

## Barrie/Collingwood, Ontario

**Fresh RADIO 93.1** CHAY-FM  
93.1 Fresh Radio  
TODAY'S BEST MIX

**BIG 101** CIQB-FM  
101.1 BIG FM  
BIG HITS & REAL CLASSIC ROCK

**The Peak 95.1 FM** CKCB-FM  
95.1 The Peak FM

## Kitchener, Ontario

**107.5 DAVE ROCKS** CJDV-FM  
107.5 DAVE ROCKS

**the 91.5 beat** CKBT-FM  
91.5 The Beat  
HIT MUSIC STATION

## Cornwall, Ontario

**Fresh RADIO 104.5** CFLG-FM  
104.5 Fresh Radio  
TODAY'S BEST MIX

**boom 101.9** CJSS-FM  
boom 101.9  
70 80 90

## Guelph, Ontario

**1460 cjoy** CJOY-AM  
1460 CJOY  
our community first

**MAGIC 106.1** CIMJ-FM  
Magic 106.1  
TODAY'S BEST MIX

## Kingston, Ontario

**Fresh RADIO 104.3** CKWS-FM  
104.3 Fresh Radio  
LOVE THE MUSIC

**BIG 96.3** CFMK-FM  
BIG 96.3  
BIG HITS & REAL CLASSIC ROCK

## Hamilton, Ontario

**Global News RADIO** CHML-AM  
**900 CHML** Global News Radio  
900 Hamilton

**Fresh RADIO 95.3** CING-FM  
95.3 Fresh Radio  
TODAY'S BEST MIX

**Y108** CJXY-FM  
Y108  
WORLD CLASSIC ROCK

## London/Woodstock, Ontario

**Global News RADIO** CFPL-AM  
**980 CFPL** Global News Radio  
980 CFPL

**Fresh RADIO 103.1** CFHK-FM  
103.1 Fresh Radio  
TODAY'S BEST MIX

**London's Best Rock FM96** CFPL-FM  
FM96

**COUNTRY 104** CKDK-FM  
Country 104  
#1 for Country HITS!

## Ottawa, Ontario

**Jump! 106.9** CKQB-FM  
JUMP! 106.9  
NON-STOP HITS

**boom 99.7** CJOT-FM  
boom 99.7  
70 80 90

## Peterborough, Ontario

**Fresh RADIO 100.5** CKRU-FM  
100.5 Fresh Radio  
LOVE THE MUSIC

**THE WOLF 101.5** CKWF-FM  
THE WOLF 101.5  
CENTRAL ONTARIO'S BEST ROCK

## Toronto, Ontario

**Global News RADIO** CFMJ-AM  
**640 Toronto** Global News Radio  
640 Toronto

**102.1 THE EDGE** CFNY-FM  
102.1 The Edge

**Q107** CILQ-FM  
Q107  
GREAT HITS & REAL CLASSICS

# board of directors

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**Heather Shaw**  
Chair of the Board of Directors  
Chair of the Executive Committee



**Doug Murphy**  
Member of the  
Executive Committee



**Fernand Bélisle**  
Member of the Human Resources  
and Compensation Committee  
Serves as the Independent Lead  
Director for Corus Entertainment Inc.



**Peter Bissonnette**  
Member of the Executive  
Committee



**Michael D'Avella**  
Member of the Audit Committee



**Trevor English**



**John Frascotti**  
Member of the Corporate  
Governance Committee



**Mark Hollinger**  
Chair of the Corporate  
Governance Committee  
Member of the Executive Committee



**Barry James**  
Chair of the Audit Committee  
Member of the Executive  
Committee



**Catherine Roozen**  
Chair of the Human Resources and  
Compensation Committee  
Member of the Executive Committee



**Terrance Royer**  
Member of the Human Resources  
and Compensation Committee  
Member of the Audit Committee



**Julie Shaw**  
Vice Chair of the Board of Directors  
Member of the Corporate  
Governance Committee

# officers

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**Heather Shaw**  
Executive Chair



**Doug Murphy**  
President and Chief  
Executive Officer



**Judy Adam, CPA, CA**  
Senior Vice President, Finance



**John Gossling, FCPA, FCA**  
Executive Vice President  
and Chief Financial Officer



**Dale Hancocks**  
Executive Vice President  
and General Counsel



**Gary Maavara**  
Corporate Secretary



**Greg McLelland**  
Executive Vice President and  
Chief Revenue Officer



**Barbara Williams**  
Executive Vice President and  
Chief Operating Officer





## think beyond.

- Challenge assumptions, imagine what's possible.
- Invent opportunities, create new solutions.
- Boldly set big goals and take smart risks.



## win together.

- Be approachable and actively help others succeed.
- Openly share information, offer ideas, debate options.
- Celebrate great results, appreciate each other.



## make it happen.

- Focus on priorities, take ownership to deliver.
- Find ways to simplify and remove barriers.
- Be energetic, positive and persistent.



## learn every day.

- Be curious and look broadly for answers.
- Try new things and learn from mistakes.
- Be flexible, embrace change as a way to grow.

## show we care.

- Support each other's personal well-being.
- Deeply understand and serve our audiences.
- Make a positive difference in our communities.

**CORUS.**  
values



## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

Management's Discussion and Analysis of the financial position and results of operations for the year ended August 31, 2017 is prepared at November 17, 2017. The following should be read in conjunction with the Company's August 31, 2017 audited consolidated financial statements and notes therein. The financial highlights included in the discussion of the segmented results are derived from the audited consolidated financial statements. All amounts are stated in Canadian dollars unless specified otherwise.

Corus Entertainment Inc. ("Corus" or the "Company") reports its financial results under International Financial Reporting Standards ("IFRS") in Canadian dollars. Per share amounts are calculated using the weighted average number of shares outstanding for the applicable period.

### **USE OF NON-IFRS FINANCIAL MEASURES**

The Management's Discussion and Analysis contains references to certain measures that do not have a standardized meaning under IFRS as prescribed by the International Accounting Standards Board and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS measures by providing a further understanding of operations from management's perspective. Accordingly, non-IFRS measures should not be considered in isolation nor as a substitute for analysis of financial information reported under IFRS. The Company presents non-IFRS measures, specifically, segment profit, adjusted segment profit, adjusted net income, adjusted basic earnings per share, free cash flow, net debt and net debt to segment profit.

The Company believes these non-IFRS measures are frequently used by securities analysts, investors and other interested parties as measures of financial performance and to provide supplemental measures of operating performance and thus highlight trends that may not otherwise be apparent when relying solely on IFRS financial measures. A reconciliation of the Company's non-IFRS measures is included in this report which is available on Corus' website at [www.corusent.com](http://www.corusent.com).

### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

To the extent any statements made in this document contain information that is not historical, these statements are forward-looking statements and may be forward-looking information within the meaning of applicable securities laws (collectively, "forward-looking information"). Forward-looking information relates to, among other things, our objectives, goals, strategies, intentions, plans, estimates and outlook, including advertising, distribution, merchandise and subscription revenues, operating costs and tariffs, taxes and fees, currency value fluctuations and interest rates. The forward-looking information contained in this document includes, but is not limited to: statements regarding Corus' leverage and dividend yield targets; sufficiency of financial resources to fund operations and dividend payments; and intentions to have substantially paid restructuring charges relating to changes in management structure and business operations by fiscal 2018. Forward-looking information is predictive in nature and can generally be identified by the use of words such as "believe", "anticipate", "expect", "intend", "plan", "will", "may" and other similar expressions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances may be considered forward-looking information.

Although Corus believes that the expectations reflected in such forward-looking information are reasonable, such statements involve assumptions and risks and uncertainties and undue reliance should not be placed on such statements. Certain material factors or assumptions are applied with respect to the forward-looking information above, including without limitation: the estimates and judgments set out under the heading "Use of Estimates and Judgments", in this document; factors and assumptions regarding general market conditions and general outlook for the industry, interest rates, stability of the advertising, distribution, merchandise and subscription markets, operating costs and tariffs, taxes and fees, currency value fluctuations and interest rates, technology developments and assumptions regarding the stability of laws and governmental regulation and policies and the interpretation or application of those laws and regulations, consistent application of accounting policies, segment profit growth rates, future levels of capital expenditures, expected future cash flows and discount rates, and actual results may differ materially from those expressed or implied in such statements.

Important factors that could cause actual results to differ materially from these expectations include, among other things: our ability to attract and retain advertising and subscriber revenues; audience acceptance of our television programs and networks; our ability to recoup production costs, the availability of tax credits and the existence of co-production treaties; our ability to compete in any of the industries in which we do business; the opportunities (or lack thereof) that may be presented to and pursued by us; conditions in the entertainment, information and communications industries and technological developments therein; changes in laws, regulations and policies or the interpretation or application of those laws and regulations; our ability

to integrate and realize anticipated benefits from our acquisitions and to effectively manage our growth; our ability to successfully defend ourselves against litigation matters arising out of the ordinary course of business; and changes in accounting standards. Additional information about these factors and about the material assumptions underlying such forward-looking statements are set out under the heading "Risks and Uncertainties" in this document and under the heading "Risk Factors" in our Annual Information Form. Corus cautions that the foregoing list of important factors that may affect future results is not exhaustive.

The following discussion describes the significant changes in the consolidated results from operations.

## **OVERVIEW**

Corus Entertainment Inc. ("Corus" or the "Company") is a diversified Canadian-based integrated media and content company that creates and delivers high quality brands and content across platforms for audiences in Canada and around the world. The Company's portfolio of multimedia offerings encompasses 45 specialty television networks, 15 conventional television stations, 39 radio stations and a global content business, digital assets, book publishing, animation software, media and technology services.

Corus operates through two reporting segments: Television and Radio. The Corporate results represent the incremental cost of corporate overhead in excess of the amount allocated to the operating segments. Generally, Corus' financial results depend on a number of factors, including the strength of the Canadian national economy and the local economies of Corus' served markets, local and national market competition from other broadcasting stations, platforms and other advertising media, government regulation, market competition from other distributors of animated and unscripted lifestyle programming and Corus' ability to continue to provide popular programming.

## **TELEVISION**

The Television segment is comprised of 45 specialty television networks, 15 conventional television stations and the Corus content business, which includes the production and distribution of films and television programs, merchandise licensing, book publishing, animation software, and media and technology services. On February 29, 2016, Corus ceased operations of its pay television business. On April 1, 2016, Corus acquired 100% of Shaw Media Inc. ("Shaw Media") from Shaw Communications Inc. ("Shaw"), which included 19 specialty television networks, 12 Global Television branded conventional television stations, Global News, globalnews.ca, and HistoryGO and GlobalGO mobile apps (the "Acquisition").

Revenues for the specialty television networks are generated from both advertising and subscribers, while revenues from the conventional television stations are derived solely from advertising. Revenues for the content business are generated from licensing of proprietary films and television programs, merchandise licensing, book publishing, animation software, and media and technology service sales. For both advertising and subscriber revenues, it is critical that the Company offer Canadians entertaining content that engages them. The Company's content is available to Canadians through a variety of platforms, including conventional or specialty television, online websites or mobile apps. Catering to consumer demand for quality and choice, the Company strives to offer the best content available to Canadians when and where they choose to consume it.

## **RADIO**

The Radio segment is comprised of 39 radio stations across Canada situated primarily in high-growth urban centres in English Canada, with a concentration in the densely populated area of Southern Ontario. The Company's primary method of distribution is over-the-air, analog radio transmission, with additional delivery platforms including HD Radio, websites and mobile apps.

Revenues for the Company's radio business are derived primarily from advertising.

**ANNUAL SELECTED FINANCIAL INFORMATION**

The following table presents summary financial information for Corus for each of the listed years ended August 31:

(in millions of Canadian dollars, except percentages and per share amounts)

	2017	2016	2015	% Increase (Decrease)	
				2017 over 2016	2016 over 2015
<b>Revenues</b>	<b>1,679.0</b>	1,171.3	815.3	43.3	43.7
<b>Segment profit<sup>(1)</sup></b>	<b>578.1</b>	411.0	277.2	40.7	48.3
<b>Net income attributable to shareholders</b>	<b>191.7</b>	125.9	(25.2)		
<b>Adjusted net income attributable to shareholders<sup>(1)</sup></b>	<b>220.5</b>	129.0	135.9		
Basic earnings (loss) per share	<b>\$0.95</b>	\$0.96	\$(0.29)		
Adjusted basic earnings per share <sup>(1)</sup>	<b>\$1.10</b>	\$0.98	\$1.57		
Diluted earnings (loss) per share	<b>\$0.95</b>	\$0.96	\$(0.29)		
Total assets	<b>6,067.8</b>	6,093.4	2,632.1		
Long-term debt (inclusive of current portion)	<b>2,091.6</b>	2,196.0	801.0		
<b>Cash dividends declared per share</b>					
Class A Voting	<b>\$1.1350</b>	\$1.1350	\$1.1142		
Class B Non-Voting	<b>\$1.1400</b>	\$1.1400	\$1.1192		

Notes:

<sup>(1)</sup> As defined in "Key Performance Indicators" section.



## RESULTS OF OPERATIONS

The following table presents summary financial information for Corus' operating segments and a reconciliation of segment profit to net income for each of the listed years ended August 31:

(in thousands of Canadian dollars, except percentages)

	2017	2016	% Increase (Decrease) 2017 over 2016
<b>Revenues</b>			
Television	1,529,792	1,015,609	50.6
Radio	149,216	155,705	(4.2)
	<b>1,679,008</b>	<b>1,171,314</b>	<b>43.3</b>
<b>Direct cost of sales, general and administrative expenses</b>			
Television	965,425	611,384	57.9
Radio	109,689	119,546	(8.2)
Corporate	25,811	29,370	(12.1)
	<b>1,100,925</b>	<b>760,300</b>	<b>44.8</b>
<b>Segment profit<sup>(1)</sup></b>			
Television	564,367	404,225	39.6
Radio	39,527	36,159	9.3
Corporate	(25,811)	(29,370)	(12.1)
	<b>578,083</b>	<b>411,014</b>	<b>40.7</b>
Depreciation and amortization	91,750	73,969	
Interest expense	156,716	110,862	
Debt refinancing	—	61,248	
Business acquisition, integration and restructuring costs	31,983	57,198	
Gain on disposition	—	(86,151)	
Other expense (income), net	(8,953)	8,752	
Income before income taxes	306,587	185,136	
Income tax expense	82,498	41,575	
<b>Net income for the year</b>	<b>224,089</b>	<b>143,561</b>	
<b>Net income for the year attributable to:</b>			
Shareholders	191,665	125,931	52.2
Non-controlling interest	32,424	17,630	83.9
<b>Net income for the year</b>	<b>224,089</b>	<b>143,561</b>	<b>56.1</b>

<sup>(1)</sup> As defined in Key Performance Indicators section

## FISCAL 2017 COMPARED TO FISCAL 2016

For a discussion on the Company's results of operations for the fourth quarter of fiscal 2017, we refer you to Corus' Fourth Quarter and Year-End 2017 Report to Shareholders filed on SEDAR on October 18, 2017.

The following discussion describes the significant changes in the consolidated results from operations for the year ended August 31, 2017 compared to the prior year.

Commencing April 1, 2016, 100% of the operating results of Shaw Media, as well as its assets and liabilities have been fully consolidated as a business combination in accordance with IFRS 3 – *Business Combinations* and, as a result, Shaw Media has been accounted for by applying the acquisition method as of that date. Shaw Media has been reported as part of the Television segment (refer to note 27 of the Company's audited annual consolidated financial statements for the year ended August 31, 2017, filed on SEDAR, for further details).

For fiscal 2016, certain of Corus' Pay Television business' ("Pay TV") assets and liabilities were reclassified as held for disposal effective November 19, 2016 as a consequence of meeting the definition of assets held for sale under IFRS 5 – *Non-current Assets Held for Sale and Discontinued Operations*. The Company's business activities are conducted through two operating segments, Television and Radio. The disposal group, Pay TV, was not a separate operating segment, but was included as part of the Television operating segment. Accordingly, the disposal group, Pay TV, did not qualify for discontinued operations presentation and, as a result, its operating

results remained in continuing operations in the consolidated statement of income and comprehensive income for the year ended August 31, 2016. However, intangible assets classified as held for disposal ceased being amortized effective November 19, 2015 and as a consequence, amortization of program and film rights in the Television segment for the year ended August 31, 2016 is lower by \$15.6 million, than it would have been had amortization on these assets not ceased. On February 29, 2016, the Pay TV disposition was completed and the related proceeds and gain associated with this disposal group were recognized (refer to note 27 of the Company's audited annual consolidated financial statements for the year ended August 31, 2017, filed on SEDAR, for further details).

These transactions contributed to the significant year-over-year variances in the consolidated operating results for the fiscal year, as the prior year includes only five months of the operating results of the Shaw Media business, while the Pay TV business was shut down on February 29, 2016. In the prior year, the Shaw Media business generated revenues and segment profit of \$1,017.8 million and \$293.2 million, respectively, while the Pay TV business generated revenues and segment profit of \$67.8 million and \$49.3 million, respectively.

Free cash flow for the year ended August 31, 2017 was \$292.7 million compared to \$188.2 million in the prior year.

### **FISCAL 2017 OBJECTIVES**

Following the acquisition of Shaw Media in fiscal 2016, Corus met its three key objectives for fiscal 2017 as follows:

#### *Complete Shaw Media integration and Lower Operating Costs*

The Company completed its integration of Shaw Media and lowered its operating costs through the capture of annualized cost synergies which were greater than Corus' target of \$40 to \$50 million.

#### *Improve Competitive Position*

The Company's position in the marketplace was improved through increased competitive share of audience in its specialty and conventional television markets as well as certain radio markets, the expansion of offerings for advertisers and further progress in growing Corus' slate of owned content.

#### *Increase Free Cash Flow*

Free cash flow was significantly increased to \$293 million in fiscal 2017 from \$188 million in fiscal 2016. This enabled the Company to achieve its goal of deleveraging to 3.5 times net debt to segment profit by the end of fiscal 2017 while maintaining its annual dividend of \$1.14 per Class B Non-Voting Share and making targeted investments to further advance Corus' strategic priorities.

The achievement of these objectives, combined with an on-going focus on operational efficiencies, have resulted in an improved cost structure and enhanced ability to compete in the evolving media landscape.

### **REVENUES**

For the year ended August 31, 2017, consolidated revenues of \$1,679.0 million were up 43% from \$1,171.3 million in the prior year. On a consolidated basis, advertising revenues and subscriber revenues increased 63% and 25%, respectively, while merchandising, distribution and other revenues decreased by 12%. Revenues increased in Television by 51%, but decreased in Radio by 4% in the current year compared to the prior year. The significant increase in consolidated revenues is mainly attributable to the Acquisition, offset by the shutdown of the Pay TV business effective February 29, 2016, as well as a decrease in the Radio revenues. On a pro forma basis, including Shaw Media and excluding Pay TV for the year ended August 31, 2016, total revenues declined 2% in 2017 compared to the prior year. Further analysis of revenue is provided in the discussions of segmented results.

### **DIRECT COST OF SALES, GENERAL AND ADMINISTRATIVE EXPENSES**

For the year ended August 31, 2017, direct cost of sales, general and administrative expenses of \$1,100.9 million were up 45% from \$760.3 million in the prior year. On a consolidated basis, direct cost of sales increased 57%, employee costs increased 40%, and other general and administrative expenses increased 26%. For the year ended August 31, 2016, direct cost of sales excludes amortization not taken on Pay TV program right assets of \$15.6 million that were part of the disposal group.

The significant increase in direct cost of sales, general and administrative expenses for the year ended August 31, 2017 is mainly attributable to the Acquisition, offset by the shutdown of the Pay TV business as discussed above. On a pro forma basis, including Shaw Media and excluding Pay TV for the year ended August 31, 2016, total direct cost of sales, general and administrative expenses declined by 5% compared to the prior year. Further analysis of expenses is provided in the discussion of segmented results.

### **SEGMENT PROFIT**

For the year ended August 31, 2017, consolidated segment profit was \$578.1 million, up 41% from \$411.0 million last year. On a pro forma basis, including Shaw Media and excluding Pay TV for the year ended August 31, 2016, segment profit increased 4% compared to the prior year. Segment profit margin of 34% for the year ended August 31, 2017 was down from 35% in the prior year (as reported) and up from 32% on a pro forma basis. Further analysis is provided in the discussion of segmented results.

### **DEPRECIATION AND AMORTIZATION**

For the year ended August 31, 2017, depreciation and amortization expense was \$91.8 million, up from \$74.0 million in the prior year. The increase in the year arises from incremental depreciation and amortization associated with property, plant and equipment and intangible assets acquired as a result of the Acquisition.

### **INTEREST EXPENSE**

Interest expense for the year ended August 31, 2017, was \$156.7 million up from \$110.9 million in the prior year. The increase is due to higher interest on long-term debt of \$39.7 million attributable to increased bank debt associated with the financing of the Acquisition and increased imputed interest costs of \$6.1 million attributable to incremental long-term obligations assumed with the Acquisition.

The effective interest rate on bank loans and notes for the year ended August 31, 2017 was 4.7% compared to 4.6%, in the prior year. The higher effective rate for the fiscal year is attributable to the Company's syndicated senior secured credit facilities effective April 1, 2016 in connection with the Acquisition being in place for the full year in fiscal 2017 compared to five months in the prior year, offset by the redemption of the 4.25% senior unsecured guaranteed notes due 2020 mid way through the third quarter of the prior year as discussed below.

### **BROADCAST LICENSE AND GOODWILL IMPAIRMENT**

Broadcast licenses and goodwill are tested for impairment annually as at August 31 or more frequently if events or changes in circumstances indicate that they may be impaired. The Company has completed its annual impairment testing of broadcast licenses and goodwill and determined that there were no impairment charges required at August 31, 2017.

### **DEBT REFINANCING**

The debt refinancing costs of \$61.2 million in fiscal 2016 related to a redemption premium of \$52.6 million associated with the redemption on April 18, 2016 of the outstanding \$550.0 million 4.25% senior unsecured guaranteed notes due 2020 and \$8.6 million of unamortized financing charges and bridge loan commitment fees associated with financing the acquisition of Shaw Media.

### **BUSINESS ACQUISITION, INTEGRATION AND RESTRUCTURING COSTS**

For the year ended August 31, 2017, the Company incurred \$32.0 million of business acquisition, integration and restructuring costs compared to \$57.2 million last year. The current fiscal year costs were attributable to ongoing integration activities, as well as an onerous premise lease provision of approximately \$7.0 million for the previous Shaw Media offices in Toronto, which were fully vacated during the first quarter of fiscal 2017. These costs are decreasing year-over-year as a result of completing integration activities. These charges are excluded from the determination of segment profit.

### **GAIN ON DISPOSITION**

On February 29, 2016, the Company disposed of certain assets and related liabilities of its Pay TV business, which resulted in a gain of \$86.2 million. The Company received cash proceeds of \$211.0 million from Bell Media Inc. ("Bell") to cease operations of its Pay TV business. Further detail is provided in the discussion of the segmented results as well as note 27 of the Company's consolidated financial statements for the year ended August 31, 2017.

### **OTHER EXPENSE (INCOME), NET**

Other income for the year ended August 31, 2017 was \$9.0 million compared to expense of \$8.8 million in the prior year. In the current year, other income includes foreign exchange gain of \$12.2 million primarily reflecting translation of USD denominated payables, a venture fund distribution of \$2.9 million, and interest income of \$1.0 million, offset by equity losses from associates of \$2.6 million and impairment charges related to certain investments of \$5.3 million. In the prior year, other expense includes equity loss from associates of \$5.9 million, offset by a venture fund distribution of \$0.5 million, a gain on a sale of an investment of \$0.7 million, interest income of \$0.8 million, and foreign exchange gains of \$0.3 million.

**INCOME TAX EXPENSE**

The effective tax rate for the year ended August 31, 2017 was 26.9% consistent with the Company's 26.5% statutory rate. The effective tax rate for the year ended August 31, 2016 was 22.5% compared to the Company's 26.5% statutory rate. The lower effective tax rate in the prior year is primarily a result of the non-taxable portion of capital gains associated with the disposition of certain Pay TV assets in the second quarter of fiscal 2016.

**NET INCOME ATTRIBUTABLE TO SHAREHOLDERS AND EARNINGS PER SHARE**

Net income attributable to shareholders for the year ended August 31, 2017 was \$191.7 million (\$0.95 per share basic), as compared to \$125.9 million (\$0.96 per share basic) in the prior year. Net income attributable to shareholders for fiscal 2017 includes business acquisition, integration and restructuring costs of \$32.0 million (\$0.12 per share) and investment impairments of \$5.3 million (\$0.03 per share). Adjusting for the impact of these items results in an adjusted net income attributable to shareholders of \$220.5 million (\$1.10 per share basic) for the current fiscal year. Net income attributable to shareholders for the year ended August 31, 2016 includes business acquisition, integration and restructuring costs of \$57.2 million (\$0.35 per share), debt refinancing costs of \$61.2 million (\$0.34 per share), a gain relating to the discontinuation of the Pay TV business and the disposal of certain assets of \$86.2 million (\$0.58 per share), and excludes amortization of disposed of Pay TV program and film rights of \$15.6 million (\$0.09 per share). Adjusting for the impact of these items results in an adjusted net income attributable to shareholders of \$129.0 million (\$0.98 per share basic) for the prior year.

The weighted average number of basic shares outstanding for the year ended August 31, 2017, was 201,065,000 compared to 131,783,000 in the prior year. The number of shares outstanding increased from the issuance of shares from treasury under the Company's dividend reinvestment plan and the Acquisition.

**OTHER COMPREHENSIVE INCOME (LOSS), NET OF INCOME TAX**

Other comprehensive income for the year ended August 31, 2017 was \$33.4 million, compared to a loss of \$14.4 million in the prior year. For the year ended August 31, 2017, comprehensive income includes an unrealized gain associated with remeasuring the fair value of cash flow hedges of \$27.4 million, an actuarial gain on post-employment benefit plans of \$6.9 million, offset by an unrealized loss from foreign currency translation adjustments of \$0.6 million, and an unrealized loss in the fair value of a venture fund investment of \$0.3 million. The prior year income includes an unrealized loss associated with remeasuring the fair value of cash flow hedges of \$10.3 million, actuarial losses on post-employment benefit plans of \$3.5 million, and the reclassification to income of \$0.6 million in mark-to-market gains associated with an equity investment.

## TELEVISION

The Television segment is comprised of 45 specialty television services, 15 conventional television stations and the Corus content business, which consists of the production and distribution of films and television programs, merchandise licensing, book publishing, animation software, media and technology services. On February 29, 2016, the Company discontinued its Pay TV business. On April 1, 2016, the Company acquired 100% of Shaw Media from Shaw Communications Inc., which included 19 specialty services, 12 Global Television branded conventional television stations, Global News and globalnews.ca, and the HistoryGO and GlobalGO apps.

## FINANCIAL HIGHLIGHTS

(thousands of Canadian dollars)	Year ended August 31,	
	2017	2016
Revenues		
Advertising	939,843	515,182
Subscriber	506,666	405,728
Merchandising, distribution and other	83,283	94,699
Total revenues	1,529,792	1,015,609
Expenses	965,425	611,384
Segment profit <sup>(1)</sup>	564,367	404,225
Amortization of disposed assets <sup>(2)</sup>	—	(15,585)
Adjusted segment profit <sup>(1)</sup>	564,367	388,640
Adjusted segment profit margin <sup>(1)</sup>	37%	38%

<sup>(1)</sup> As defined in the "Key Performance Indicators" section

<sup>(2)</sup> For fiscal 2016, certain of Corus' Pay TV assets and liabilities were reclassified as held for disposal effective November 19, 2015 as a consequence of meeting the definition of assets held for sale under IFRS 5 - Non-current Assets Held for Sale and Discontinued Operations. The disposal group, Pay TV, did not qualify for discontinued operations presentation and, as a result, its operating results remain in continuing operations, intangible assets reclassified as held for disposal ceased being amortized effective November 19, 2015 and, as a consequence, amortization of program rights in the Television segment for the year ended August 31, 2016 was lower by \$15.6 million than it would have been had amortization on these assets not ceased. Adjusting for this, segment profit and segment profit margin for fiscal 2016 would have been \$388.6 million and 38%, respectively. Further discussion is provided in note 27 of the Company's consolidated financial statements for the year ended August 31, 2017.

For the year ended August 31, 2017, total revenues increased 51% from the prior year as a result of an 82% increase in advertising revenues, a 25% increase in subscriber revenues, offset by a 12% decrease in merchandising, distribution and other revenues. The Acquisition and the shutdown of the Pay TV business contributed to the significant variance in the full fiscal year operating results for the Television segment. The prior fiscal year includes the operating results of the Shaw Media business for the last five months and the operating results of the Pay TV business for the first six months of fiscal 2016. In the prior fiscal year, the Shaw Media business generated revenues and segment profit of \$1,017.8 million and \$293.2 million, respectively, while the Pay TV business generated revenues and segment profit of \$67.8 million and \$49.3 million, respectively.

On a pro forma basis, which adjusts the prior year operating results for the inclusion of Shaw Media and exclusion of Pay TV results for the full fiscal year, total revenues for the year ended August 31, 2017 decreased 2% as a result of a 3% decrease in advertising revenues, a 3% increase in subscriber revenues and a decrease of 14% in merchandising, distribution and other revenues. Television advertising revenues were soft in the first half of the 2017 fiscal year as a result of the timing of agency contract renewals, particularly the loss in calendar 2016 of a major agency deal, and the non-recurrence of federal election spending which occurred in the prior year. However, there was sequential improvement in 2017 as the quarters progressed, particularly in the third and fourth quarters, benefitting from the impact of a stronger program schedule and renewal of calendar year advertising agency contracts.

On a pro forma basis, subscriber revenues increased 3% for the year, reflecting continued positive impact from the launch of the Company's suite of Disney branded channels in fiscal 2016, as well as wholesale fee increases in certain carriage agreements.

On a pro forma basis, merchandising, distribution and other revenues decreased 14% for the year due to several multi-year subscription video-on-demand licensing deals of approximately \$15.3 million in the prior year.

On a pro forma basis for the year, total expenses decreased by 4% as a result of a 1% decrease in direct cost of sales and a 9% decrease in general and administrative expenses. The decrease in direct cost of sales reflects lower amortization of program rights due to timing of program investments and lower cost of sales due to

a lower level of service work at Nelvana, offset by higher amortization of film investments due to increased deliveries at Nelvana. General and administrative expenses decreased 9% for the year, primarily reflecting the realization of cost synergies from the Acquisition.

Segment profit<sup>(1)</sup> on a pro forma basis increased 3% for the year. Segment profit margin<sup>(1)</sup> was 37% for the year compared to 40% in the prior year or 35% on a pro forma basis.

<sup>(1)</sup> As defined in the "Key Performance Indicators" section

## RADIO

The Radio segment is comprised of 39 radio stations situated primarily in high-growth urban centres in English Canada, with a concentration in the densely populated area of Southern Ontario. Corus is one of Canada's leading radio operators in terms of audience reach.

## FINANCIAL HIGHLIGHTS

(thousands of Canadian dollars)	Year ended August 31,	
	2017	2016
Revenues	<b>149,216</b>	155,705
Expenses	<b>109,689</b>	119,546
Segment profit <sup>(1)</sup>	<b>39,527</b>	36,159
Segment profit margin <sup>(1)</sup>	<b>26%</b>	23%

<sup>(1)</sup> As defined in the "Key Performance Indicators" section

For the year ended August 31, 2017, revenues decreased 4% compared to the prior year. The majority of the decline came from western Canada, driven by soft economic conditions in Alberta and ratings challenges in Winnipeg. This was partially offset by growth in Ottawa, Kitchener and Vancouver.

Direct cost of sales, general and administrative expenses decreased 8% for the year ended August 31, 2017. The significant decrease in general and administrative costs is mainly attributable to the realization of cost synergies discussed below.

For the year ended August 31, 2017, segment profit increased 9% and segment profit margin of 26% was an improvement compared to 23% in the prior year. On April 1, 2016, in conjunction with the Shaw Media acquisition, the Company announced a new organizational structure that benefits from the combined power of the Company's radio operations and its conventional television stations to create a strong presence in local markets – across radio, TV and digital. Accordingly, the 2017 results reflect the realization of cost synergies derived from these efforts.



## CORPORATE

The Corporate results are comprised of the incremental cost of corporate overhead in excess of the amount allocated to the operating divisions.

## FINANCIAL HIGHLIGHTS

(thousands of Canadian dollars)	Year ended August 31,	
	2017	2016
Share-based compensation	8,266	4,085
Other general and administrative costs	17,545	25,285
	<b>25,811</b>	<b>29,370</b>

Share-based compensation includes expenses related to the Company's stock options and other long-term incentive plans (such as Performance Share Units - "PSUs", Deferred Share Units - "DSUs", and Restricted Share Units - "RSUs"). The expense fluctuates with changes in assumptions, primarily regarding the Company's share price and number of units estimated to vest.

The increase in share-based compensation expense for the year ended August 31, 2017 reflects an expanded number of participants in the long-term incentive plans, an increase in the number of units estimated to hit vesting targets, and a higher share price in the current year.

Other general and administrative costs were lower in fiscal 2017, reflecting realization of cost synergies related to corporate centralized services that support operating divisions such as information technology, facilities, human resources and finance.

## QUARTERLY CONSOLIDATED FINANCIAL INFORMATION

### SEASONAL FLUCTUATIONS

Corus' operating results are subject to seasonal fluctuations that can significantly impact quarter-to-quarter operating results. The Company's advertising revenues are dependent on general advertising revenues and retail cycles associated with consumer spending activity, accordingly the first and third quarter results tend to be the strongest and second and fourth quarter results tend to be the weakest in a fiscal year. The Company's merchandising and distribution revenues are dependent on the number and timing of film and television programs delivered as well as the timing and level of success achieved of associated merchandise licensed in the market, which cannot be predicted with certainty. Consequently, the Company's results may fluctuate materially from period-to-period and the results of any one period are not necessarily indicative of results for future periods.

The following table sets forth certain unaudited data derived from the Company's interim condensed consolidated financial statements for each of the eight most recent quarters ended August 31, 2017. In Management's opinion, these unaudited interim condensed consolidated financial statements have been prepared on a basis consistent with the audited consolidated financial statements in the Company's Annual Report for the years ended August 31, 2017 and August 31, 2016.

(thousands of Canadian dollars, except per share amounts)

	Revenues	Segment profit <sup>(1)</sup>	Net income (loss) attributable to shareholders	Adjusted net income attributable to shareholders	Earnings per share		
					Basic	Diluted	Adjusted
<b>2017</b>							
4th quarter	381,212	107,601	28,919	43,944	\$ 0.14	\$ 0.14	\$ 0.22
3rd quarter	461,628	175,813	66,719	70,141	\$ 0.33	\$ 0.33	\$ 0.35
2nd quarter	368,187	102,683	24,881	25,577	\$ 0.12	\$ 0.12	\$ 0.13
1st quarter	467,981	191,986	71,146	80,826	\$ 0.36	\$ 0.36	\$ 0.41
<b>2016</b>							
4th quarter	384,467	105,371	25	14,535	\$ —	\$ —	\$ 0.07
3rd quarter	360,824	130,186	(15,766)	52,950	\$ (0.10)	\$ (0.10)	\$ 0.34
2nd quarter	197,705	79,579	102,232	20,944	\$ 1.17	\$ 1.17	\$ 0.24
1st quarter	228,318	95,878	41,320	42,484	\$ 0.47	\$ 0.47	\$ 0.49

<sup>(1)</sup> As defined in "Key Performance Indicators".



### SIGNIFICANT ITEMS CAUSING VARIATIONS IN QUARTERLY RESULTS

- Net income attributable to shareholders for the fourth quarter of fiscal 2017 was negatively impacted by business acquisition, integration and restructuring costs of \$13.3 million (\$0.05 per share) and investment impairments of \$5.3 million (\$0.03 per share).
- Net income attributable to shareholders for the third quarter of fiscal 2017 was negatively impacted by business acquisition, integration and restructuring costs of \$4.6 million (\$0.02 per share).
- Net income attributable to shareholders for the second quarter of fiscal 2017 was negatively impacted by business acquisition, integration and restructuring costs of \$0.9 million (\$0.01 per share).
- Net income attributable to shareholders for the first quarter of fiscal 2017 was negatively impacted by business acquisition, integration and restructuring costs of \$13.2 million (\$0.05 per share).
- Net income attributable to shareholders for the fourth quarter of fiscal 2016 was negatively impacted by business acquisition, integration and restructuring costs of \$19.6 million (\$0.07 per share).
- Revenues, segment profit and net income attributable to shareholders for the third quarter of fiscal 2016 was positively impacted by the Acquisition and inclusion of its operating results effective April 1, 2016; however, it was negatively impacted by the shutdown of the Pay TV business effective February 29, 2016. Net income attributable to shareholders for the third quarter of fiscal 2016 was also negatively impacted by business acquisition, integration and restructuring costs of \$29.3 million (\$0.15 per share) and debt refinancing costs of \$61.2 million (\$0.29 per share).
- Net income attributable to shareholders for the second quarter of fiscal 2016 was positively impacted by a gain of \$86.2 million (\$0.87 per share) resulting from the disposition of assets relating to the Pay TV business, amortization ceasing on certain programming assets disposed of at the end of the quarter of \$14.2 million (\$0.12 per share), and negatively impacted by restructuring costs of \$6.0 million (\$0.06 per share).
- Net income attributable to shareholders for the first quarter of fiscal 2016 was negatively impacted by business acquisition, integration and restructuring costs of \$2.4 million (\$0.03 per share) and positively impacted by amortization ceasing on certain programming assets reclassified as held for disposal of \$1.4 million (\$0.01 per share).

### FINANCIAL POSITION

Total assets at August 31, 2017 remained consistent with August 31, 2016 at \$6.1 billion. The following discussion describes the significant changes in the consolidated statements of financial position since August 31, 2016.

Current assets at August 31, 2017 were \$525.4 million, down \$55.3 million from August 31, 2016.

Cash and cash equivalents increased by \$22.3 million. Refer to the discussion of cash flows in the next section.

Accounts receivable increased \$28.6 million during the year. The accounts receivable balance is subject to seasonal trends. Typically, the balance is higher in the first and third quarters and lower in the second and fourth quarters as a result of the broadcast revenue seasonality. The Company carefully monitors the aging of its accounts receivable.

Tax credits receivable decreased \$1.7 million during the year as a result of tax credit receipts exceeding accruals related to film and interactive productions.

Investments and other assets increased \$17.8 million during the year, primarily as a result of additional investments in Venture funds and unrealized gains on interest rate swaps, offset by equity losses from associates and impairment charges on certain investments.

Property, plant and equipment decreased \$22.0 million during the year, as a result of depreciation expense exceeding additions for the year ended August 31, 2017.

Program and film rights decreased \$33.9 million during the year, as additions of acquired rights of \$476.8 million were offset by amortization of \$510.7 million.

Film investments decreased \$4.4 million during the year, as film amortization of \$24.0 million was offset by film spending (net of tax credit accruals) of \$19.6 million.

Intangibles decreased \$30.4 million during the year, primarily as a result of amortization of finite life intangibles exceeding additions. Goodwill decreased \$3.0 million from August 31, 2016 as a result of the working capital settlement on the Acquisition.

Accounts payable and accrued liabilities increased \$22.3 million during the year, primarily as a result of higher accruals for program rights, film production, trade mark liabilities, and dividends payable, offset by lower accrued liabilities. The decrease in accrued liabilities relate primarily to the reduction in the short-term portion of tangible benefits, other working capital accruals, offset by higher short-term compensation accruals.

Provisions, including the long-term portion, at August 31, 2017 was \$27.5 million compared to \$30.3 million at August 31, 2016. The decrease of \$2.8 million from August 31, 2016 is a result of payments made related to restructuring exceeding additions, which included the addition of an onerous premise lease provision during fiscal 2017.

Long-term debt, including the current portion, as at August 31, 2017 was \$2,091.6 million compared to \$2,196.0 million as at August 31, 2016. As at August 31, 2017 the \$172.5 million classified as the current portion of long-term debt reflects the mandatory repayment on the debt in the next twelve months. During the year ended August 31, 2017, the Company repaid bank loans of \$110.8 million and amortized \$6.3 million of deferred financing charges.

Other long-term liabilities decreased by \$88.4 million during the year, primarily from decreases in long-term program rights payable, registered and non-registered pension obligations, the fair value of the interest rate swaps, intangible liabilities, and CRTC benefit obligations, offset by an increase in long-term employee obligations and unearned revenues.

Share capital increased \$123.3 million, primarily as a result of the issuance of shares from treasury under the Company's dividend reinvestment plan. Contributed surplus increased \$1.0 million due to share-based compensation expense.

## **LIQUIDITY AND CAPITAL RESOURCES**

### **CASH FLOWS**

Overall, the Company's cash and cash equivalents position increased by \$22.3 million over the prior year. Free cash flow for the year ended August 31, 2017 was \$292.7 million, compared to \$188.2 million last year. A reconciliation of free cash flow to the consolidated statements of cash flows is provided in the Key Performance Indicators section.

Cash provided by operating activities in the year ended August 31, 2017 was \$298.1 million, compared to \$200.2 million last year. The increase from the prior year arises from higher cash flow from operations, primarily as a result of the Acquisition, offset by lower cash provided by working capital.

Cash used in investing activities in the year ended August 31, 2017 was \$20.9 million, compared to \$1,658.4 million in the prior year. The decrease from the prior year is primarily due to the significant corporate development activity in the prior year, specifically, the acquisition of Shaw Media for cash of \$1.8 billion, offset by the net cash proceeds received from Bell relating to the shutdown of the Pay TV business of \$209.5 million.

Cash used in financing activities in the year ended August 31, 2017 was \$254.9 million, compared to \$1,492.1 million in the prior year. In fiscal 2017, the Company decreased bank debt by \$110.7 million, paid cash dividends of \$141.1 million and made capital lease payments of \$3.2 million. In fiscal 2016, primarily as a result of the Acquisition, the Company increased bank debt by \$1,959.2 million, raised \$276.5 million from the issuance of subscription receipts, redeemed Notes for \$605.7 million (inclusive of the redemption premium), paid cash dividends of \$109.5 million, incurred debt refinancing costs of \$55.7 million, incurred financing fees of \$23.6 million, and made capital lease payments of \$4.8 million.

### **LIQUIDITY**

The Company's capital management objectives are to maintain financial flexibility in order to pursue its strategy of organic growth combined with strategic acquisitions and to provide returns to its shareholders. The Company defines capital as the aggregate of its shareholders' equity and long-term debt less cash and cash equivalents.

The Company manages its capital structure in accordance with changes in economic conditions. In order to maintain or adjust its capital structure, the Company may elect to issue or repay long-term debt, issue shares, repurchase shares through a normal course issuer bid, pay dividends or undertake any other activities as deemed appropriate under the specific circumstances.

The Company monitors capital using several key performance metrics, including: net debt to segment profit ratio and dividend yield. The Company's stated long-term objectives are a leverage target (net debt to segment profit ratio) of 3.0 to 3.5 times, and to maintain a dividend yield in excess of 2.5%. In the short term, the Company may permit the long-term range to be exceeded (for long-term investment opportunities), but endeavours to return to the leverage target range as the Company believes that these objectives provide a reasonable framework for providing a return to shareholders and is supportive of maintaining the Company's credit ratings. The Company is currently operating within these internally imposed objectives.

As at August 31, 2017 the Company had available approximately \$300.0 million under the Revolving Facility (as defined below), all of which could be drawn, and was in compliance with all loan covenants. As at August 31, 2017, the Company had a net cash balance of \$93.7 million.

For further details on the credit facilities established on April 1, 2016 refer to note 14 of the Company's audited consolidated financial statements for the year ended August 31, 2017.

Management believes that cash flow from operations and existing credit facilities will provide the Company with sufficient financial resources to fund its operations for the next twelve months.

#### **NET DEBT TO SEGMENT PROFIT**

As at August 31, 2017, net debt was \$1,997.9 million, down from \$2,124.7 million at August 31, 2016. Net debt to segment profit at August 31, 2017 was 3.46 times, down from 5.17 times (3.83 times on a pro forma basis at August 31, 2016). Further discussion on this is contained in the Key Performance Indicators section.

#### **TOTAL CAPITALIZATION**

At August 31, 2017, total capitalization was \$4,597.4 million, a decrease of \$3.6 million from August 31, 2016. The decrease is attributable to higher net debt resulting from the repayment of debt of \$104.4 million, offset by the increase in cash of \$22.3 million and the issuance of \$123.1 million of shares from treasury under the Company's dividend reinvestment plan.

On April 1, 2016, the Company acquired the shares of Shaw Media from Shaw for approximately \$2.65 billion, subject to certain post-closing adjustments, satisfied by the Company through a combination of: a) \$1.85 billion of cash consideration; and b) the issuance by the Company to Shaw of 71,364,853 Class B Non-Voting Shares (the "Class B Shares") at an agreed value per share of \$11.21 per share, for an aggregate value of \$800.0 million. These shares, although valued at \$11.21 per share, were valued for accounting purposes at \$11.68 per share, the opening price of the Company's stock on April 1, 2016.

The cash consideration for the Acquisition as well as re-financing of existing indebtedness of the Company and the redemption of the 4.25% senior unsecured guaranteed notes due February 11, 2020 (the "Notes"), of which \$550.0 million principal (plus accrued and unpaid interest) was outstanding, was financed through a combination of the debt from the Term Facility (as defined below) and equity from the net proceeds of the Equity Offering (as defined below) and the Concurrent Private Placement (as defined below).

#### **CLASS B SHARE SUBSCRIPTION RECEIPTS**

In connection with the Acquisition, on February 3, 2016, Corus completed a public equity offering (the "Equity Offering") of 25,400,000 subscription receipts of Corus (the "Subscription Receipts") at a price of \$9.00 per Subscription Receipt, for gross proceeds of approximately \$228.6 million. On February 5, 2016, the underwriters in the Equity Offering exercised their option to purchase an additional 3,810,000 Subscription Receipts at a price of \$9.00 per Subscription Receipt, for additional gross proceeds of approximately \$34.3 million, representing total gross proceeds from the Equity Offering of \$262.9 million. Concurrently with the closing of the Equity Offering, on February 3, 2016, the Shaw family purchased 3,560,000 Subscription Receipts on a private placement basis (the "Concurrent Private Placement") from Corus at a price of \$9.00 per Subscription Receipt, for gross proceeds of \$32.0 million. Issuance costs, net of tax of \$8.9 million and a subscription receipt adjustment payment of \$6.2 million were incurred, resulting in net proceeds of \$279.8 million.

The Class B Non-Voting Shares underlying the Subscription Receipts were issued on April 1, 2016 in connection with the completion of the Acquisition and the net proceeds from the Equity Offering and the Concurrent Private Placement (including accrued interest thereon) were applied by Corus to partially fund the cash consideration for the Acquisition.

#### **CREDIT FACILITIES**

In connection with the closing of the Acquisition, Corus established syndicated senior secured credit facilities in the aggregate amount of \$2.6 billion, consisting of \$2.3 billion in term loans (the "Term Facility"), all of which was drawn at closing, and a \$300.0 million revolving facility (the "Revolving Facility") which was not drawn on as part of closing. The Term Facility and Revolving Facility replaced Corus' previous credit facilities and were established pursuant to a fourth amended and restated credit agreement dated as of April 1, 2016.

#### **TERM FACILITY**

The Term Facility consists of two tranches, with the first tranche being in the initial amount of \$766.7 million and maturing on April 1, 2019, and the second tranche being in the initial amount of \$1,533.3 million and maturing on April 1, 2021. The Term Facility was available in a single Canadian dollar drawdown, and net proceeds from the Term Facility, after deducting related fees and expenses, were used (together with the net proceeds from

the Equity Offering and the Concurrent Private Placement) to finance the Acquisition, to prepay the amount outstanding under its existing credit facilities and to redeem the 2020 Notes (as defined below).

Advances under the Term Facility may be outstanding in the form of either prime loans or bankers' acceptance and bear interest at the applicable reference rate plus an applicable margin depending on the type of advance and Corus' total debt to cash flow ratio.

Voluntary prepayments on the amount outstanding under the Term Facility are permitted at any time without penalty, subject to payment of customary breakage costs, if applicable, and provided that advances in the form of bankers' acceptances may only be paid on their maturity. Each tranche of the Term Facility will be subject to mandatory repayment equal to 1.25% per quarter at the end of each fiscal quarter of Corus, increasing to 1.875% per quarter commencing with the November 30, 2017 instalment and, in the case of the second tranche, to 2.5% per quarter commencing with the November 30, 2019 instalment.

#### REVOLVING FACILITY

The \$300.0 million Revolving Facility matures on April 1, 2020. The Revolving Facility is available on a revolving basis to finance permitted acquisitions and capital expenditures and for general corporate purposes. Amounts owing under the Revolving Facility will be payable in full at maturity. The Revolving Facility permits full or partial cancellation of the facility and, if applicable, concurrent prepayment of the amounts drawn thereunder at any time without penalty, subject to payment of customary breakage costs, if applicable, and provided that advances in the form of bankers' acceptances may only be paid on their maturity.

Advances under the Revolving Facility may be drawn in Canadian dollars as either a prime rate loan, bankers' acceptance or Canadian dollar denominated letters of credit (to a sub-limit of \$50.0 million total), or in U.S. dollars as either a base rate loan, U.S. LIBOR loan or U.S. dollar denominated letters of credit (to a sub-limit of \$50.0 million total). Amounts drawn under the Revolving Facility will bear interest at the applicable reference rate plus an applicable margin depending on the type of advance and Corus' total debt to cash flow ratio. A standby fee will also be payable on the unutilized amount of the Revolving Facility.

The full text of the Amended Credit Agreement governing the Term Facility and the Revolving Facility is filed on SEDAR at [www.sedar.com](http://www.sedar.com).

#### REDEMPTION OF 4.25% SENIOR UNSECURED GUARANTEED NOTES DUE 2020

On April 18, 2016, the Company redeemed all of its outstanding \$550.0 million 4.25% senior unsecured guaranteed notes due 2020 (the "2020 Notes"). The redemption included accrued and unpaid interest on the 2020 Notes up to, but excluding the redemption date and a redemption premium totaling approximately \$52.6 million. In addition, the Company wrote-off associated unamortized financing charges of approximately \$4.8 million.

#### OFF-BALANCE SHEET ARRANGEMENTS AND DERIVATIVE FINANCIAL INSTRUMENTS

During the third quarter of fiscal 2016, the Company entered into Canadian interest rate swap agreements to fix the interest rate on the majority of its outstanding term loan facilities. The counterparties of the swap agreements are highly rated financial institutions and the Company does not anticipate any non-performance. The fair value of future cash flows of interest rate swap derivatives change with fluctuations in market interest rates. The estimated fair value of these agreements at August 31, 2017 is \$23.0 million, which has been recorded in the consolidated statements of financial position in other assets.

In the second quarter of fiscal 2016, the Company's term loan facility of \$150.0 million was repaid, and the Canadian interest rate swap agreement that fixed the interest rate on this facility was concluded.

## CONTRACTUAL COMMITMENTS

The Company has the following undiscounted contractual obligations at August 31, 2017:

(thousands of Canadian dollars)	Total	Within 1 year	2 - 3 years	4 - 5 years	More than 5 years
Total debt <sup>(1)</sup>	2,127,500	172,500	920,000	1,035,000	—
Purchase obligations <sup>(2)</sup>	1,009,032	504,897	352,771	147,122	4,242
Operating leases <sup>(3)</sup>	432,158	38,786	59,181	56,418	277,773
Other obligations <sup>(4)</sup>	173,469	44,093	71,611	56,984	781
Financing leases	4,815	2,526	2,289	—	—
<b>Total contractual obligations</b>	<b>3,746,974</b>	<b>762,802</b>	<b>1,405,852</b>	<b>1,295,524</b>	<b>282,796</b>

<sup>(1)</sup> Principal repayments

<sup>(2)</sup> Purchase obligations are contractual obligations under contracts relating to program rights, satellite and signal transport costs, and various other operating expenditures, that the Company has committed to for periods ranging from one to ten years.

<sup>(3)</sup> Operating leases included office, equipment and automobile leases.

<sup>(4)</sup> Other obligations included financial liabilities, trade marks, other intangibles and CRTC commitments.

In addition to the contractual obligations in the table above, the Company will pay interest on any bank debt outstanding in future periods. In fiscal 2017, the Company incurred interest on bank debt of \$103.1 million (2016 – \$48.7 million).

## KEY PERFORMANCE INDICATORS

The Company measures the success of its strategies using a number of key performance indicators. These have been outlined below, including a discussion as to their relevance, definitions, calculation methods and underlying assumptions. In addition to disclosing results in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"), the Company also provides supplementary non-IFRS measures as a method of evaluating the Company's performance. Certain key performance indicators are not measurements in accordance with IFRS and should not be considered as an alternative to net income or any other measure of performance under IFRS. These non-IFRS financial measures do not have any standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers.

## REVENUE

Revenue is a measurement defined by IFRS. Revenue is the gross inflow of economic benefits arising in the course of the ordinary activities of an entity that results in increases in equity, such as cash, receivables or other consideration arising from the sale of products and services and is net of items such as trade or volume discounts and certain excise and sales taxes. It is one of the bases upon which free cash flow, a key performance indicator defined below, is determined; therefore, it measures the potential to deliver free cash flow as well as indicating the level of growth in a competitive marketplace.

The primary sources of revenues for the Company are outlined in the Overview section.

The Company's sources of revenue are well diversified, with revenue streams for the year ended August 31, 2017 derived primarily from three areas: advertising 64%, subscriber fees 30% and merchandising, distribution and other 6% (2016 – 56%, 35%, and 9%, respectively).

## DIRECT COST OF SALES, AND GENERAL AND ADMINISTRATIVE EXPENSES

Direct cost of sales, and general and administrative expenses include amortization of program rights (costs of programming intended for broadcast, from which advertising and subscriber revenues are derived); amortization of film investments (costs associated with internally produced and acquired television and film programming, from which distribution and licensing revenues are derived); other cost of sales relating to merchandising, studio service work, book publishing, marketing (research and advertising costs); employee remuneration; regulatory license fees; and, selling, general administration which includes overhead costs. For the year ended August 31, 2017, consolidated direct cost of sales, and general and administrative expenses were comprised of direct cost of sales 51%, employee remuneration 30%, and general and administrative expenses 19% (2016 – 47%, 31%, and 22%, respectively).

## SEGMENT PROFIT AND SEGMENT PROFIT MARGIN

Segment profit is calculated as revenues less direct cost of sales, general and administrative expenses as reported in the Company's consolidated statements of income and comprehensive income. Segment profit may be calculated and presented for an individual operating segment, a line of business, or for the consolidated



Company. The Company believes this is an important measure as it allows the Company to evaluate the operating performance of its business segments or lines of business and its ability to service and/or incur debt; therefore, it is calculated before (i) non-cash expenses such as depreciation and amortization; (ii) interest expense; and (iii) items not indicative of the Company's core operating results, and not used in management's evaluation of the business segment's performance, such as: goodwill and broadcast license impairment; significant intangible and other asset impairment; debt refinancing; non-cash gains or losses; business acquisition, integration and restructuring costs; gain (loss) on disposition; and certain other income and expenses as included in note 20 to the audited consolidated financial statements. Segment profit is also one of the measures used by the investing community to value the Company and is included in note 22 to the audited consolidated financial statements. Segment profit margin is calculated by dividing segment profit by revenues. Segment profit and segment profit margin do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other companies. Segment profit and segment profit margin should not be considered in isolation or as a substitute for net income prepared in accordance with IFRS as issued by the IASB.

Certain key performance indicators are not measurements in accordance with IFRS and should not be considered as an alternative to net income or any other measure of performance under IFRS. The following tables reconcile those key performance indicators that are not in accordance with IFRS measures:

### ADJUSTED SEGMENT PROFIT AND ADJUSTED SEGMENT PROFIT MARGIN

For fiscal 2016, adjusted segment profit is calculated as segment profit less amortization of Pay TV programming assets as if they had not been reclassified as held for sale as at November 19, 2015. Adjusted segment profit margin is calculated by dividing adjusted segment profit by revenues. Segment profit and segment profit margin do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other companies. Segment profit and segment profit margin should not be considered in isolation or as a substitute for net income prepared in accordance with IFRS as issued by the IASB.

(thousands of Canadian dollars, except percentages)	2017	2016
Revenues	1,679,008	1,171,314
Direct cost of sales, general and administrative expenses	1,100,925	760,300
<b>Segment profit</b>	<b>578,083</b>	411,014
Amortization not taken on Pay TV assets disposed of	—	(15,585)
<b>Adjusted segment profit</b>	<b>578,083</b>	395,429
<b>Segment profit margin</b>	<b>34.0%</b>	35.0%
<b>Adjusted segment profit margin</b>	<b>34.0%</b>	34.0%

### FREE CASH FLOW

Free cash flow is calculated as cash provided by operating activities less cash used in investing activities, as reported in the consolidated statements of cash flows, and then adding back cash used specifically for business combinations and strategic investments and deducting net proceeds from dispositions. Free cash flow is a key metric used by the investing community that measures the Company's ability to repay debt, finance strategic business acquisitions and investments, pay dividends, and repurchase shares. Free cash flow does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other companies. Free cash flow should not be considered in isolation or as a substitute for cash flows prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB").

(thousands of Canadian dollars)	2017	2016
Cash provided by (used in):		
Operating activities	298,133	200,227
Investing activities	(20,908)	(1,658,427)
	277,225	(1,458,200)
Add back: cash used for business combinations and strategic investments <sup>(1)(2)</sup>	15,435	1,646,365
<b>Free cash flow</b>	<b>292,660</b>	188,165

<sup>(1)</sup> Strategic investments are comprised of investments in venture funds and associated companies.

<sup>(2)</sup> Adjusted to remove the impact of disposing the Pay TV business.

Free cash flow in fiscal 2017 reflects the inclusion of the Shaw Media business for the full fiscal year, while the prior year includes the Shaw Media business from the acquisition date of April 1, 2016.

### ADJUSTED NET INCOME AND ADJUSTED BASIC EARNINGS PER SHARE

Management uses adjusted net income and adjusted basic earnings per share as a measure of enterprise-wide performance. Adjusted net income and adjusted basic earnings per share are defined as net income and basic earnings per share before items such as: non-recurring gains or losses related to acquisitions and/or dispositions of investments; costs of debt refinancing; non-cash impairment charges; and business acquisition, integration and restructuring costs. Management believes that adjusted net income and adjusted basic earnings per share are useful measures that facilitate period-to-period operating comparisons. Adjusted net income and adjusted basic earnings per share do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other companies. Adjusted net income and adjusted basic earnings per share should not be considered in isolation or as a substitute for net income and basic earnings per share prepared in accordance with IFRS as issued by the IASB.

(thousands of Canadian dollars, except per share amounts)	2017	2016
<b>Net income attributable to shareholders</b>	<b>191,665</b>	125,931
<b>Adjustments, net of income tax:</b>		
Gain on disposal of Pay TV assets	—	(76,631)
Amortization of Pay TV assets	—	(11,455)
Investment in associates impairment	<b>5,250</b>	—
Business acquisition, integration and restructuring costs	<b>23,573</b>	46,171
Debt refinancing costs	—	45,017
<b>Adjusted net income attributable to shareholders</b>	<b>220,488</b>	129,033
<b>Basic earnings per share</b>	<b>\$0.95</b>	\$0.96
<b>Adjustments, net of income tax:</b>		
Gain on disposal of Pay TV assets	—	(0.58)
Amortization of Pay TV assets	—	(0.09)
Investment in associates impairment	<b>0.03</b>	—
Business acquisition, integration and restructuring costs	<b>0.12</b>	0.35
Debt refinancing costs	—	0.34
<b>Adjusted basic earnings per share</b>	<b>\$1.10</b>	\$0.98

### NET DEBT

Net debt is calculated as long-term debt less cash and cash equivalents as reported in the consolidated statements of financial position. Net debt is an important measure as it reflects the principal amount of debt owing by the Company as at a particular date. Net debt does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other companies.

(thousands of Canadian dollars)	2017	2016
Total bank debt	<b>2,091,580</b>	2,196,020
Cash and cash equivalents	<b>(93,701)</b>	(71,363)
<b>Net debt</b>	<b>1,997,879</b>	2,124,657

### NET DEBT TO SEGMENT PROFIT

Net debt to segment profit is calculated as net debt divided by segment profit. It is one of the key metrics used by the investing community to measure the Company's ability to repay debt through ongoing operations. Net debt to segment profit does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other companies.

(thousands of Canadian dollars)	2017	2016
Net debt (numerator)	1,997,879	2,124,657
Segment profit (denominator) <sup>(1)</sup>	578,083	411,014
<b>Net debt to segment profit</b>	<b>3.46</b>	<b>5.17</b>

<sup>(1)</sup> Reflects aggregate amounts for the most recent four quarters, as detailed in the table in the "Quarterly Consolidated Financial Information" section.

As at August 31, 2017, net debt was \$1,997.9 million, down from \$2,124.7 million as at August 31, 2016. Net debt to segment profit as at August 31, 2017 was 3.46 times compared to 5.17 times as at August 31, 2016. Segment profit for the net debt to segment profit calculation reflects aggregate amounts as reported by the Company for the most recent four quarters; however, fiscal 2016 does not include segment profit from Shaw Media prior to April 1, 2016. The decrease from the prior year in net debt reflects debt repayments of \$110.7 million made during fiscal 2017. Adjusting segment profit in fiscal 2016 to include the Acquisition and exclude Pay TV for the year would result in net debt to segment profit of 3.83 times.

## ENTERPRISE RISK MANAGEMENT

Corus' enterprise risks are largely derived from the Company's business environment and are fundamentally linked to Corus' strategies and business objectives. Corus strives to proactively mitigate its risk exposures through rigorous performance planning, and effective and efficient business operational management. Residual exposure for certain risks is mitigated through appropriate insurance coverage where this is judged to be efficient and commercially available.

Corus strives to avoid taking on undue risk exposures whenever possible and ensures any potential risks are aligned with business strategies, objectives, values and risk tolerance.

## RISK GOVERNANCE

The Company's Board of Directors has overall responsibility for risk governance and ensures that there are processes in place to effectively identify, assess, monitor, and manage principal business risks to which the Company is exposed. This includes oversight of the implementation of enterprise risk management procedures and the development of entity level controls. The Board carries out its risk management mandate primarily through the support of Board Committees and senior management as follows:

- The Audit Committee, which is responsible for overseeing the Company's policies and processes designed to mitigate and manage applicable regulatory compliance risk, including the adequacy of internal control over financial reporting;
- The Human Resources and Compensation Committee, which is responsible for the Company's policies and processes designed to mitigate and manage risks associated with the Company's compensation plans;
- The Corporate Governance Committee, which is responsible for maintaining and monitoring the Company's governance processes, including its Code of Conduct;
- The Executive Leadership Team, which is responsible for the establishment of enterprise risk management processes (which is carried out by the Company's Risk Management Committee).

In addition, entity level controls, (including the Company's Code of Conduct which is required to be reviewed and signed to confirm compliance annually by directors, officers and certain other employees of the Company), financial controls and other governance processes are in place and monitored regularly by the Company's Risk and Compliance group, which functions independently from management and provides the Audit Committee and management with objective evaluations of the Company's risk and control environment.

## ENTERPRISE RISK MANAGEMENT

The Company has established an Enterprise Risk Management Framework ("ERM") which includes identifying, assessing, managing, monitoring and communicating the principal business risks that impact the Company.

A strategic risk assessment is conducted as part of the Company's strategic planning process to identify and assess the principal business risks facing the Company and their potential impact on the achievement of the Company's strategic objectives. Emerging risks are included in the assessment and risks are prioritized using standard risk assessment criteria.

The Risk Management Committee ("RMC"), which reports to the Executive Leadership Team, is mandated to maintain the Company's ERM for identifying, assessing, managing, monitoring, and reporting the principal risks that impact the Company. The RMC is comprised of various senior managers from across the organization, with

all key operating segments and functions represented. The Committee meets on a quarterly basis to review financial, hazard, operational and strategic risks to the Company. The likelihood and impact of these risks are ranked on a high, medium and low basis. These risks are reviewed by the Company's Disclosure Committee, the Chief Financial Officer and the Chief Executive Officer, and finally, with the Board as part of the quarterly risk review process.

## **RISK AND UNCERTAINTIES**

This section describes the principal risks and uncertainties that could have a material adverse effect on the business and financial results of the Company. Any discussion about risks should be read in conjunction with the "Cautionary Statement Regarding Forward-Looking Statements".

### **A. REGULATORY RISKS**

#### **IMPACT OF REGULATION**

Corus' Radio and Television business activities are regulated by the Canadian Radio-television and Telecommunications Commission ("CRTC" or the "Commission") under the *Broadcasting Act* and, accordingly, Corus' results of operations may be adversely affected by changes in regulations, policies and decisions by the CRTC. The CRTC, among other things, issues licences to operate radio and television stations. The Company's CRTC licences must be renewed from time to time and cannot be transferred without regulatory approval. Corus' radio stations must also meet technical operating requirements under the *Radiocommunications Act* and regulations promulgated under the *Broadcasting Act*.

The CRTC imposes a range of obligations upon licensees such as exhibition (number of hours broadcast) for Canadian Content, Canadian Content spending levels, access obligations (i.e. closed captioning or descriptive video) and other obligations. Any failure by the Company to comply with conditions of a licence could result in a revocation or forfeiture of the licence or imposition of mandatory orders from the Federal Court that could lead to the imposition of fines.

Canadian Content programming is also subject to certification by various agencies of the federal government. If programming fails to so qualify, the Company's television licensees would not be able to use the programs to meet its Canadian Content programming obligations and Corus' Nelvana operations might not qualify for certain Canadian tax credits and industry incentives.

Corus' radio, conventional television and specialty television undertakings rely upon blanket licences held by rights-holding collectives in order to make use of the music component of the programming and other uses of works used or distributed by these undertakings. Under these licences, Corus is required to pay a range of tariff royalties established by the Copyright Board pursuant to the requirements of the *Copyright Act* to collectives (which represent the copyright owners) and individual copyright owners. These royalties are paid by these undertakings in the normal course of their business. The levels of the tariff royalties payable by Corus are subject to change upon application by the collecting societies and approval by the Copyright Board. The Government of Canada may, from time to time, make amendments to the *Copyright Act* to implement Canada's international treaty obligations and for other purposes. Any such amendments could result in Corus' broadcasting undertakings being required to pay additional royalties for these licences.

Refer also to the Canadian Communications Industry – Regulatory Environment section of the Company's Annual Information Form for further information.

#### **CRTC POLICY REVIEW**

A series of CRTC policy statements in 2015 and 2016 and substantive decisions under the overall mantle known as "Let's Talk TV" have introduced several changes to the regulatory framework governing Broadcasting Distribution Undertakings ("BDUs") and Broadcasting Undertakings. The reader should review the CRTC source documents at [www.CRTC.gc.ca](http://www.CRTC.gc.ca) for a complete understanding of the proposed changes.

On May 15, 2017, the Canadian Radio-Television and Telecommunications Commission ("CRTC") issued its license renewal decisions for TV licenses held by Corus. The Canadian Programming Expenditure ("CPE") requirement for Corus' English-language services were set at 30% and expenditures towards programs of national interest ("PNI") were set at 5%, while the CPE for Corus' French-language group of services were set at 26% and the PNI requirement was set at 15%.

Following the Group Based License ("GBL") renewal decisions in May 2017, a number of parties in the creative community appealed the decisions to Cabinet.

On August 30, 2017, the CRTC requested that the large media groups file information and/or amend their original applications. The rehearing is expected sometime in 2018 with decisions to be issued prior to the 2018-2019 broadcast year. The CRTC clarified that for the 2017-2018 broadcast year, the May 2017 GBL decisions will apply without modification.

The potential outcome of this process is difficult to predict and as such, Corus is unable to quantify the potential impacts at the present time.

More information can be found at [www.crtc.gc.ca](http://www.crtc.gc.ca).

#### **DIGITAL TRANSITION AND REPURPOSING OF SPECTRUM**

In July 2009, the CRTC identified the major markets where it expected conventional television broadcasters to convert their full-power over-the-air ("OTA") analog transmitters to digital transmitters by August 31, 2011. The conversion from analog to digital liberated spectrum for government auction to mobile providers. Shaw Media completed the digital transition in all mandatory markets with a view to completion in 2016, a condition of the CRTC's approval of the Canwest Global acquisition. On December 18, 2014, Innovation, Science and Economic Development Canada ("ISED") launched a consultation to consider repurposing some of the 600 MHz spectrum band currently used by the Company's conventional television stations and other broadcasters for OTA transmission. At the same time, Industry Canada introduced a moratorium on applications to modify existing television broadcasting certificates and on any new licensing in the spectrum band pending the consultations and related processes. The Company has, accordingly, requested from the CRTC an extension of the timeline to complete the full slate of analog to digital conversions.

On August 14, 2015, the Government of Canada confirmed its intent to proceed with repurposing some of the 600 MHz spectrum band and to jointly establish a new allotment plan in collaboration with the United States. ISED has aligned with the US Federal Communications Commission to participate in a spectrum redistribution plan that will require broadcasters to vacate spectrum in TV channels 37-51 (608-692 MHz), as that will be consumed by mobile use. Accommodating this change will require Corus to install new equipment or reconfigure existing equipment at affected sites and may have an impact on signal quality and coverage. ISED has not yet decided whether broadcasters will be reimbursed for their costs of facilitating this transition, stating that this decision is the first step in a multi-year repurposing process. Corus is working with the Canadian Association of Broadcasters on getting funding from the proceeds of the spectrum auction to pay for costs related to repurposing the 600MHz spectrum.

The potential outcome of this process is difficult to predict and as such, Corus is unable to quantify the potential impacts at the present time. These could be materially adverse to the Company's financial results.

#### **ANTI-SPAM / PRIVACY PROTECTION LEGISLATION**

Canada's anti-spam legislation (together with the related regulations, "CASL") sets out a comprehensive regulatory regime regarding online commerce, including requirements to obtain consent prior to sending commercial electronic messages and installing computer programs. CASL is administered primarily by the CRTC, and non-compliance may result in fines of up to \$10 million. Corus has in place a compliance program with respect to CASL including electronic communications guidelines to minimize risk of non-compliance.

The *Personal Information Protection and Electronic Documents Act* ("PIPEDA"), sets out the standard for obtaining consent for the collection, use and retention of personal information. Privacy protection of personal information is an area of law that is fast evolving in order to keep pace with technological and business model changes. Corus takes reasonable, prudent steps to ensure its activities are compliant with PIPEDA, including, appointing a Chief Privacy Officer to manage all privacy issues relating to Corus' business activities and ensuring that Corus is compliant with PIPEDA and other applicable privacy legislation.

#### **PROPOSED PROHIBITIONS ON FOOD ADVERTISING TO CHILDREN**

Bill S-228, an Act to amend the *Food and Drugs Act* (prohibiting food and beverage marketing directed at children), is private member legislation that seeks to prohibit unhealthy food and beverage marketing directed at persons 17 years of age and under. On October 6, 2017, Bill S-228, an Act to amend the *Food and Drugs Act* (prohibiting food and beverage marketing directed at children), passed through the Senate and received First Reading in the House of Commons. It will next proceed to Second Reading in the House, and be referred to a House Committee. It remains to be seen what the final legislation and related regulations will look like or if they come into force at all. If they do, some constraints on some types of advertising may be the result.



## **B. COMPETITION**

Corus encounters aggressive competition in all areas of its business. Corus' failure to compete in these areas could materially adversely affect Corus' results of operations.

The television production industry and television and radio broadcasting services have always involved a substantial degree of risk. There can be no assurance of the economic success of radio stations, music formats, talent, television programs or networks because the revenues derived depend upon audience acceptance of these or other competing programs released into, or networks existing in, the marketplace at or near the same time, the availability of alternative forms of entertainment and leisure time activities, general economic conditions, public tastes generally and other intangible factors, all of which could rapidly change, and many of which are beyond Corus' control. The lack of audience acceptance for Corus' radio stations, television programs, specialty television networks and conventional television stations would have an adverse impact on Corus' businesses, results of operations, prospects and financial condition.

### **TECHNOLOGICAL DEVELOPMENTS**

Corus operates in an open and highly competitive marketplace. Corus faces competition from both regulated and unregulated players using existing or new technologies and from illegal services. In addition, the rapid deployment of new technologies, services and products has reduced the traditional lines between internet and broadcast services and further expands the competitive landscape. New or alternative media technologies and business models, such as video-on-demand, subscription-video-on-demand, high-definition television, personal video recorders, mobile television, internet protocol television, over-the-top internet-based video entertainment services, digital radio services, satellite radio and direct-to-home satellite compete with, or may in the future compete with, Corus' services for programming and audiences. As well, mobile devices like smartphones and tablets allow consumers to access content anywhere, anytime. These technologies and business models may increase audience fragmentation, reduce Corus' linear television and radio ratings or have an adverse effect on advertising revenues from local and national audiences. Technological developments may also disrupt traditional distribution platforms by enabling content owners to provide content directly to consumers, thus bypassing traditional content aggregators. While Corus invests in infrastructure, technology and programming to maintain its competitive position, there can be no assurance that these investments will be sufficient to maintain Corus' market share or performance in the future.

### **TELEVISION – BROADCAST BUSINESS**

The financial success of Corus' discretionary television services depend on obtaining revenues from advertising and subscribers, while Corus' basic television services depend on obtaining revenues from advertising. As well, these services are dependent on the effective management of programming costs. Any failure by Corus' discretionary and basic television services to compete effectively could materially adversely affect Corus' results of operations.

#### **i) ADVERTISING AND SUBSCRIBER REVENUES**

The basic and discretionary television business and the advertising markets in which they operated are highly competitive. Numerous broadcast and specialty television networks, as well as online advertising platforms and website, and "over-the-top" digital distribution services compete with Corus for advertising and subscriber revenues. Corus' ability to compete successfully depends on a number of factors, including its ability to secure popular television and other programming rights for all platforms, including traditional linear broadcast rights and non-linear rights, in order to achieve audience acceptance, high distribution levels and attract advertising. Corus' ability to continue to attract advertising customers also depends on its ability to meet the evolving expectations of its advertising customers.

The CRTC no longer requires the licensing of new discretionary services. These services can be launched at any time using the CRTC's exemption order which further increases competition. Corus' services also compete with a number of foreign programming services which have been authorized for distribution in Canada by the CRTC, such as A&E and CNN. Moreover, increasingly, Corus' specialty and conventional television services are competing with alternative forms of entertainment, as well as online advertising platforms and websites, and "over-the-top" digital distribution services that are not regulated by the CRTC (see *TECHNOLOGICAL DEVELOPMENTS*). This competition is for both supply of programming and also for audiences and can affect both the costs and revenues of a network. In addition, competition among specialty television services in Canada is highly dependent upon the offering of prices, marketing and advertising support and other incentives to cable operators and other distributors for carriage so as to favourably position and package the services to subscribers to achieve high distribution levels. Accordingly, there can be no assurance that Corus' television services will be able to maintain or increase their current share of audience and advertising revenues as well as maintain or increase current levels of subscriber distribution and penetration.

## **ii) PROGRAMMING EXPENDITURES / AUDIENCE ACCEPTANCE**

Programming costs are one of the most significant expenses in the Television segment. Although the Company has processes to effectively manage these costs, increased competition in the television broadcasting industry due to factors mentioned above, changes in viewer preferences and other developments could impact the availability of premium content and/or increase the cost of programming content which could have a material adverse effect on Corus' operations and/or financial results.

In addition, programming content may be purchased or commissioned for broadcast one or two years in advance, making it more difficult to predict how such content will perform in terms of audience acceptance. Audience acceptance cannot be accurately predicted. The success of a program also depends on the type and extent of promotional and marketing activities, the quality and acceptance of competing programs, general economic conditions and other intangible factors, all of which can rapidly change and many of which are beyond Corus' control. The lack of audience acceptance of Corus' television programming could have a material adverse effect on Corus' operations and/or financial results.

Commission of original television programs requires a significant amount of capital. Factors such as labour disputes, technology changes or other disruptions affecting aspects of production may affect Corus or its independent production partners and cause cost overruns and delay or hamper completion of a production (see *RELIANCE ON KEY SUPPLIERS AND CUSTOMERS*).

## **TELEVISION – CONTENT BUSINESS**

The production and distribution of television, books and other media content is very competitive. There are numerous suppliers of media content, including vertically integrated major motion picture studios, television networks, independent television production companies and book publishers around the world. Many of these competitors are significantly larger than Corus and have substantially greater resources, including easier access to capital. Corus competes with other television and motion picture production companies for ideas and storylines created by third parties as well as for actors, directors and other personnel required for a production.

Further, vertical integration of the television broadcast industry worldwide and the creation and expansion of new networks, which create a substantial portion of their own programming, have decreased the number of available timeslots for programs produced by third-party production companies. There can be no assurances that Corus will be able to compete successfully in the future or that Corus will continue to produce or acquire rights to additional successful programming or enter into agreements for the financing, production, distribution or licensing of programming on terms favourable to Corus. There continues to be intense competition for the most attractive timeslots offered by those services. There can be no assurances that Corus will be able to increase or maintain penetration of broadcast schedules.

## **RADIO**

The financial success of each of Corus' radio stations is dependent principally upon its share of the overall advertising revenues within its geographic market, its promotional and other expenses incurred to obtain the revenues and the economic strength of its geographic market. Radio advertising revenues are highly dependent upon audience share. Audience share is derived from interest in on-air talent, music formats, and other intangible factors. This can be influenced by the competition. Other stations may change programming formats at any time to compete directly with Corus' stations for listeners and advertisers or launch aggressive promotional campaigns in support of already existing competitive formats. If a competitor, particularly one with substantial financial resources, were to attempt to compete in either of these fashions, ratings at Corus' affected stations could be negatively impacted, resulting in lower net revenues.

Radio broadcasting is also subject to competition from other media, such as television, outdoor advertising, print and internet as well as alternative media technologies, such as satellite, music streaming and music downloading services. Potential advertisers can substitute advertising through the broadcast television system (which can offer concurrent exposure on a number of networks to enlarge the potential audience), daily, weekly and free-distribution newspapers, outdoor billboard advertising, magazines, other print media, direct mail marketing, the Internet and mobile advertising. Competing media commonly target the customers of their competitors, and advertisers regularly shift dollars from radio to these competing media and vice versa. In markets near the U.S. border, such as Kingston, Ontario, Corus also competes with U.S. radio stations. Accordingly, there can be no assurance that Corus' radio stations will be able to maintain or increase their current audience share and advertising revenue share.

### **C. RELIANCE ON KEY SUPPLIERS AND CUSTOMERS**

Corus procures its content from a limited number of key suppliers some of whom are global in scale and have significant negotiating leverage. While Corus may have alternate sources of content, the loss of a key supplier may adversely affect Corus' operations and/or its financial results.

Corus enters into long-term agreements with various BDUs for the distribution of its television services. Corus derives most of its subscriber revenue from its relationships with a small number of the largest BDUs. As these contracts expire, there could be negative effect on Corus' operations and/or its financial results if Corus is unable to renew them on acceptable terms, including revenues per subscriber and packaging that affects the networks' subscriber reach. Similarly, the majority of Corus' advertising revenues are derived from a small number of large advertising agency "upfront commitments". Any significant change in volume, rates and/or other terms associated with these sales commitments may have a positive or negative effect on Corus' operations and/or financial results.

Corus relies on certain information technology providers, telecommunications carriers and certain utilities to conduct Corus' business. Any disruption to the services provided by these suppliers, including labour strikes and other work disruptions, bankruptcies, technical difficulties or other events affecting the business operations of these information technology providers, telecommunications carriers and utilities may affect Corus' ability to operate and therefore have a negative impact on its operations and/or its financial results.

### **D. NEWS**

Global News' primary directive is to report accurate, balanced, timely and comprehensive news and information in the public interest. Independence is a fundamental Global News value and, accordingly, Global News will resist attempts at censorship or pressure to alter news content, real or apparent. Integrity, fairness and transparency are at the foundation of the Company's newsgathering process, and Global News is committed to reporting news without distortion or misrepresentation.

In support of this directive, the Company has promulgated and has in effect a comprehensive set of Journalistic Principles and Practices setting out guidelines and standards for all news staff in their dealings with frequently asked editorial, ethical and legal, and professional conduct questions. These Journalistic Principles and Practices adhere closely to, amongst other things, the Radio Television Digital News Association Canada's Code of Ethics and Professional Standards, the Canadian Association of Broadcasters' Code of Ethics and the Canadian Association of Journalists Ethics Guidelines.

Due to the unique nature of news-gathering and news-reporting, a number of risks may arise in the ordinary course of Global News investigation and reporting on the activities of individuals, corporations and governments. These include legal and ethical risks such as claims in respect of defamation, invasion of privacy, misrepresentation, and infringement of other rights (for example, Intellectual Property Rights and Piracy). A significant part of news-gathering and reporting arises in the context of court proceedings. Certain mandatory publication bans apply to criminal proceedings and, in addition, a court may impose a discretionary publication ban or sealing order in respect of the proceedings or materials used or related to investigations leading to a criminal charge. Where Global News has not otherwise successfully overturned or reduced the scope of a publication ban or sealing order through proper legal process, its policy is to fully comply with court-ordered publication bans and sealing orders. However, because there is no formalized publication ban notice system in place in most provinces, and because publication bans can often be subject to different interpretations, there is no assurance that Global News will not inadvertently breach a publication ban or sealing order and if that happens, there is a risk that Global News may be held to be in contempt of court. Similarly, Global News' policy is to resist production orders, warrants and subpoenas for its footage and other materials through proper legal process but, where this is not successful, Global News will comply with production orders, warrants and subpoenas of proper scope and detail.

Due to Global News' strong commitment to editorial independence, certain news-reporting may pose a risk to the Company's advertising revenue streams if advertisers are displeased with their portrayal in news programming and, as a result, choose to reduce or withdraw entirely, their advertising business with the Company.

The deliberate deployment of journalists to dangerous and hostile environments may expose employees and the Company to risks related to kidnapping, injury and death, as well as costs related to medical care and emergency repatriation of employees.

The Journalistic Principles and Practices articulate appropriate ways to deal with the above risks and describes proper protocol when such risks arise. In addition, news staff are provided with regular training to mitigate these risks and the Company carries customary and appropriate insurance to further mitigate risks.

## **E. PRODUCTION OF FILM AND TELEVISION PROGRAMS**

Each production is an individual artistic work and its commercial success is determined primarily by the size of the market and audience acceptance. The latter cannot be accurately predicted. The success of a program is also dependent on the type and extent of promotional and marketing activities, the quality and acceptance of other competing programs, general economic conditions and other ephemeral and intangible factors, all of which can rapidly change and many of which are beyond Corus' control.

Production of film and television programs requires a significant amount of capital. Factors such as labour disputes, technology changes or other disruptions affecting aspects of production may affect Corus or its co-production partners and cause cost overruns and delay or hamper completion of a production.

Financial risks exist in productions relating to tax credits and co-production treaties. The aggregate amount of government tax credits a project may receive can constitute a material portion of a production budget and typically can be as much as 30% of total budgeted costs. There is no assurance that government tax credits and industry funding assistance programs will continue to be available at current levels or that Corus' production projects will continue to qualify for them. As well, a significant number of Corus' productions are co-productions involving international treaties that allow Corus to access foreign financing and reduce production risk as well as qualify for Canadian government tax credits. If an existing treaty between Canada and the government of one of the current co-production partners were to be abandoned, one or more co-productions currently underway may also need to be abandoned. Losing the ability to rely on co-productions would have a significant adverse effect on Corus' production capabilities and production financing.

Results of operations for the production and distribution business for any period are dependent on the number, timing and commercial success of television programs and feature films delivered or made available to various media, none of which can be predicted with certainty.

Consequently, revenues from production and distribution may fluctuate materially from period to period and the results of any one period are not necessarily indicative of results for future periods. Cash flows may also fluctuate and are not necessarily closely correlated with revenue recognition.

Revenues from the film library can vary substantially from year to year, both by geographic territory and by year of production. The timing of the Company's ability to sell library product in certain territories will depend on the market outlook in the particular territory and the availability of product by territory, which depends on the extent and term of any prior sale in that territory.

## **F. MERCHANDISING**

Success of merchandising brands depends on consumers' tastes and preferences that can change in unpredictable ways. The Company depends on the acceptance by consumers of its merchandising offerings, therefore, success depends on the ability to predict and take advantage of consumer tastes in Canada and around the world. In addition, the Company derives royalties from the sale of licensed merchandise by third parties. Corus is dependent on the success of those third parties. Factors that negatively impact those third parties could adversely affect the Company's operating results.

## **G. INTELLECTUAL PROPERTY RIGHTS / PIRACY**

Corus' owned and licensed trade marks, copyrights and other proprietary rights are important to the Company's competitive position.

### ***TELEVISION / RADIO – BROADCAST BUSINESS***

Corus pays significant licence fees to acquire rights to content and branding on an exclusive basis.

From time to time, various third parties may contest or infringe upon these owned or licensed rights. Any such infringement, including increasingly rampant online piracy and illegal distribution of copyrighted television content, may have a material adverse impact on Corus' operations and financial results. Corus takes commercially reasonable efforts to minimize these risks including negotiating and enforcing protective covenants in its content licensing agreements.

There are systems in place to track proper registration and renewal of Corus' owned trademark portfolio, and to have notice of third-party applications that may potentially conflict with Corus' trademarks, all with a view to ensuring that the Corus' registrable intellectual property is afforded the maximum protection under applicable law.

Upon notice of a potential infringement of its owned or licensed intellectual property, Corus reviews these matters to determine what, if any, steps may be required or should be taken to protect its rights, including legal action, negotiated settlement and/or seeking remedies from intellectual property licensors. There can be no assurance that the steps that Corus takes to establish and protect its intellectual property will be adequate to



prevent or eliminate infringement of its intellectual property and protect Corus' ability to competitively market and brand its television and digital services and/or be the exclusive distribution source of key licensed content in Canada.

Corus' linear television and digital platforms and services broadcast, make available, distribute and may contain many forms of content including licensed audio-visual programming, text, news, graphics, databases, photographs, recipes, audio files (music or otherwise) and rich interactive content, blog content, and user-generated content including story comments, and internal and external links. Corus takes steps to ensure that procedures are in place to clear rights and to monitor user-generated content. There remains a risk, however, that some potentially defamatory or infringing content can be posted on a Corus website. Corus carries insurance coverage against this risk but there remains an exposure to liability for third-party claims.

### **TELEVISION – CONTENT BUSINESS**

Corus must be able to protect its trademarks, copyrights and other proprietary rights to competitively produce, distribute and licence its television programs and published materials and market its merchandise. Accordingly, Corus devotes the Company's resources to the establishment and protection of trademarks, copyrights and other proprietary rights on a worldwide basis. However, from time to time, various third parties may contest or infringe upon the Company's intellectual property rights.

The Company reviews these matters to determine what, if any, actions may be required or should be taken, including legal action or negotiated settlement. There can be no assurance that the Company's actions to establish and protect trademarks, copyrights and other proprietary rights will be adequate to prevent imitation or unauthorized reproduction of the Company's products by others or prevent third parties from seeking to block sales, licensing or reproduction of these products as a violation of their trademarks, copyrights and proprietary rights.

Moreover, there can be no assurance that others will not assert rights in, or ownership of, the Company's trademarks, copyrights and other proprietary rights, or that the Company will be able to successfully resolve these conflicts. In addition, the laws of certain foreign countries may not protect proprietary rights to the same extent as do the laws of the United States or Canada.

## **H. PEOPLE**

### **EMPLOYEE RETENTION, RECRUITMENT AND ENGAGEMENT**

Corus' operations depend on the expertise, efforts and engagement of its employees. The industry is competitive in attracting and retaining a skilled workforce. The loss of key employees, through attrition or retirement or any deterioration in overall employee morale and engagement resulting from organizational changes, unresolved collective agreements or other events could have an adverse impact on Corus' operations and/or financial results. As well, failure to establish an effective succession plan could impair operations until qualified replacements are found.

### **UNIONIZED LABOUR**

As at August 31, 2017, 30% of the Company's employees are employed under one of seven collective agreements represented by three unions. Renegotiating collective bargaining agreements could result in higher labour costs, project delays and work disruptions. If work disruptions occur, it is possible that large numbers of employees may be involved and that the Company's business may be disrupted, causing negative effect to the Company's operations and/or financial results.

## **I. INFORMATION SYSTEMS AND INTERNAL BUSINESS PROCESSES**

The day-to-day operations of Corus are highly dependent on information technology systems and internal business processes. An inability to operate or enhance information technology systems could have an adverse impact on Corus' ability to produce accurate and timely invoices, manage operating expenses and produce accurate and timely financial reports. Although Corus has taken steps to reduce these risks, there can be no assurance that potential failures of, or deficiencies in, these systems or processes will not have an adverse effect on the Corus operations and/or its financial results.

In addition, an inability to protect the Company's systems, applications and information repositories against cyber threats, which include cyber attacks such as, but not limited to, hacking, computer viruses, denial of service attacks, industrial espionage, unauthorized access to confidential, proprietary or sensitive information or other breaches of network IT security could have an adverse impact on the Company's business operations and could harm the Company's brand, reputation and customer relationships. Although the Company has taken steps to reduce these risks, there can be no assurance that future cyber threats, if to occur, will not have an adverse effect on the Company's operating results.

## **J. ECONOMIC CONDITIONS**

The Company's operating performance depends on Canadian and worldwide economic conditions. Changes in economic conditions may affect discretionary consumer and business spending, resulting in increased or decreased demand for Corus' product offerings. Current or future events caused by volatility in domestic or international economic conditions or a decline in economic growth may have a material adverse effect on Corus, its operations and/or its financial results.

## **K. CAPITAL MARKETS**

The Company may require continuing access to capital markets to sustain its operations. Disruptions in the capital markets, including changes in market interest rates or the availability of capital, could have a materially adverse effect on the Company's ability to raise or refinance debt.

## **L. FINANCIAL RISKS**

The Company is exposed to various risks related to its financial assets and liabilities that include credit risk, interest rate risk, foreign currency risk and leverage risk. These risk exposures are managed on an ongoing basis:

### ***CREDIT RISK***

In the normal course of business, the Company is exposed to credit risk from its accounts receivable from customers. The carrying amounts for accounts receivable are net of applicable allowances for doubtful accounts, which are estimated based on past experience, specific risks associated with the customer and other relevant information.

As at August 31, 2017, the Company's trade receivables and allowance for doubtful accounts balances were \$387.6 and \$4.7 million, respectively.

### ***INTEREST RATE RISK***

The Company utilizes long-term financing extensively in its capital structure, which includes a banking facility, as more fully described in note 14 to the audited consolidated financial statements. Interest rates on the balance of the bank loans fluctuate with Canadian bankers' acceptances and/or LIBOR.

The Company manages its exposure to floating interest rates through the maintenance of a balance of fixed rate and floating rate debt or through the use of interest rate swap contracts to fix the interest rate on its floating rate debt. As at August 31, 2017, 81% (2016 – 83%) of the Company's consolidated long-term debt was fixed with respect to interest rates.

### ***FOREIGN CURRENCY RISK***

A portion of the Company's revenues and expenses are in currencies other than Canadian dollars and, therefore, are subject to fluctuations in exchange rates. Approximately 3% of Corus' total revenues in fiscal 2017 (2016 – 4%) were in foreign currencies, the majority of which was U.S. dollars. Approximately \$194.1 million of Corus' total payables for fiscal 2017 (2016 – \$134.3 million) were in foreign currencies, the majority of which was U.S. dollars. Accordingly, fluctuations in the Canadian dollar - U.S. dollar exchange rate may adversely affect Corus' financial results.

The impact of foreign exchange gains and losses are described in note 24 to the audited consolidated financial statements.

### ***LEVERAGE RISK***

The Company's leverage increased in fiscal 2016 as a result of the Acquisition, but has now returned to the top end of the stated leverage target range of 3.0 to 3.5 times net debt to segment profit. The Company's maintenance of increased levels of debt could adversely affect its financial condition and results of operations. In addition, increased debt service payments could adversely impact cash flows from operating activities, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions, future business opportunities, and other general corporate purposes, as well as limiting the Company's ability to pay dividends at current levels.

## **M. POST-EMPLOYMENT BENEFIT OBLIGATIONS**

Economic fluctuations could adversely impact the funding and expenses associated with post-employment benefit obligations and there can be no assurance that these obligations will not increase materially in the future, thereby negatively impacting the Company's financial results.

**N. ACQUISITIONS AND OTHER STRATEGIC TRANSACTIONS**

The Company may, from time to time, make strategic acquisitions which involve significant risks and uncertainties. As such, the Company may experience difficulties in realizing the anticipated benefits, incur unanticipated expenses and/or have difficulty incorporating or integrating the acquired business, the occurrence of which could have a material adverse effect on the Company.

**O. HOLDING COMPANY STRUCTURE**

Substantially all of Corus' business activities are operated by its subsidiaries. As a holding company, the Company's ability to meet its financial obligations is dependent primarily upon the receipt of interest and principal payments on intercompany advances, management fees, cash dividends and other payments from its subsidiaries together with proceeds raised by the Company through the issuance of equity and the incurrence of debt, and from proceeds received on the sale of assets. The payment of dividends and making of loans, advances and other payments to the Company by its subsidiaries may be subject to statutory or contractual restrictions, are contingent upon the earnings of those subsidiaries and are subject to various business and other considerations.

**P. DIVIDEND PAYMENTS**

The Company currently pays monthly share dividends on both its Class A Voting Shares and Class B Non-Voting Shares in amounts approved quarterly by the Board of Directors. While the Company expects to generate sufficient free cash flow in fiscal 2018 to fund these dividend payments, if actual results are different from expectations there can be no assurance that the Company will continue common share dividend payments at the current level.

**Q. CONTINGENCIES**

The Company and its subsidiaries are involved in litigation arising in the ordinary course and conduct of its business. The Company recognizes liabilities for contingencies when a loss is probable and capable of being estimated. As at August 31, 2017, there were no actions, suits or proceedings pending or against the Company or its subsidiaries which would, in management's estimation, likely be determined in such a manner as to have a material adverse effect on the business of the Company.

**TRANSACTION WITH RELATED PARTIES**

Related party transactions are reviewed by Corus' Corporate Governance Committee, the majority of whom are independent directors. The following sets forth the certain transactions in which the Company is involved.

**CONTROL OF THE COMPANY BY THE SHAW FAMILY**

As at October 31, 2017, JR Shaw and members of his family, and the corporations owned and/or controlled by JR Shaw and members of his family (the "Shaw Family Living Trust" or "SFLT") own approximately 85% of the outstanding Class A Voting Shares of the Company. The Class A Voting Shares are the only shares entitled to vote in all shareholder matters except in limited circumstances as described in the Company's Annual Information Form. All of the Class A Voting Shares held by SFLT are voted as determined by JR Shaw. Accordingly, SFLT is, and as long as it owns a majority of the Class A Voting Shares will continue to be, able to elect a majority of the Board of Directors of the Company and to control the vote on matters submitted to a vote of the Company's Class A shareholders.

SFLT is also the controlling shareholder of Shaw Communications Inc., and as a result, both Shaw and Corus are subject to common voting control.

**SHAW COMMUNICATIONS INC. ("SHAW")**

The Company and Shaw are subject to common voting control. During fiscal 2016, the Company entered into the following transactions with Shaw:

**ACQUISITION OF SHAW MEDIA**

On April 1, 2016, the Company acquired the shares of Shaw Media from Shaw for approximately \$2.65 billion, subject to certain post-closing adjustments, satisfied by the Company through a combination of: a) \$1.85 billion of cash consideration; and b) the issuance by the Company to Shaw of 71,364,853 Class B Non-Voting Shares (the "Consideration Shares") at a value per share of \$11.21 per share for an aggregate value of \$800.0 million. These shares, were valued for accounting purposes at \$833.5 million, which reflects the opening price of the Company's stock on April 1, 2016 of \$11.68 per share.

The Acquisition was a business combination between entities under common control and was accounted for by the Company using the acquisition method. Final valuation of certain items were completed in fiscal 2017, therefore the purchase price allocation was finalized as at February 28, 2017 (refer to note 27 of the Company's consolidated financial statements for the year ended August 31, 2017).

### **SPECIAL TRANSACTIONS**

The acquisition of Shaw Media from Shaw constituted a related party transaction outside the normal course of operations. To ensure appropriate safeguards for the interest of the holders of the Class B Non-Voting Shares, Corus' Board of Directors (the "Board") established a Corus Special Committee (the "Special Committee") with the authority to, among other matters review, direct and supervise the process to be carried out by management and its professional advisors in assessing the potential acquisition (including the preparation of any formal valuation required), review and consider the proposed structure, terms and conditions of a possible acquisition and to make a recommendation to the Board with respect to any such transaction.

The Special Committee, throughout the process, consisted entirely of directors who were "independent", within the meaning of applicable securities laws. The Special Committee met a total of 28 times in exercising its mandate and supervision over the course of the transaction negotiation process that followed, prior to the announcement of the Acquisition on January 13, 2016. The Board established the Special Committee to, among other things, supervise the preparation of the formal valuation required under Multilateral Instrument ("MI") 61-101 and assess, review and to make recommendations to the Board regarding the Acquisition. The Special Committee engaged Barclays Capital Canada Inc. ("Barclays") as an independent valuator as required under MI 61-101 in connection with the purchase and sale of the issued and outstanding shares of Shaw Media and to provide the Barclays Valuation and Fairness Opinion. Additionally, the Company's financial advisors, RBC Dominion Securities Inc. ("RBC"), presented to the Board, including the members of the Special Committee, an opinion on the financial consideration which would be payable under the Acquisition (the "RBC Fairness Opinion").

Having undertaken a review of, and carefully considering the Acquisition, the Barclays Valuation and Fairness Opinion, the RBC Fairness Opinion, information concerning Corus, Shaw Media, the proposed Acquisition and the alternatives available to the Company, including consultation with its financial and legal advisors and such other matters as it considered relevant, the Special Committee unanimously determined that the Acquisition was in the best interests of the Company and accordingly recommended that the Board approve the Acquisition and recommended that the Board recommend that the holders of each of the Class A Voting Shares ("Class A Shares") and Class B Non-Voting Shares ("Class B Shares") vote in favour of the resolutions set out for the approval of the Acquisition.

### **GOVERNANCE AND INVESTOR RIGHTS AGREEMENT**

Concurrent with the closing of the Acquisition and following the issuance of the Consideration Shares to Shaw, Corus and Shaw entered into the Governance and Investor Rights Agreement ("GIRA"), pursuant to which Corus granted certain rights to Shaw.

The following is a summary of the principal terms of the GIRA. This summary does not purport to be complete and is qualified in its entirety by reference to the GIRA which has been filed on SEDAR at [www.sedar.com](http://www.sedar.com).

### **CORUS BOARD COMPOSITION AND SHAW NOMINEES**

Pursuant to the GIRA, Shaw has the right to nominate individuals to be elected or appointed to the Board (each, a "Shaw Nominee"). Corus and Shaw agreed that the Board would immediately appoint three Shaw Nominees to serve on the Board until the next annual general meeting of Corus shareholders following closing of the Acquisition. Shaw's nominees consisted of Michael D'Avella, Trevor English and Peter Bissonnette.

Until such time that Shaw beneficially owns less than 10% of the outstanding Shares, Shaw will be entitled to appoint Shaw Nominees to the Board as follows: (a) for so long as Shaw beneficially owns at least 30% of the outstanding Shares, Shaw will have the right to appoint up to three Shaw Nominees; (b) for so long as Shaw beneficially owns at least 20% but less than 30% of the outstanding Shares, Shaw will have the right to appoint up to two Shaw Nominees; and (c) for so long as Shaw beneficially owns at least 10% but less than 20% of the outstanding Shares, Shaw will have the right to appoint one Shaw Nominee. If at any time Shaw beneficially owns less than 10% of the outstanding Shares, Shaw will not be entitled to any Shaw Nominees and Shaw will use its commercially reasonable efforts to, unless requested otherwise by Corus, cause any Shaw Nominees on the Board to resign forthwith.

Each Shaw Nominee must be "Canadian" as defined in the Direction to the CRTC (Ineligibility of Non-Canadians) and satisfy Corus' general eligibility criteria for director candidates. In addition, Shaw agreed that no less than two (one, if Shaw is only entitled to two Shaw Nominees) of the three Shaw Nominees must meet the



independence criterion set forth in Section 1.4 of National Instrument 52-110 – *Audit Committees*, provided that the independence criteria is not applicable in the event Shaw is only entitled to one Shaw Nominee. At least one of the three Shaw Nominees must meet the requirements of National Instrument 52-110 – *Audit Committees* to sit on the Corus audit committee. Shaw has nominated Mr. D'Avella who satisfies the independence criterion of applicable securities law and the requirements of National Instrument 52-110 – *Audit Committees*.

Corus has agreed that in respect of every meeting of Shareholders at which the election of Corus directors is to be considered, so long as such Shaw Nominees satisfy Corus' applicable director eligibility criteria, management of Corus will recommend the Shaw Nominees identified in Corus' proxy materials for election to the Board and vote their Class A Shares and any Class A Shares in respect of which management has been granted a discretionary proxy in favour of the election of such Shaw Nominees.

#### **COMMITTEE APPOINTMENTS**

Pursuant to the GIRA, Corus has agreed to provide Shaw the right to appoint one individual to the executive committee of Corus so long as Shaw beneficially owns Class B Shares representing at least 15% of the outstanding Shares.

For so long as Shaw beneficially owns Class B Shares representing at least 15% of the outstanding Shares it will also have the right to appoint one individual to any special committee or similarly constituted committee formed to evaluate regulatory issues, strategic initiatives or material transactions involving Corus or its subsidiaries. However, a Shaw Nominee may not serve on a special committee if Shaw or an affiliate of Shaw is (or is likely to become) an "interested party" (as such term is defined in MI 61-101) in respect of the applicable issue or transaction.

#### **RESTRICTIONS ON TRANSFER OF THE CONSIDERATION SHARES**

Shaw has agreed to certain transfer restrictions during a specified hold period pursuant to which Shaw will not, without prior written consent of Corus, sell, offer to sell, grant any option, right or warrant for the sale of, or otherwise lend, transfer, assign or dispose of the Consideration Shares or any other securities issued by Shaw convertible, exchangeable or exercisable into Consideration Shares or agree to do any of the foregoing or publicly announce any intention to do any of the foregoing, subject to certain exceptions. Such transfer restrictions apply to all the Consideration Shares until the date that is: (a) 12 months following the Closing Date, at which time such restrictions will be lifted from one-third of the Consideration Shares; (b) 18 months following the Closing Date, at which time the restriction will be lifted from two-thirds of the Consideration Shares; and (c) 24 months following the Closing Date, at which time all restrictions on transfer of the Consideration Shares will be lifted. As of August 31, 2017, Shaw held approximately 40% of the aggregate outstanding Class B Shares.

#### **DIVIDEND REINVESTMENT PLAN ENROLLMENT**

Shaw agreed that it would, upon the closing of the Acquisition, enroll all of the Consideration Shares in Corus' existing DRIP. Shaw will continue to participate in the Corus DRIP until the earlier of: (a) September 1, 2017; and (b) the date such Consideration Shares are no longer subject to hold restrictions under the Governance and Investor Rights Agreement. Subject to applicable laws, from the Closing Date until the date that is 24 months following the Closing Date, Corus has agreed that no amendments will be made to the share price discount under the DRIP (currently a 2% share price discount). Shares issued to Shaw pursuant to the DRIP will not be subject to restrictions on transfer. As at September 1, 2017, Shaw ceased its participation in the Corus DRIP.

#### **REGISTRATION RIGHTS**

The GIRA provides that, subject to certain exceptions, upon the written request of Shaw, Corus will use commercially reasonable efforts, subject to compliance with applicable securities laws and stock exchange requirements, to file such documents and take such steps as may be necessary under applicable securities laws to qualify for distribution to the public all or any whole number of Class B Shares held by Shaw which are not then subject to any restrictions on transfer pursuant to the Governance and Investor Rights Agreement (the "Demand Registration Rights").

If Corus proposes to make a distribution or sale of Shares to the public for cash by means of a prospectus, other than by way of a bought deal, Corus will promptly give written notice of the distribution to Shaw, including proposed pricing. Upon written request of Shaw, Corus will use its commercially reasonable efforts to cause to be qualified in such distribution the applicable number of Class B Shares of Shaw requested by Shaw to be included (the "Piggy-Back Registration Rights"). In addition, subject to certain customary exceptions, Corus will use commercially reasonable efforts to include a proportional number of Class B Shares held by Shaw in any bought deal offering.

The Demand Registration Rights and the Piggy-Back Registration Rights granted to Shaw will terminate at such time that Shaw no longer beneficially owns Class B Shares representing at least 5% of the outstanding Shares.

### **PRE-EMPTIVE RIGHTS**

Subject to certain exceptions, provided that Shaw beneficially owns Class B Shares representing at least 10% of the outstanding Shares, if Corus proposes to offer to issue any equity or participating securities or securities convertible or exchangeable into equity or participating securities, Shaw will be entitled to participate in such issuance on a pro rata basis, but only to the extent necessary to maintain its then proportional fully-diluted equity interest in Corus. In the event that such proposed issuance consists of the issuance of Class A Shares, then Shaw will be entitled to acquire that number of Class B Shares that allow it to maintain its then proportional fully-diluted equity interest in Corus. At least five Business Days prior to the closing of any such proposed offering, Corus will deliver to Shaw a notice in writing offering Shaw the opportunity to subscribe for a pro rata number of such securities and Shaw will be entitled, upon written notice to Corus, to participate in the issuance by way of private placement at the same price and on the same terms offered by Corus to any party.

### **TERMINATION**

The GIRA will terminate upon Shaw beneficially owning less than 5% of the outstanding Shares.

### **NORMAL COURSE TRANSACTIONS**

The Company has transacted business in the normal course with Shaw. These transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties, and have normal trade terms.

During the year, the Company received cable subscriber, programming and advertising fees of \$131.4 million (2016 – \$112.6 million), and production and distribution revenues of \$1.1 million (2016 – \$4.8 million) from Shaw. In addition, the Company paid cable and satellite system distribution access fees of \$13.1 million (2016 – \$8.7 million) and administrative and other fees of \$2.3 million (2016 – \$4.7 million) to Shaw. As at August 31, 2017, the Company had \$34.6 million (2016 – \$26.7 million) receivable and \$0.4 million (2016 – \$0.1 million) payable to Shaw.

Shaw holds a 40% interest in the Company, as a result dividends of \$88.0 million (2016 – \$34.4 million) were paid to Shaw for the year ended August 31, 2017.

The Company provided Shaw with interactive impressions, radio and television spots in return for television advertising. No monetary consideration was exchanged for these transactions and no amounts were recorded in the accounts.

### **OUTSTANDING SHARE DATA**

As at October 31, 2017, 3,421,792 Class A Voting Shares and 203,378,931 Class B Non-Voting Shares were issued and outstanding. Class A Voting Shares are convertible at any time into an equivalent number of Class B Non-Voting Shares. The Class B Non-Voting Shares are convertible into an equivalent number of Class A Voting Shares in limited circumstances as described in the Company's most recent Annual Information Form.

### **IMPACT OF NEW ACCOUNTING POLICIES**

#### **CHANGES IN ACCOUNTING POLICIES**

##### **IAS 16 – PROPERTY, PLANT AND EQUIPMENT AND IAS 38 – INTANGIBLES**

The Company has adopted the IASB issued amendments to IAS 16 and IAS 38, prohibiting the use of revenue-based depreciation for property, plant and equipment and significantly limiting the use of revenue-based amortization for intangible assets, effective September 1, 2016. Previously the Company used the individual-film-forecast-computation method to determine amortization of film investments, which is a revenue based amortization model. The Company has segregated its film investments into two categories: current productions and library or acquired productions. Current productions are considered library productions immediately subsequent to their initial availability for licensing as they are considered completed. Film investments are categorized as intangible assets by the Company, and therefore will continue to be presented in the statements of financial position as long-term assets.

Current productions have been amortized using a declining balance method at rates ranging from 50 – 75% at the time the episode becomes available for delivery and at annual rates ranging from 15 – 25% thereafter. Library and acquired content is amortized using a declining balance method at rates ranging from 10 – 25% annually. These amendments have been applied prospectively and resulted in no material impact on the consolidated financial statements.

## PENDING ACCOUNTING CHANGES

### **IFRS 9 — FINANCIAL INSTRUMENTS: CLASSIFICATION AND MEASUREMENT**

In July 2014, the IASB issued the final version of IFRS 9 – *Financial Instruments*, which reflects all phases of the financial instrument project and replaces IAS 39 – *Financial Instruments: Recognition and Measurement* and all previous versions of IFRS 9. The standard introduces new requirements for recognition and measurement impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, which will be September 1, 2018 for Corus, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of IFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application is before February 1, 2015. The Company is in the process of reviewing the standard to determine the impact on the consolidated financial statements.

### **IFRS 15 – REVENUE FROM CONTRACTS WITH CUSTOMERS**

In May 2014, the IASB issued IFRS 15, which replaces IAS 18 — *Revenues* and covers principles for reporting about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, which will be September 1, 2018 for Corus. The Company is in the process of reviewing the standard to determine the impact on the consolidated financial statements.

### **IFRS 16 – LEASES**

On January 13, 2016, the IASB published a new standard, IFRS 16 – *Leases*. The new standard will eliminate the distinction between operating and finance leases and will bring most leases onto the balance sheet for lessees. This standard is effective for annual reporting periods beginning on or after January 1, 2019, which will be September 1, 2019 for Corus and is to be applied retrospectively. The Company has not yet determined the impact on its consolidated financial statements.

## CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company's significant accounting policies are described in note 3 to the fiscal 2017 audited consolidated financial statements and notes thereto, which have been prepared in accordance with IFRS. The preparation of these fiscal 2017 consolidated financial statements requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities, and related disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods.

Management uses estimates when accounting for certain items such as revenues, allowance for doubtful accounts, amortization of film investments, useful lives of capital assets, asset impairments, provisions, share-based compensation plans, employee benefit plans, deferred income taxes and impairment of goodwill and intangible assets. Estimates are also made by management when recording the fair value of assets acquired and liabilities assumed in a business combination.

Estimates are based on a number of factors, including historical experience, current events and other assumptions that management believes are reasonable under the circumstances. By their nature, these estimates are subject to measurement uncertainty and actual results could differ. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Actual results could differ from those estimates. Critical accounting estimates and significant judgments are generally discussed with the Audit Committee each quarter.

The most significant estimates and judgments made by management are described below.

## **IMPAIRMENT OF LONG-LIVED ASSETS**

At each reporting date, the Company assesses its long-lived assets, including property, plant and equipment, program and film rights, film investments, goodwill and intangible assets, for potential indicators of impairment, such as an adverse change in business climate that may indicate that these assets may be impaired. If any impairment indicator exists, the Company estimates the asset's recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets, in which case the asset is assessed as part of the cash generating unit ("CGU") to which it belongs. An asset's or CGU's recoverable amount is the higher of its fair value less costs to sell and its value in use. The determination of the recoverable amount in the impairment assessment requires estimates based on quoted market prices, prices of comparable businesses, present value or other valuation techniques, or a combination thereof, necessitating management to make subjective judgments and assumptions.

Goodwill is allocated to a CGU or group of CGUs for the purposes of impairment testing based on the level at which management monitors it, which is not larger than an operating segment. The Company records an impairment loss if the recoverable amount of the CGU or the group of CGUs is less than the carrying amount. Goodwill and indefinite-life assets, such as broadcast licenses, are not amortized but are tested for impairment at least annually or more frequently if events or changes in circumstances indicate that an impairment may have occurred.

The Company completes its annual impairment testing process for broadcast licenses and goodwill during the fourth quarter each year.

The test for impairment of either an intangible asset or goodwill is to compare the recoverable amount of the asset or CGU (or group of CGUs in the case of goodwill) to the carrying value. The recoverable amount is the higher of an asset's or CGU's (or group of CGUs in the case of goodwill) fair value less costs to sell and its value in use. The recoverable amount is determined for an individual asset unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets (such as broadcast licenses and goodwill) and the asset's value in use cannot be determined to equal its fair value less costs to sell. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

In calculating the recoverable amount, management is required to make several assumptions including, but not limited to, segment profit growth rates, future levels of capital expenditures, expected future cash flows and discount rates. The Company's assumptions are influenced by current market conditions and general outlook for the industry, both of which may affect expected segment profit growth rates and expected cash flows. The Company has made certain assumptions for the discount and terminal growth rates to reflect possible variations in the cash flows; however, the risk premiums expected by market participants related to uncertainties about the industry, specific CGU or groups of CGUs may differ or change quickly depending on economic conditions and other events. Changes in any of these assumptions could have a significant impact on the recoverable amount of the CGU or groups of CGUs and the results of the related impairment testing.

The Company has completed its annual impairment testing of goodwill and indefinite lived intangible assets in the fourth quarter of fiscal 2017 and concluded that there were no additional impairment charges required. The Company also assessed for indicators that previous impairment losses had decreased. There were no previously recorded impairment charges reversed.

## **INCOME TAXES**

The Company is subject to income taxes in Canada and foreign jurisdictions. The calculation of income taxes in many cases, however, requires significant judgment in interpreting tax rules and regulations. The Company's tax filings are subject to audits which could materially change the amount of current and deferred income tax assets and liabilities and could, in certain circumstances, result in the assessment of interest and penalties.

Additionally, estimation of the income tax provision includes evaluating the recoverability of deferred tax assets based on the assessment of the Company's ability to use the underlying future tax deductions before they expire against future taxable income. The assessment is based upon existing tax laws, estimates of future profitability and tax planning strategies. If the future taxable results of the Company differ significantly from those expected, the Company would be required to increase or decrease the carrying value of the deferred tax assets with a potentially material impact on the Company's consolidated statements of financial position and consolidated statements of comprehensive income. The carrying amount of deferred tax assets is reassessed at each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to utilize all or part of the deferred tax assets. Unrecognized deferred tax assets are recognized to the extent that it is more likely than not that taxable profit will be available against which deferred tax assets can be utilized.



## POST-EMPLOYMENT BENEFIT PLANS

The Company has various registered defined benefit plans for certain unionized and non-unionized employees and two supplementary executive non-registered retirement plans which provide pension benefits to certain of its key senior executives. The amounts reported in the financial statements relating to the defined benefit plans are determined using actuarial valuations that are based on several assumptions including the discount rate, rate of compensation increase, trend in healthcare costs, and expected average remaining years of service of employees. While the Company believes these assumptions are reasonable, differences in actual results or changes in assumptions could affect employee benefit obligations and the related income and comprehensive income statement impact. The differences between actual and assumed results are immediately recognized in other comprehensive income (loss). The most significant assumption used to determine the present value of the future cash flows that is expected will be needed to settle employee benefit obligations and is also used to calculate the interest income on plan assets. It is based on the yield of long-term, high-quality corporate fixed income investments closely matching the term of the estimated future cash flows and is reviewed and adjusted as changes are required. The following table illustrates the incremental increase on the accrued benefit obligation and pension expense of a 1% decrease in the discount rate:

(thousands of Canadian dollars)	Accrued benefit obligation at end of fiscal 2017	Pension expense Fiscal 2017
Weighted average discount rate – registered plans	3.60%	3.60%
Weighted average discount rate – non-registered plans	3.60%	3.63%
Impact of: 1% decrease – registered plans	\$38,462	\$2,927
Impact of: 1% decrease – non-registered plans	\$6,574	\$115

The significant assumptions used on the benefit obligation are disclosed in note 29 of the audited consolidated financial statements.

## SHARE-BASED COMPENSATION

In the evaluation of the fair value of stock options, Deferred Share Units ("DSUs"), Performance Share Units ("PSUs"), and Restricted Share Units ("RSUs") granted to eligible officers, directors and employees, the Company makes estimates and assumptions. Critical estimates and assumptions related to stock options include their expected life, the risk-free interest rate and the expected volatility of the market price of the shares. Critical estimates and assumptions related to DSUs, PSUs and RSUs include number of units expected to vest, the estimated dividend equivalents, and the achievement of specific vesting conditions. The Company believes that the assumptions used are reasonable based on information currently available, but changes to these assumptions could impact the fair value of stock options, DSUs, PSUs and RSUs and therefore, the share-based compensation costs recorded in direct cost of sales, general and administrative expenses.

## CONTROLS AND PROCEDURES

### EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Management, under the supervision of the President and Chief Executive Officer ("CEO") and Executive Vice President and Chief Financial Officer ("CFO"), is responsible for establishing and maintaining disclosure controls and procedures, as defined in National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, and have designed such disclosure controls and procedures (or have caused it to be designed under their supervision) to provide reasonable assurance that material information with respect to Corus, including its consolidated subsidiaries, is made known to them. Disclosure controls and procedures ensure that information required to be disclosed by Corus in the reports that it files or submits under the provincial securities legislation is recorded, processed, summarized and reported within the time periods required. Corus has adopted or formalized such disclosure controls and procedures as it believes are necessary and consistent with its business and internal management and supervisory practices.

Management evaluated, under the supervision of and with the participation of the CEO and CFO, the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by these annual filings, and have concluded that, as of August 31, 2017, the Company's disclosure controls and procedures were effective.

## **MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management, under the supervision of the CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting, as defined by National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, and have designed such internal control over financial reporting (or cause it to be designed under their supervision) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements in accordance with IFRS.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis. Also, projections of any of the effectiveness of internal control are subject to the risk that the controls or that the degree of compliance with the policies and procedures may deteriorate. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to the financial statement preparation and presentation.

Management evaluated, under the supervision of and with the participation of the CEO and CFO, the effectiveness of the Company's internal control over financial reporting, as of August 31, 2017, based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on its evaluation under this framework, management concluded that the Company's internal control over financial reporting was effective as at August 31, 2017

## **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

There were no changes in the Company's internal control over financial reporting that occurred during fiscal 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of certain events. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company, including the Annual Information Form, can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

## MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of Corus Entertainment Inc. ("Corus" or the "Company") and all of the information in this Annual Report are the responsibility of management and have been approved by the Board of Directors (the "Board").

The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the consolidated financial statements are presented fairly in all material respects. Management has prepared the financial information presented elsewhere in this Annual Report and has ensured that it is consistent with the consolidated financial statements.

Corus maintains systems of internal accounting and administrative controls of high quality, consistent with reasonable cost. Such systems are designed to provide reasonable assurance that the financial information is relevant, reliable and accurate, and that the Company's assets are appropriately accounted for and adequately safeguarded. During the past year, management has maintained the operating effectiveness of internal control over external financial reporting. As at August 31, 2017, the Company's Chief Executive Officer and Chief Financial Officer evaluated, or caused an evaluation of, under their direct supervision, the design and operation of the Company's internal controls over financial reporting (as defined in National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings*) and, based on that assessment, determined that the Company's internal controls over financial reporting were appropriately designed and operating effectively.

The Board is responsible for ensuring that management fulfills its responsibilities for financial reporting, and is ultimately responsible for reviewing and approving the consolidated financial statements. The Board carries out this responsibility through its Audit Committee (the "Committee").

The Committee is appointed by the Board, and all of its members are independent unrelated directors. The Committee meets periodically with management, as well as with the internal and external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting items, to satisfy itself that each party is properly discharging its responsibilities, and to review the Annual Report, the consolidated financial statements and the external auditors' report. The Committee reports its findings to the Board for consideration when approving the consolidated financial statements for issuance to the shareholders. The Committee also considers, for review by the Board and approval by the shareholders, the engagement or re-appointment of the external auditors.

The consolidated financial statements have been audited by Ernst & Young LLP, the external auditors on behalf of the shareholders. Ernst & Young LLP has full and free access to the Committee.



**Douglas D. Murphy**  
*President and  
Chief Executive Officer*



**John R. Gossling, FCPA, FCA**  
*Executive Vice President  
and Chief Financial Officer*

## INDEPENDENT AUDITORS' REPORT

To the Shareholders of **Corus Entertainment Inc.**

We have audited the accompanying consolidated financial statements of **Corus Entertainment Inc.**, which comprise the consolidated statements of financial position as at August 31, 2017 and 2016, and the consolidated statements of income and comprehensive income, changes in equity and cash flows for the years then ended, 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.

### AUDITORS' RESPONSIBILITY

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

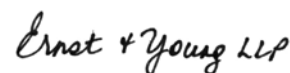
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, 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 **Corus Entertainment Inc.** as at August 31, 2017 and 2016, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Toronto, Canada,  
November 17, 2017



*Chartered Professional Accountants  
Licensed Public Accountants*



## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(in thousands of Canadian dollars)	As at August 31, 2017	As at August 31, 2016
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents	93,701	71,363
Accounts receivable (note 4)	408,443	379,861
Income taxes recoverable	1,388	—
Prepaid expenses and other	21,870	18,835
<b>Total current assets</b>	<b>525,402</b>	470,059
Tax credits receivable	18,172	19,860
Investments and other assets (note 5)	64,559	46,759
Property, plant and equipment (note 6)	260,068	282,105
Program rights (note 7)	648,346	682,268
Film investments (note 8)	40,728	45,164
Intangibles (notes 9 and 11)	2,045,813	2,076,237
Goodwill (notes 10 and 11)	2,387,652	2,390,652
Deferred income tax assets (note 21)	77,104	80,281
	<b>6,067,844</b>	6,093,385
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (note 12)	415,661	393,367
Provisions (note 13)	15,791	21,390
Current portion of long-term debt (note 14)	172,500	115,000
Income taxes payable	—	1,982
<b>Total current liabilities</b>	<b>603,952</b>	531,739
Long-term debt (note 14)	1,919,080	2,081,020
Other long-term liabilities (note 15)	442,349	530,767
Provisions (note 13)	11,707	8,905
Deferred income tax liabilities (note 21)	491,235	464,607
<b>Total liabilities</b>	<b>3,468,323</b>	3,617,038
Share capital (note 16)	2,291,814	2,168,543
Contributed surplus	11,449	10,444
Retained earnings	114,492	142,499
Accumulated other comprehensive income (loss) (note 17)	22,938	(3,569)
Total equity attributable to shareholders	2,440,693	2,317,917
Equity attributable to non-controlling interest	158,828	158,430
<b>Total shareholders' equity</b>	<b>2,599,521</b>	2,476,347
	<b>6,067,844</b>	6,093,385

Commitments, contingencies and guarantees (notes 14 and 28)

See accompanying notes

## CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

For the years ended August 31,

(in thousands of Canadian dollars except per share amounts)

	2017	2016
Revenues	1,679,008	1,171,314
Direct cost of sales, general and administrative expenses (note 18)	1,100,925	760,300
Depreciation and amortization (notes 6 and 9)	91,750	73,969
Interest expense (note 19)	156,716	110,862
Debt refinancing	—	61,248
Business acquisition, integration and restructuring costs (notes 13 and 27)	31,983	57,198
Gain on disposition (note 27)	—	(86,151)
Other expense (income), net (note 20)	(8,953)	8,752
Income before income taxes	306,587	185,136
Income tax expense (note 21)	82,498	41,575
<b>Net income for the year</b>	<b>224,089</b>	<b>143,561</b>
<b>Net income attributable to:</b>		
Shareholders	191,665	125,931
Non-controlling interest	32,424	17,630
	<b>224,089</b>	<b>143,561</b>
<b>Earnings per share attributable to shareholders:</b>		
Basic	\$0.95	\$0.96
Diluted	\$0.95	\$0.96
<b>Net income for the year</b>	<b>224,089</b>	<b>143,561</b>
<b>Other comprehensive income (loss), net of income taxes (note 17):</b>		
<b>Items that may be subsequently reclassified to income:</b>		
Unrealized change in fair value of cash flow hedges	27,448	(10,253)
Unrealized change in fair value of available-for-sale investments	(298)	(620)
Unrealized foreign currency translation adjustment	(643)	(49)
	<b>26,507</b>	<b>(10,922)</b>
<b>Items that will not be reclassified to income:</b>		
Actuarial gain (loss) on post-employment benefit plans	6,874	(3,489)
	<b>33,381</b>	<b>(14,411)</b>
<b>Comprehensive income for the year</b>	<b>257,470</b>	<b>129,150</b>
<b>Comprehensive income attributable to:</b>		
Shareholders	225,046	111,520
Non-controlling interest	32,424	17,630
	<b>257,470</b>	<b>129,150</b>

See accompanying notes

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(in thousands of Canadian dollars)	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive income (loss) (note 17)	Total equity attributable to shareholders	Non-controlling interest	Total equity
At August 31, 2016	2,168,543	10,444	142,499	(3,569)	2,317,917	158,430	2,476,347
Comprehensive income	—	—	191,665	33,381	225,046	32,424	257,470
Dividends declared	—	—	(231,046)	—	(231,046)	(35,026)	(266,072)
Issuance of shares under stock option plan	154	—	—	—	154	—	154
Issuance of shares under dividend reinvestment plan	123,117	—	—	—	123,117	—	123,117
Actuarial gain on post-retirement benefit plans	—	—	6,874	(6,874)	—	—	—
Share-based compensation expense	—	1,005	—	—	1,005	—	1,005
Reallocation of equity interest (note 27)	—	—	4,500	—	4,500	3,000	7,500
<b>At August 31, 2017</b>	<b>2,291,814</b>	<b>11,449</b>	<b>114,492</b>	<b>22,938</b>	<b>2,440,693</b>	<b>158,828</b>	<b>2,599,521</b>
At August 31, 2015	994,571	9,471	191,182	7,353	1,202,577	17,334	1,219,911
Comprehensive income (loss)	—	—	125,931	(14,411)	111,520	17,630	129,150
Dividends declared	—	—	(171,125)	—	(171,125)	(19,824)	(190,949)
Issuance of shares under public equity offering (note 16)	279,762	—	—	—	279,762	—	279,762
Issuance of shares to related party (note 27)	833,541	—	—	—	833,541	—	833,541
Existing non-controlling ownership interest from acquisition (note 27)	—	—	—	—	—	143,290	143,290
Issuance of shares under dividend reinvestment plan	60,669	—	—	—	60,669	—	60,669
Actuarial loss on post-retirement benefit plans	—	—	(3,489)	3,489	—	—	—
Share-based compensation expense	—	973	—	—	973	—	973
At August 31, 2016	2,168,543	10,444	142,499	(3,569)	2,317,917	158,430	2,476,347

See accompanying notes

## CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended August 31,

(in thousands of Canadian dollars)

	2017	2016
<b>OPERATING ACTIVITIES</b>		
Net income for the year	224,089	143,561
Adjustments to reconcile net income to cash provided by operating activities:		
Amortization of program rights (notes 7 and 18)	510,716	313,300
Amortization of film investments (notes 8 and 18)	23,958	22,690
Depreciation and amortization (notes 6 and 9)	91,750	73,969
Deferred income taxes (recovery) (note 21)	17,109	(22,554)
Intangible and other assets impairment (recovery) (note 5 and 8)	5,250	(822)
Share-based compensation expense (note 16)	1,005	973
Imputed interest (note 19)	51,519	45,429
Debt refinancing costs (note 14)	—	61,248
Gain on disposition (note 27)	—	(86,151)
Payment of program rights	(509,979)	(344,855)
Net additions to film investments	(24,579)	(29,616)
CRTC benefit payments	(29,740)	(25,740)
Other	2,969	5,566
<b>Cash flow from operations</b>	<b>364,067</b>	<b>156,998</b>
Net change in non-cash working capital balances related to operations (note 25)	(65,934)	43,229
<b>Cash provided by operating activities</b>	<b>298,133</b>	<b>200,227</b>
<b>INVESTING ACTIVITIES</b>		
Additions to property, plant and equipment	(26,989)	(22,550)
Net proceeds from disposition (note 27)	—	209,474
Business combinations, net of acquired cash (note 27)	3,000	(1,827,452)
Proceeds from disposition of non-controlling interest	5,250	—
Proceeds from disposition of investment	4,122	1,684
Net cash flows for intangibles, investments and other assets	(6,291)	(19,583)
<b>Cash used in investing activities</b>	<b>(20,908)</b>	<b>(1,658,427)</b>
<b>FINANCING ACTIVITIES</b>		
Increase (decrease) in bank loans	(110,706)	1,959,209
Redemption of notes	—	(550,000)
Debt refinancing costs	—	(55,671)
Financing fees	—	(23,595)
Share subscription, net of issuance costs	—	276,529
Issuance of shares under stock option plan	154	—
Dividends paid	(106,062)	(89,702)
Dividends paid to non-controlling interest	(35,026)	(19,824)
Other	(3,247)	(4,805)
<b>Cash provided by (used in) financing activities</b>	<b>(254,887)</b>	<b>1,492,141</b>
Net change in cash and cash equivalents during the year	22,338	33,941
Cash and cash equivalents, beginning of the year	71,363	37,422
<b>Cash and cash equivalents, end of the year</b>	<b>93,701</b>	<b>71,363</b>
Supplemental cash flow disclosures (note 25)		
See accompanying notes		



# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of Canadian dollars, except per share information)

## 1. CORPORATE INFORMATION

Corus Entertainment Inc. (the "Company" or "Corus") is a diversified Canadian-based integrated media and content company. The Company is incorporated under the *Canada Business Corporations Act* and its Class B Non-Voting Shares are listed on the Toronto Stock Exchange (the "TSX") under the symbol CJR.B.

The Company's registered office is at 1500, 850–2<sup>nd</sup> Street SW, Calgary, Alberta, T2P 0R8. The Company's executive office is at Corus Quay, 25 Dockside Drive, Toronto, Ontario, M5A 0B5.

These consolidated financial statements include the accounts of the Company and all its subsidiaries and joint ventures. The Company's principal business activities are: the operation of specialty television networks, conventional television stations, and pay television services (ceased operations February 29, 2016); the operation of radio stations; and the Corus content business, which consists of the production and distribution of films and television programs, merchandise licensing, book publishing and the production and distribution of animation software, media and technology services.

## 2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These consolidated financial statements have been prepared using the accounting policies in Note 3.

These consolidated financial statements have been authorized for issue in accordance with a resolution from the Board of Directors on November 17, 2017.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### BASIS OF PRESENTATION

The consolidated financial statements have been prepared on a cost basis, except for derivative financial instruments and certain available-for-sale financial assets, which have been measured at fair value. The consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency and all values are rounded to the nearest thousand, except where otherwise noted. Each entity consolidated by the Company determines its own functional currency based on the primary economic environment in which the entity operates.

### BASIS OF CONSOLIDATION

#### *Subsidiaries*

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries, which are the entities over which the Company has control. Control exists when the entity is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The non-controlling interest component of the Company's subsidiaries is included as a separate component in equity.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases. The determination of control is assessed either through share ownership and/or control of the subsidiaries' board of directors, which may require significant judgment.

The financial statements of the Company's subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. All intra-company balances, transactions, unrealized gains and losses resulting from intra-company transactions and dividends are eliminated in full.

#### *Associates and joint arrangements*

Associates are entities over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the associate but is not control or joint control over those policies.

A joint venture is a type of joint arrangement in which the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining joint control or significant influence are similar to those necessary to determine control over subsidiaries. The Company accounts for investments in associates and joint ventures using the equity method.

Investments in associates and joint ventures accounted for using the equity method are originally recognized at cost. Under the equity method, the investment in the associate or joint venture is carried on the consolidated statements of financial position at cost plus post-acquisition changes in the Company's share of income and other comprehensive income ("OCI"), less distributions of the associate. Goodwill on the acquisition of the associates and joint ventures is included in the cost of the investments and is neither amortized nor assessed for impairment separately.

The financial statements of the Company's equity-accounted investments are prepared for the same reporting period as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Company. All intra-company unrealized gains resulting from intra-company transactions and dividends are eliminated against the investment to the extent of the Company's interest in the associate. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

After the application of the equity method, the Company determines at each reporting date whether there is any objective evidence that the investment in the associate or joint venture is impaired and consequently, whether it is necessary to recognize an additional impairment loss on the Company's investment in its associate or joint venture. If this is the case, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in the consolidated statements of income and comprehensive income.

### **BUSINESS COMBINATIONS**

Business combinations are accounted for using the acquisition method of accounting, which requires the Company to identify and attribute values and estimated lives to the identifiable intangible assets acquired based on their estimated fair value. These determinations involve significant estimates and assumptions regarding cash flow projections, economic risk and weighted average cost of capital. The purchase consideration of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition-date fair value and the amount of any non-controlling interest in the acquiree.

For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in business acquisition, integration and restructuring costs.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date in the consolidated statements of income and comprehensive income.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be a financial asset or liability will be recognized in accordance with International Accounting Standard ("IAS") 39 – *Financial Instruments: Recognition and Measurement* either in profit or loss or as a change to OCI. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

### **REVENUE RECOGNITION**

Advertising revenues, net of agency commissions, are recognized in the period in which the advertising is aired on the Company's television and radio stations or posted on various websites and when collection is reasonably assured.

Subscriber fee revenues are recognized monthly based on estimated subscriber levels for the period-end, which are based on the preceding month's actual subscribers as submitted by the broadcast distribution undertakings.

The Company's revenues related to production and distribution revenues from the distribution and licensing of film rights; royalties from merchandise licensing, publishing and music contracts; sale of licenses, customer support, training and consulting related to the animation software business; revenues from customer support; and sale of books are recognized when the significant risks and rewards of ownership have transferred to the buyer; the amount of revenue can be measured reliably; it is probable that the economic benefits associated with the transaction will flow to the entity; the stage of completion of the transaction at the end of the reporting period can be measured reliably; the costs incurred for the transaction and the costs to complete the transaction can be measured reliably; and the Company does not retain either continuing managerial involvement or effective control.

Customer advances on contracts are recorded as unearned revenue until all of the foregoing revenue recognition conditions have been met.

Non-refundable advances, whether recoupable or non-recoupable, on royalties are recognized when the license period has commenced and collection is reasonably assured, unless there are future performance obligations associated with the royalty advance for which, in that case, revenue recognition is deferred and recognized when the performance obligations are discharged. Refundable advances are deferred and recognized as revenue as the performance obligations are discharged.

### **CASH AND CASH EQUIVALENTS**

Cash and cash equivalents include cash and short-term deposits with maturities of less than three months at the date of purchase. Cash that is held in escrow, or otherwise restricted from use, is reported separately from cash and cash equivalents.

### **PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment are stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any. Such cost includes the cost of replacing part of the property, plant and equipment, and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciation, respectively. Repair and maintenance costs are recognized in the consolidated statements of income and comprehensive income as incurred.

Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets as follows:

Land and assets not available for use	Not depreciated
Equipment	
Broadcasting	5 – 10 years
Computer	3 – 5 years
Leasehold improvements	Lease term
Buildings	
Structure	20 – 30 years
Components	10 – 20 years
Furniture and fixtures	7 years
Other	4 – 10 years

An item of property, plant and equipment and any significant part initially recognized are derecognized upon disposal or when no future economic benefits are expected from their use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statements of income and comprehensive income when the asset is derecognized.

The assets' residual values, useful lives and methods of depreciation are reviewed at least annually and the depreciation charge is adjusted prospectively, if appropriate.

### **BORROWING COSTS**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period they are incurred.

**PROGRAM RIGHTS**

Program rights represent contract rights acquired from third parties to broadcast television programs, feature films and radio programs. The assets and liabilities related to these rights are recorded when the Company controls the asset, the expected future economic benefits are probable and the cost is reliably measurable. The Company generally considers these criteria to be met and records the assets and liabilities when the license period has begun, the program material is accepted by the Company and the material is available for airing. Long-term liabilities related to these rights are recorded at the net present value of future cash flows, using an appropriate discount rate. These costs are amortized over the contracted exhibition period as the programs or feature films are aired. Program and film rights are carried at cost less accumulated amortization. At each reporting date, the Company assesses its program rights for indicators of impairment and, if any exist, the Company estimates the asset's or cash generating unit's ("CGUs") recoverable amount.

The amortization period and the amortization method for program rights are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the assets are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. Amortization of program rights is included in direct cost of sales, general and administrative expenses and has been disclosed separately in the consolidated statements of cash flows.

**FILM INVESTMENTS**

Film investments represent the costs of projects in development, projects in process, the unamortized costs of proprietary films and television programs that have been produced by the Company or for which the Company has acquired distribution rights, and third-party-produced equity film investments. Such costs include development and production expenditures and attributed studio and other costs that are expected to benefit future periods. Costs are capitalized upon project greenlight for produced and acquired films and television programs. The Company has segregated its film investments into two categories: current productions and library or acquired productions. Current productions are considered library productions immediately subsequent to their initial availability for licensing as they are considered completed.

Current productions have been amortized using a declining balance method at rates ranging from 50 – 75% at the time of initial episodic delivery and at annual rates ranging from 15 – 25% thereafter. Library and acquired content is amortized using a declining balance method at rates ranging from 10 – 20% annually.

The amortization period and the amortization method for film investments are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the assets are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Projects in process represent the accumulated costs of television series or feature films currently in production.

Completed project and distribution rights are stated at the lower of unamortized cost and recoverable amount as determined on a series or program basis. Revenue and cost forecasts for each production are evaluated at each reporting date in connection with a comprehensive review of the Company's film investments, on a title-by-title basis. When an event or change in circumstances indicates that the recoverable amount of a film is less than its unamortized cost, the carrying value is compared to the recoverable amount and if the carrying value is higher, the carrying value is written down to the recoverable amount. The recoverable amount of the film is determined using management's estimates of future revenues under a discounted cash flow approach.

Third-party-produced equity film investments are carried at fair value. Cash received from an investment is recorded as a reduction of such investment on the consolidated statements of financial position and the Company records income on the consolidated statements of income and comprehensive income only when the investment is fully recouped.

Amortization of film investments is included in direct cost of sales, general and administrative expenses and has been disclosed separately in the consolidated statements of cash flows.

## GOODWILL AND INTANGIBLE ASSETS

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets acquired in a business combination are measured at fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment charges, if any. Internally generated intangible assets such as goodwill, brands and customer lists, excluding capitalized program and film development costs, are not capitalized and expenditures are reflected in the consolidated statements of income and comprehensive income in the year in which the expenditure is incurred.

Intangible assets are recognized separately from goodwill when they are separable or arise from contractual or other legal rights and their fair value can be measured reliably. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and the amortization method for intangible assets with finite useful lives are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the assets are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of income and comprehensive income in the expense category, consistent with the function of the intangible assets.

Amortization is recorded on a straight-line basis over the estimated useful life of the asset as follows:

Brand names, trade marks and digital rights	Agreement term
Software, patents and customer lists	3 – 5 years

Intangible assets with indefinite useful lives are not amortized. Broadcast licenses are considered to have an indefinite life based on management's intent and ability to renew the licenses without significant cost and without material modification of the existing terms and conditions of the license. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net identifiable assets of the subsidiary acquired, the difference is recognized in the consolidated statements of income and comprehensive income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to a CGU or group of CGUs that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. The group of CGUs is not larger than the level at which management monitors goodwill or the Company's operating segments.

Where goodwill forms part of a CGU and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair value of the operation disposed of and the portion of the CGU retained.

Broadcast licenses and goodwill are tested for impairment annually or more frequently if events or circumstances indicate that they may be impaired. The Company completes its annual testing during the fourth quarter each year.

Broadcast licenses by themselves do not generate cash inflows and therefore, when assessing these assets for impairment, the Company looks to the CGU to which the asset belongs. The identification of CGUs involves judgment and is based on how senior management monitors operations; however, the lowest aggregations of assets that generate largely independent cash inflows represent CGUs for broadcast license impairment testing.



### ***CGUs for broadcast license impairment testing***

For the Television segment, the Company has determined that there are two CGUs: (1) Managed Brands consisting of conventional television stations, specialty television networks and pay television services (ceased operations February 29, 2016) that are operated and managed directly by the Company; and (2) Other, as these are the levels at which independent cash inflows have been identified.

For the Radio segment, the Company has determined that the CGU is a radio cluster whereby a cluster represents a geographic area, generally a city, where radio stations are combined for the purpose of managing performance. These clusters are managed as a single asset and overhead costs are allocated amongst the cluster and have independent cash inflows at the cluster level.

### ***Groups of CGUs for goodwill impairment testing***

For purposes of impairment testing of goodwill, the Company has grouped the CGUs within the Television and Radio operating segments and performs the test at the operating segment level. This is the lowest level at which management monitors goodwill for internal management purposes.

### ***Other intangible assets***

Gains or losses on an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of income and comprehensive income when the asset is derecognized.

## **GOVERNMENT FINANCING AND ASSISTANCE**

The Company has access to several government programs that are designed to assist film and television production in Canada. Funding from certain programs provides a supplement to a series' Canadian license fee and is recorded as revenue when cash has been received. Government assistance with respect to federal and provincial production tax credits is recorded as a reduction of film investments when eligible expenditures are made and there is reasonable assurance of realization. Assistance in connection with internally produced film investments is recorded as a reduction in film investments. The accrual of production tax credits on a contemporaneous basis with production expenditures are based on a five-year historical trending of the ratio of actual production tax credits received to total production tax credits applied for.

Government assistance with respect to digital activities is recorded as a reduction in the related expenses when management has reasonable assurance that the conditions of the government programs are met.

Government grants approved for specific publishing projects are recorded as revenue when the related expenses are incurred and there is reasonable assurance of realization.

## **FOREIGN CURRENCY TRANSLATION**

Assets and liabilities of operations having a functional currency other than Canadian dollars are translated at the rate of exchange at the consolidated statements of financial position date. Revenues and expenses are translated at average exchange rates for the year. The resulting foreign currency translation adjustments are recognized in OCI.

Foreign currency transactions are translated into the functional currency at the rate of exchange at the transaction date. Foreign currency denominated monetary assets and liabilities are translated into the functional currency at the rate of exchange at the consolidated statements of financial position date. Gains and losses on translation of monetary items are recognized in the consolidated statements of income and comprehensive income.

## **INCOME TAXES**

Tax expense comprises current and deferred income taxes. Tax expense is recognized in the consolidated statements of income, unless it relates to items recognized outside the consolidated statements of income. Tax expense relating to items recognized outside of the consolidated statements of income is recognized in correlation to the underlying transaction in either OCI or equity.

### ***Current income tax***

The Company records current income tax expense or recovery based on taxable income earned or loss incurred for the period in each tax jurisdiction where it operates, and for any adjustment to taxes payable in respect of previous years, using tax laws that are enacted or substantively enacted at the consolidated statements of financial position date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation. The Company establishes provisions related to tax uncertainties, where appropriate, based on its best estimate of the amount that will ultimately be paid to or received from taxation authorities.

**Deferred income tax**

The Company uses the liability method of accounting for deferred income taxes. Under this method, the Company recognizes deferred income tax assets and liabilities for future income tax consequences attributable to temporary differences between the financial statement carrying amounts of assets and liabilities and their respective income tax bases, and on unused tax losses and tax credit carryforwards. The deferred tax assets and liabilities related to intangible assets with indefinite useful lives have been measured based on the Company's expectation that these assets will be recovered through use. The Company measures deferred income taxes using tax rates and laws that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

The Company recognizes deferred income tax assets only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences as well as unused tax losses and tax credit carryforwards can be utilized. Deferred income 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. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. The Company recognizes the effect of a change in income tax rates in the period of enactment or substantive enactment.

Deferred income taxes are not recognized if they arise from the initial recognition of goodwill, nor are they recognized on temporary differences arising from the initial recognition of an asset or liability in a transaction that is not a business combination and that affects neither accounting nor taxable profit nor loss. Deferred income taxes are also not recognized on temporary differences relating to investments in subsidiaries to the extent that it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

To determine the provision for income taxes, certain assumptions are made, including filing positions on certain items and the ability to realize deferred tax assets. In the event the outcome differs from management's assumptions and estimates, the effective tax rate in future periods could be affected.

**CRTC BENEFIT OBLIGATIONS**

The fair value of CRTC benefit obligations committed as part of business acquisitions are initially recorded at the present value of amounts to be paid net of any expected incremental cash inflows. The obligation is subsequently adjusted for the incurrence of related expenditures, the passage of time and for revisions to the timing of the cash flows. Changes in the obligation due to the passage of time are recorded as accretion of long-term liabilities and interest expense.

**PROVISIONS**

Provisions are recognized if the Company has a present legal or constructive obligation as a result of past events, if it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation as of the date of the consolidated statements of financial position, taking into account the risks and uncertainties surrounding the obligation. In some situations, external advice may be obtained to assist with the estimates.

Provisions are discounted and measured at the present value of the expenditure expected to be required to settle the obligation, using an after-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized as interest expense. Future information could change the estimates and thus impact the Company's financial position and results of operations.

## FINANCIAL INSTRUMENTS

Financial assets within the scope of IAS 39 - *Financial Instruments: Recognition and Measurement* are classified as financial assets at fair value through profit or loss, loans and receivables or available-for-sale ("AFS"), as appropriate. The Company determines the classification of its financial assets at initial recognition.

Financial instruments classified at fair value through profit or loss and financial assets classified as AFS are recognized on the trade date, which is the date that the Company commits to purchase or sell the asset.

The Company has classified its financial instruments as follows:

Fair value through profit or loss	Loans and receivables	Available-for-sale	Other financial liabilities	Derivatives
<ul style="list-style-type: none"> <li>Cash and cash equivalents.</li> </ul>	<ul style="list-style-type: none"> <li>Accounts receivable;</li> <li>Loans and other receivables included in "investments and other assets".</li> </ul>	<ul style="list-style-type: none"> <li>Other portfolio investments included in "investments and other assets";</li> <li>Third-party-produced equity film investments.</li> </ul>	<ul style="list-style-type: none"> <li>Accounts payable, accrued liabilities and provisions;</li> <li>Long-term debt;</li> <li>Other long-term financial liabilities included in "Other long-term liabilities".</li> </ul>	<ul style="list-style-type: none"> <li>Derivatives that are part of a cash flow hedging relationship.</li> </ul>

Financial assets at fair value through profit or loss are carried at fair value. Changes in fair value are recognized in other income (expense) in the consolidated statements of income and comprehensive income.

### Loans and receivables

Loans and receivables are initially recognized at fair value plus transaction costs. They are subsequently measured at amortized cost using the effective interest method less any impairment. Receivables are reduced by provisions for estimated bad debts, which are determined by reference to past experience and expectations.

### Financial assets classified as AFS

Financial assets that are not classified at fair value through profit or loss or as loans and receivables are classified as AFS. A financial asset classified as AFS is initially recognized at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. AFS financial instruments are subsequently measured at fair value, with unrealized gains and losses recognized in OCI and accumulated in accumulated other comprehensive income ("AOCI") until the investment is derecognized or determined to be impaired, at which time the cumulative gain or loss is reclassified to the consolidated statements of income and comprehensive income and removed from AOCI. AFS equity instruments not quoted in an active market where fair value is not reliably determinable are recorded at cost less impairment, if any, determined based on the present values of expected future cash flows.

### Other financial liabilities

Financial liabilities within the scope of IAS 39 are classified as other financial liabilities. The Company determines the classification of its financial liabilities at initial recognition.

Other financial liabilities are measured at amortized cost using the effective interest rate method. Long-term debt instruments are initially measured at fair value, which is the consideration received, net of transaction costs incurred. Transaction costs related to the long-term debt instruments are included in the value of the instruments and amortized using the effective interest rate method.

### Derivatives

Derivatives that are part of an established and documented cash flow hedging relationship, such as interest rate swap agreements and forward currency contracts, are initially presented at their fair value on the date the derivative contract is entered into and are subsequently remeasured at fair value. Gains or losses arising from the revaluation are included in other comprehensive income (loss) to the extent of hedge effectiveness.

Instruments that have been entered into by the Company to hedge exposure to interest rate risk or foreign currency risks are reviewed on a regular basis to ensure the hedges are still effective and that hedge accounting continues to be appropriate.

***Derecognition***

A financial asset is derecognized when the rights to receive cash flows from the asset have expired, or when the Company transfers its rights to receive cash flows from the asset and the associated risks and rewards to a third party. The unrealized gains and losses recorded in AOCI are transferred to the consolidated statements of income and comprehensive income on disposal of an AFS asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

***Determination of fair value***

Fair value is defined as the price at which an asset or liability could be exchanged in a current transaction between knowledgeable, willing parties, other than in a forced or liquidation sale. The fair value of instruments that are quoted in active markets is determined using the quoted prices where they represent those at which regularly and recently occurring transactions take place. The Company uses valuation techniques to establish the fair value of instruments where prices quoted in active markets are not available. Therefore, where possible, parameter inputs to the valuation techniques are based on observable data derived from prices of relevant instruments traded in an active market. These valuation techniques involve some level of management estimation and judgment, the degree of which will depend on the price transparency for the instrument or market and the instrument's complexity.

The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest level input significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are defined as follows:

Level 1 – Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.

Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Significant unobservable inputs that are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The fair values of cash and cash equivalents are classified within Level 1 because they are based on quoted prices for identical assets in active markets.

The fair value of portfolio investments measured at fair value are classified within Level 2 because even though the security is listed, it is not actively traded. The Company determines the fair value for interest rate swaps as the net discounted future cash flows using the implied zero-coupon forward swap yield curve. The change in the difference between the discounted cash flow streams for the hedged item and the hedging item is deemed to be hedge ineffectiveness and is recorded in the consolidated statements of income. The fair value of the interest rate swap is based on forward yield curves, which are observable inputs provided by banks and available in other public data sources, and are classified within Level 2.

The fair value of the 4.25% Senior Unsecured Guaranteed Notes ("2020 Notes") were classified within Level 2 because they were traded, however, in what was not considered an active market.

The fair value of third-party-produced equity film investments and the related forward purchase obligations are classified within Level 3, as there is little to no market activity and the amounts recorded are based on a discounted cash flow model and expected future cash flows.

The fair value of investments in venture funds are not reliably measured because their fair value is neither evidenced by a quoted price in an active market for an identical asset nor based on a valuation technique that uses only data from unobservable markets. Given the early stage nature of the underlying investments of the venture funds, they are measured at cost.

Both bank credit facilities and interest rate swap agreements are classified within Level 2, as their fair value is determined by observable market data. The carrying value of bank credit facilities approximates fair value as the debt bears interest at rates that fluctuate with market rates. The fair value of interest rate swap agreements is calculated by way of discounted cash flows, using market interest rates and applicable credit spreads.

## **HEDGES**

Hedge accounting is applied to interest rate swap agreements to fix the interest rate on the term facility and forward currency contracts to fix the exposure to foreign currency risk for certain U.S. dollar denominated contracts. In order to apply hedge accounting, a high correlation (which indicates effectiveness) is required in the offsetting changes in the values of the financial instruments (the hedging items) used to establish the designated hedging relationships at inception and actual effectiveness for each reporting period thereafter. A designated hedging relationship is assessed at inception for its anticipated effectiveness and actual effectiveness for each reporting period thereafter. Any ineffectiveness is reflected in the consolidated statements of income and other comprehensive income as financing costs within other expense (income), net.

In the application of hedge accounting, an amount (the hedge value) is recorded on the consolidated statements of financial position in respect of the fair value of the hedging item. The net difference, if any, between the amount recognized in the determination of net income and the amounts necessary to reflect the fair value of the designated cash flow hedging items on the consolidated statements of financial position is recognized as a component of OCI.

## **SHARE-BASED COMPENSATION**

The Company has a stock option plan, two Deferred Share Units ("DSUs") plans, a Performance Share Units ("PSUs") plan and a Restricted Share Units ("RSUs") plan, with certain units under such plans awarded to certain employees and directors.

The fair value of the stock options granted which represent equity awards are measured using the Black-Scholes option pricing model. For stock options, the model considers each tranche with graded vesting features as a separate share option grant. Forfeitures for the stock options are estimated on the grant date and revised if the actual forfeitures differ from previous estimates.

This fair value is recognized as share-based compensation expense over the vesting periods, with a related credit to contributed surplus. The contributed surplus balance is reduced as options are exercised through a credit to share capital. The consideration paid by option holders is credited to share capital when the options are exercised.

Eligible executives and non-employee directors may elect to receive DSUs equivalent in value to Class B Non-Voting Shares of the Company in lieu of certain cash payments. Share-based compensation expense is recorded in the year of receipt of the DSUs and changes in the fair value of outstanding DSUs, including deemed dividend equivalents, are recorded as an expense in the period that they occur with a corresponding charge to liability. These DSUs can only be redeemed once the executive or director is no longer employed with the Company.

Eligible executives may be granted awards of DSUs, PSUs and RSUs equivalent in value to Class B Non-Voting Shares of the Company. DSUs, PSUs and RSUs vest after three to five years and are settled in cash at the end of the restriction period or in the case of DSUs when the executive is no longer employed with the Company. DSUs, PSUs and RSUs are accrued over the three to five-year vesting period as share-based compensation expense and a related liability.

Forfeitures are estimated on the grant date and revised if the actual forfeitures differ from the estimates. The liability is recorded at fair value, which includes deemed dividend equivalents at each reporting date. Accrued DSUs, PSUs and RSUs are recorded as long-term liabilities, except for the portion that will vest within 12 months, which is recorded as a current liability.

Each DSU, PSU and RSU entitles the participant to receive a cash payment in an amount equal to the 20-day volume weighted average price ("VWAP") of the Company's Class B Non-Voting Shares traded on the TSX at the end of the restriction period, multiplied by the number of vested units determined by achievement of vesting conditions. The cost of share-based compensation is included in direct cost of sales, general and administrative expenses.



## EMPLOYEE BENEFIT PLANS

The Company maintains capital accumulation (defined contribution), post-retirement benefit plans, and defined benefit employee benefit plans. Company contributions to capital accumulation plans and post-retirement benefit plans are expensed as incurred.

The defined benefit plans are unfunded plans for certain members of senior management and funded plans for certain other employees. The costs of providing benefits under the defined benefit plans are calculated by independent actuaries separately for each plan using the projected unit credit method prorated on service and management's best estimate of assumptions of salary increases and retirement ages of employees. On an interim basis, management estimates the changes in the actuarial gains and losses based on changes in discount rates. These estimates are adjusted when the annual valuation or estimate is completed by the independent actuaries. The present value of the defined benefit obligations are determined by discounting estimated future cash flows using a discount rate based on high-quality corporate bonds with maturities that match the expected maturity of the obligations. A lower discount rate would result in a higher employee benefit obligation.

Current service, interest and past service costs and gains or losses on settlement are recognized in the consolidated statements of income and comprehensive income. Actuarial gains and losses for the plans are recognized in full in the period in which they occur in OCI. Such actuarial gains and losses are also immediately recognized in retained earnings and are not reclassified to profit or loss in subsequent periods. The asset or liability that is recognized on the consolidated statements of financial position is the present value of the defined benefit obligation at the reporting date less the fair value of the plans' assets. For the funded plans, the value of any additional minimum funding requirements (as determined by the applicable pension legislation) is recognized to the extent that the amounts are not considered recoverable. Recoverability is primarily based on the extent to which the Company can reduce the future contributions to the plans.

Past service costs are recognized immediately upon the introduction of, or changes to, the defined benefit plans.

## IMPAIRMENT OF LONG-LIVED ASSETS

At each reporting date, the Company assesses its long-lived assets, including property, plant and equipment, program and film rights, film investments, goodwill and intangible assets, for potential indicators of impairment, such as an adverse change in business climate that may indicate that these assets may be impaired. If any impairment indicator exists, the Company estimates the asset's recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets, in which case the asset is assessed as part of the CGU to which it belongs. An asset's or CGU's recoverable amount is the higher of its fair value less costs to sell ("FVLCS") and its value in use ("VIU"). The determination of the recoverable amount in the impairment assessment requires estimates based on quoted market prices, prices of comparable businesses, present value or other valuation techniques, or a combination thereof, necessitating management to make subjective judgments and assumptions.

The Company records impairment losses on its long-lived assets when the Company believes that their carrying value may not be recoverable. For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If the reasons for impairment no longer apply, impairment losses may be reversed up to a maximum of the carrying amount of the respective asset if the impairment loss had not been recognized.

### **Goodwill**

Goodwill is reviewed for impairment annually or more frequently if there are indications that impairment may have occurred.

Goodwill is allocated to a CGU or group of CGUs for the purposes of impairment testing based on the level at which management monitors it, which is not larger than an operating segment. The Company records an impairment loss if the recoverable amount of the CGU or group of CGUs is less than the carrying amount.

Refer to note 11 for further details on the Company's annual impairment testing for goodwill.

### **Broadcast licenses**

Broadcast licenses are reviewed for impairment annually or more frequently if there are indications that impairment may have occurred.

Broadcast licenses are allocated to a CGU for the purposes of impairment testing. The Company records an impairment loss if the recoverable amount of the CGU is less than the carrying amount.

Refer to note 11 for further details on the Company's annual impairment testing for broadcast licenses.

### **Intangible assets and property, plant and equipment**

The useful lives of the intangible assets with definite lives (which are amortized) and property, plant and equipment are assessed at least annually and only tested for impairment if events or changes in circumstances indicate that an impairment may have occurred.

### **LEASES**

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date: whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset. Where the Company is the lessee, asset values recorded under finance leases are amortized on a straight-line basis over the period of expected use. Obligations recorded under finance leases are reduced by lease payments net of imputed interest. Operating lease commitments, for which lease payments are recognized as an expense in the consolidated statements of income and comprehensive income, are recognized on a straight-line basis over the lease term.

### **EARNINGS PER SHARE**

Basic earnings per share are calculated using the weighted average number of common shares outstanding during the year. The computation of diluted earnings per share assumes the basic weighted average number of common shares outstanding during the year is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued. The dilutive effect of stock options is determined using the treasury stock method.

### **USE OF ESTIMATES AND JUDGMENTS**

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results.

The most significant estimates made by management in the preparation of the Company's consolidated financial statements include estimates related to:

- fair value assessments on acquired identifiable assets and obligations;
- certain actuarial and economic assumptions used in determining defined benefit pension costs, accrued pension benefit obligations, pension plan assets, and accrued supplemental post-employment benefit plan obligations;
- determining fair value of share-based compensation;
- the recoverability of long-lived assets including property, plant and equipment, program rights, film investments, goodwill, broadcast licenses and intangible assets;
- the estimated useful lives of assets; and
- income tax provisions and uncertain income tax positions in each of the jurisdictions in which the Company operates.

The most significant judgments made by management in the preparation of the Company's consolidated financial statements include judgments related to:

- assessments about whether line items are sufficiently material to warrant separate presentation in the primary financial statements and, if not, whether they are sufficiently material to warrant separate presentation in the consolidated financial statement notes;

- identifying CGUs;
- the allocation of net assets, including shared corporate and administrative assets, to the Company's CGUs when determining their carrying amounts;
- determining that broadcast licenses have indefinite lives;
- determining control for purposes of consolidation of an investment; and
- determining income tax rates for recognition of deferred income tax on broadcast licenses.

The significant assumptions that affect these estimates and judgments in the application of accounting policies are noted throughout these consolidated financial statements.

## **CHANGES IN ACCOUNTING POLICIES**

### **IAS 16 – Property, Plant and Equipment and IAS 38 – Intangible Assets**

The Company has adopted the IASB issued amendments to IAS 16 and IAS 38, prohibiting the use of revenue-based depreciation for property, plant and equipment and significantly limiting the use of revenue-based amortization for intangible assets, effective September 1, 2016. Previously the Company used the individual-film-forecast-computation method to determine amortization of film investments, which is a revenue-based amortization model. The Company has segregated its film investments into two categories: current productions and library or acquired productions. Current productions are considered library productions immediately subsequent to their initial availability for licensing as they are considered completed. Film investments are categorized as intangible assets by the Company, and therefore will continue to be presented in the statements of financial position as long-term assets.

Current productions have been amortized using a declining balance method at rates ranging from 50–75% at the time the episode becomes available for delivery and at annual rates ranging from 15–25% thereafter. Library and acquired content is amortized using a declining balance method at rates ranging from 10–25% annually. These amendments have been applied prospectively and resulted in no material impact on the consolidated financial statements.

## **PENDING ACCOUNTING CHANGES**

### **IFRS 9 – Financial Instruments: Classification and Measurement**

In July 2014, the IASB issued the final version of IFRS 9 – *Financial Instruments*, which reflects all phases of the financial instrument project and replaces IAS 39 – *Financial Instruments: Recognition and Measurement* and all previous versions of IFRS 9. The standard introduces new requirements for recognition and measurement impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, which will be September 1, 2018 for Corus, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of IFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application is before February 1, 2015. The Company is in the process of reviewing the standard to determine the impact on the consolidated financial statements.

### **IFRS 15 – Revenue from Contracts with Customers**

In May 2014, the IASB issued IFRS 15, which replaces IAS 18 – *Revenue* and covers principles for reporting about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, which will be September 1, 2018 for Corus. The Company is in the process of reviewing the standard to determine the impact on the consolidated financial statements.

### **IFRS 16 – Leases**

On January 13, 2016, the IASB published a new standard, IFRS 16 – *Leases*. The new standard will eliminate the distinction between operating and finance leases and will bring most leases onto the balance sheet for lessees. This standard is effective for annual reporting periods beginning on or after January 1, 2019, which will be September 1, 2019 for Corus and is to be applied retrospectively. The Company has not yet determined the impact on its consolidated financial statements.

**4. ACCOUNTS RECEIVABLE**

	2017	2016
Trade	387,581	357,503
Other	25,533	25,734
	413,114	383,237
Less allowance for doubtful accounts	4,671	3,376
	408,443	379,861

**5. INVESTMENTS AND OTHER ASSETS**

	Investments in associates	Other assets	Total
Balance - August 31, 2015	16,172	26,786	42,958
Increase in investment	5,244	6,919	12,163
Equity loss in associates	(5,933)	—	(5,933)
Return of capital from venture funds (note 20)	—	(1,684)	(1,684)
Dispositions	—	(697)	(697)
Fair value adjustment	—	(48)	(48)
Balance - August 31, 2016	15,483	31,276	46,759
Increase in investment	—	3,982	3,982
Equity loss in associates	(2,675)	—	(2,675)
Return of capital from venture funds (note 20)	—	(1,218)	(1,218)
Investment impairment	(2,250)	(3,000)	(5,250)
Derivative fair value (note 14)	—	22,961	22,961
<b>Balance - August 31, 2017</b>	<b>10,558</b>	<b>54,001</b>	<b>64,559</b>

**INVESTMENTS IN ASSOCIATES**

In assessing the level of control or influence that the Company has over an investment, management considers ownership percentages, board representation, as well as other relevant provisions in shareholder agreements. The Company exercises significant influence over the following investments, which have been accounted for using the equity method and are included in investments in associates:

***KIN (formerly Digital Entertainment Company of America)***

KIN is a digital media production company structured around digital video content, its creators, and the platforms that enable the creation and distribution of content. KIN owns and operates KIN Community, a women-targeted multi-channel network on YouTube, KIN Studios and a portfolio of brands.

***Fingerprint Digital Inc.***

Fingerprint is a technology company providing a turnkey mobile solution to content creators and distributors seeking to link mobile offerings within one branded network. Its focus is educational gaming platforms for children and their parents across any connected device.

***SoCast Inc. (formerly Supernova Interactive Inc.)***

SoCast Inc. is a digital media company that develops and creates software service platforms, including its social relationship management platform for entertainment companies.

The following amounts represent the Company's share in the financial position and results of operations of the associates:

	<b>2017</b>	2016
Assets	<b>11,340</b>	19,833
Liabilities	<b>782</b>	4,350
Net assets	<b>10,558</b>	15,483
<hr/>		
(for the years ended August 31,)	<b>2017</b>	2016
Revenues	<b>6,544</b>	8,834
Expenses	<b>9,219</b>	14,767
Net loss for the year <sup>(1)</sup>	<b>(2,675)</b>	(5,933)

<sup>(1)</sup> The Company's share of income and other comprehensive income reflect the weighted average proportion of its investment in associates.

## OTHER

Other is primarily comprised of investments in venture funds totaling \$30,289 (2016 – \$26,968), as well as the fair value of interest rate swaps of \$22,961 (2016 – liability of \$14,383). These venture funds invest in early stage growth companies that are pursuing opportunities in technology, mobile media and consumer sectors. These investments are carried at cost, since reliable estimates of fair value are not determinable.

## 6. PROPERTY, PLANT AND EQUIPMENT

	Land	Broadcasting and computer equipment	Buildings and leasehold improvements	Furniture and fixtures	Other	Total
<b>Cost</b>						
Balance - August 31, 2015	5,539	125,245	110,182	17,770	6,072	264,808
Additions	—	14,369	5,985	664	1,900	22,918
Acquisitions (note 27)	29,876	76,666	46,355	5,016	2,962	160,875
Disposals and retirements	—	(506)	(1,546)	(78)	(72)	(2,202)
Balance - August 31, 2016	35,415	215,774	160,976	23,372	10,862	446,399
Additions	—	12,179	1,798	2,011	10,883	26,871
Disposals and retirements	—	(1,002)	(144)	(664)	(65)	(1,875)
<b>Balance - August 31, 2017</b>	<b>35,415</b>	<b>226,951</b>	<b>162,630</b>	<b>24,719</b>	<b>21,680</b>	<b>471,395</b>
<b>Accumulated depreciation</b>						
Balance - August 31, 2015	—	77,259	34,713	12,483	1,213	125,668
Depreciation	—	28,384	8,588	2,666	550	40,188
Disposals and retirements	—	(1,014)	(454)	(47)	(47)	(1,562)
Balance - August 31, 2016	—	104,629	42,847	15,102	1,716	164,294
Depreciation	—	32,353	11,593	3,232	1,709	48,887
Disposals and retirements	—	(414)	(5)	(627)	(808)	(1,854)
<b>Balance - August 31, 2017</b>	<b>—</b>	<b>136,568</b>	<b>54,435</b>	<b>17,707</b>	<b>2,617</b>	<b>211,327</b>
<b>Net book value</b>						
Balance - August 31, 2016	35,415	111,145	118,129	8,270	9,146	282,105
<b>Balance - August 31, 2017</b>	<b>35,415</b>	<b>90,383</b>	<b>108,195</b>	<b>7,012</b>	<b>19,063</b>	<b>260,068</b>

Included in property, plant and equipment are assets under finance lease with a cost of \$26,060 at August 31, 2017 (2016 – \$26,167) and accumulated depreciation of \$23,108 (2016 – \$21,501).



**7. PROGRAM RIGHTS**

Balance - August 31, 2015	315,899
Additions	454,824
Transfers from film investments (note 8)	5,897
Acquisitions (note 27)	287,631
Disposals (note 27)	(68,683)
Amortization	(313,300)
Balance - August 31, 2016	682,268
Additions	470,078
Transfers from film investments (note 8)	6,716
Amortization	(510,716)
<b>Balance - August 31, 2017</b>	<b>648,346</b>

	<b>2017</b>	2016
Cost	<b>1,044,532</b>	1,059,392
Accumulated amortization	<b>396,186</b>	377,124
Net book value	<b>648,346</b>	682,268

The Company expects that approximately 42% of the net book value of program and film rights will be amortized during the year ended August 31, 2018. The Company expects the net book value of program and film rights to be amortized by September 2023.

**8. FILM INVESTMENTS**

Balance - August 31, 2015	36,549
Additions	39,208
Tax credit accrual	(2,828)
Transfer to program rights (note 7)	(5,897)
Investment recovery	822
Amortization	(22,690)
Balance - August 31, 2016	45,164
Additions	40,921
Tax credit accrual	(14,683)
Transfer to program rights (note 7)	(6,716)
Amortization	(23,958)
<b>Balance - August 31, 2017</b>	<b>40,728</b>

	<b>2017</b>	2016
Cost	<b>1,011,336</b>	997,931
Accumulated amortization	<b>970,608</b>	952,767
Net book value	<b>40,728</b>	45,164

The Company expects that approximately 17% of the net book value of film investments will be amortized during the year ended August 31, 2018. The Company expects the net book value of film investments to be fully amortized by August 2022.

## 9. INTANGIBLES

	Broadcast Licenses <sup>(1)</sup>	Other <sup>(2)</sup>	Total
Balance - August 31, 2015	956,984	17,631	974,615
Additions	—	122,621	122,621
Acquisitions (note 27)	78,300	987,540	1,065,840
Disposals (note 27)	(50,395)	(2,662)	(53,057)
Amortization	—	(33,782)	(33,782)
Balance - August 31, 2016	984,889	1,091,348	2,076,237
Additions	—	12,439	12,439
Amortization	—	(42,863)	(42,863)
<b>Balance - August 31, 2017</b>	<b>984,889</b>	<b>1,060,924</b>	<b>2,045,813</b>

<sup>(1)</sup> Broadcast licenses are located in Canada.

<sup>(2)</sup> Other intangibles are comprised of brands, trade marks and software.

At August 31, 2017, other intangibles with a finite life consisted of:

	2017	2016
Cost	258,246	247,483
Accumulated amortization	124,125	82,933
<b>Net book value</b>	<b>134,121</b>	<b>164,550</b>

The Company expects that approximately 29% of the net book value of intangible assets with a finite life will be amortized during the year ended August 31, 2018. The Company expects the net book value of intangible assets with a finite life to be fully amortized by August 2022.

Indefinite life intangibles, such as broadcast licenses, are tested for impairment annually as at August 31 or more frequently if events or changes in circumstances indicate that they may be impaired. At August 31, 2017, the Company performed its annual impairment test for fiscal 2017 and determined that there were no impairments for the year then ended on indefinite life intangibles.

## 10. GOODWILL

	Total
Balance - August 31, 2015	827,859
Acquisitions (note 27)	1,617,304
Disposals (note 27)	(54,511)
Balance - August 31, 2016	2,390,652
Acquisitions (note 27)	(3,000)
<b>Balance - August 31, 2017</b>	<b>2,387,652</b>

Goodwill is located primarily in Canada.

Goodwill is tested for impairment annually as at August 31, or more frequently if events or changes in circumstances indicate that it may be impaired. As at August 31, 2017, the Company performed its annual impairment test for fiscal 2017 and determined that there were no impairments for the year then ended.

## 11. IMPAIRMENT TESTING

At each reporting date, the Company is required to assess its indefinite life intangible assets and goodwill for potential indicators of impairment, such as an adverse change in business climate that may indicate that these assets may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or CGU and compares it to the carrying value. In addition, irrespective of whether there is any indication of impairment, the Company is required to test intangible assets with an indefinite useful life and goodwill for impairment at least annually.

For long-lived assets other than goodwill, the Company is also required to assess, at each reporting date, whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased.

The Company completes its annual testing during the fourth quarter of each fiscal year.

The test for impairment of either an intangible asset or goodwill is to compare the recoverable amount of the asset or CGU to the carrying value. The recoverable amount is the higher of an asset's or CGU's FVLCS and its VIU. The recoverable amount is determined for an individual asset unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets (such as broadcast licenses and goodwill) and the asset's VIU cannot be determined to equal its FVLCS. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs

The Company has determined the VIU calculation is higher than FVLCS and, therefore, the recoverable amount for all CGUs or groups of CGUs is based on VIU with the exception of five Radio CGUs.

In determining FVLCS, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The VIU calculation uses cash flow projections, generally for a five-year period, and a terminal value. The terminal value is the value attributed to the CGU's operations beyond the projected period using a perpetuity growth rate. The key assumptions in the VIU calculations are segment profit growth rates (for periods within the cash flow projections and in perpetuity for the calculation of the terminal value) and discount rates.

Segment profit growth rates are based on management's best estimates considering historical and expected operating plans, strategic plans, economic considerations and the general outlook for the industry and markets in which the CGU operates. The projections are prepared separately for each of the Company's CGUs to which the individual assets are allocated and are based on the most recent financial budgets approved by the Company's Board of Directors and management forecasts generally covering a period of five years with growth rate assumptions. For longer periods, a terminal growth rate is determined and applied to project future cash flows after the fifth year.

- The discount rate applied to each asset, CGU or group of CGUs to determine VIU is a pre-tax rate that reflects an optimal debt-to-equity ratio and considers the risk-free rate, market equity risk premium, size premium and the risks specific to each asset or CGU's cash flow projections.
- In calculating the VIU, the Company uses an appropriate range of discount rates in order to establish a ranges of values for each CGU or group of CGUs.

The pre-tax discount and growth rates used by the Company for the purpose of its VIU calculations performed for each of the following groups of CGUs in the following years were:

	2017	2016
<b>Television</b>		
Managed brands		
Pre-tax discount rate	11.0% — 13.0%	11.0% — 13.0%
Earnings growth rate	-0.5% — 2.0%	3.9% — 8.7%
Terminal growth rate	2.0%	2.0%
Other		
Pre-tax discount rate	11.0% — 13.0%	11.0% — 13.0%
Earnings growth rate	-7.3% — 2.0%	3.4% — 6.8%
Terminal growth rate	2.0%	2.0%
<b>Radio</b>		
Pre-tax discount rate	13.0 — 16.0%	13.0 — 16.0%
Earnings growth rate	0.7% — 4.3%	0.0% — 10.6%
Terminal growth rate	2.0%	2.0%

If the recoverable amount of a CGU or group of CGUs is less than its carrying amount, the carrying amount of the asset is reduced to the recoverable amount and the reduction is recorded as an impairment loss in the consolidated statements of income and comprehensive income.

If the recoverable amount of the CGU or group of CGUs is less than its carrying amount, an impairment loss is recognized. The impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU or group of CGUs and then to the other assets in the CGU or group of CGUs pro rata on the

basis of the carrying amount for each asset in the CGU or group of CGUs. The individual assets in the CGU cannot be written down below their FVLCS, if determinable.

Except for goodwill, a previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statements of income and comprehensive income.

The Company has completed its annual impairment testing of goodwill and intangible assets for fiscal 2017. There were no impairment losses to be recorded as a result of the testing. The Company also assessed for any indicators of whether previous impairment losses had decreased. No previously recorded impairment losses on broadcast licenses were reversed.

#### **Sensitivity to changes in assumptions**

An increase of 50 basis points in the pre-tax discount rate, a decrease of 50 basis points in the earnings growth rate each year, or a decrease of 50 basis points in the terminal growth rate, each used in isolation to perform the Radio broadcast license and goodwill impairment tests, would not have resulted in a material change in either the broadcast license or goodwill impairment in the Radio segment.

The carrying amount of goodwill and broadcast licenses allocated to each CGU and/or group of CGUs are set out in the following tables:

	2017	2016
<b>Broadcast licenses</b>		
Television		
Managed brands (note 27)	<b>852,905</b>	852,905
Other	<b>7,424</b>	7,424
Radio		
Calgary	<b>31,341</b>	31,341
Edmonton	<b>21,851</b>	21,851
Toronto	<b>21,775</b>	21,775
Vancouver	<b>21,303</b>	21,303
Other <sup>(1)</sup>	<b>28,290</b>	28,290
	<b>984,889</b>	984,889

	2017	2016
<b>Goodwill</b>		
Television (note 27)	<b>2,320,553</b>	2,323,553
Radio	<b>67,099</b>	67,099
	<b>2,387,652</b>	2,390,652

<sup>(1)</sup> Broadcast licenses for Other consist of all other Radio CGUs combined. There is no individual Radio CGU that comprises more than 10% of the total broadcast license balance.

**12. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	2017	2016
Program rights payable	184,612	155,393
Trade accounts payable and accrued liabilities	162,384	183,141
Dividends payable	39,183	37,316
Trade marks and distribution rights	24,097	15,833
Film investment accruals	2,859	98
Financing lease accruals	2,526	1,586
	<b>415,661</b>	<b>393,367</b>

**13. PROVISIONS**

The Company recorded business acquisition, integration and restructuring charges of \$31,983 (2016 – \$57,198) primarily related to severance and employee related costs as a result of changes to the management structure and business operations. The Company anticipates that the portion of the balance related to restructuring at August 31, 2017 will be substantially paid by fiscal 2018.

	Restructuring	Onerous lease obligation	Asset retirement obligation	Other	Total
Balance - August 31, 2015	10,324	—	—	206	10,530
Additions	29,982	—	8,015	379	38,376
Payments	(18,611)	—	—	—	(18,611)
Balance - August 31, 2016	21,695	—	8,015	585	30,295
Additions	24,255	7,336	392	—	31,983
Payments	(30,336)	(4,444)	—	—	(34,780)
<b>Balance - August 31, 2017</b>	<b>15,614</b>	<b>2,892</b>	<b>8,407</b>	<b>585</b>	<b>27,498</b>
Current	12,314	2,892	—	585	15,791
Long-term	3,300	—	8,407	—	11,707
<b>Balance - August 31, 2017</b>	<b>15,614</b>	<b>2,892</b>	<b>8,407</b>	<b>585</b>	<b>27,498</b>

**14. LONG-TERM DEBT**

	2017	2016
Bank loans	2,107,299	2,218,055
Unamortized financing fees	(15,719)	(22,035)
Total debt	2,091,580	2,196,020
Less: current portion of bank loans	(172,500)	(115,000)
	<b>1,919,080</b>	<b>2,081,020</b>

Interest rates on the balance of the bank loans fluctuate with Canadian bankers' acceptances and/or LIBOR. As at August 31, 2017 the weighted average interest rate on the outstanding bank loans and Notes was 3.8% (2016 – 4.7%). Interest on the bank loans and Notes averaged 4.7% for fiscal 2017 (2016 – 4.6%).

The banks hold, as collateral, a first ranking charge on all assets and undertakings of Corus and certain of Corus' subsidiaries as designated under the Amended and Restated Credit agreement dated April 1, 2016 (the "Facility"). Under the Facility, the Company has undertaken to comply with financial covenants regarding a minimum interest coverage ratio and a maximum debt to cash flow ratio. Management has determined that the Company was in compliance with the covenants provided under the bank loans as at August 31, 2017.

**CREDIT FACILITIES**

In connection with the closing of the Acquisition of Shaw Media (the "Acquisition"), Corus established syndicated senior secured credit facilities in the aggregate amount of \$2.6 billion consisting of \$2.3 billion in term loans (the "Term Facility"), all of which was fully drawn at closing, and a \$300.0 million revolving facility



(the "Revolving Facility"), which was not drawn on as part of closing. The Term Facility and Revolving Facility replaced Corus' previous credit facilities and were established pursuant to a fourth amended and restated credit agreement dated as of April 1, 2016.

#### **Term Facility**

The Term Facility consists of two tranches, with the first tranche being in the initial amount of \$766.7 million and having a maturity of April 1, 2019, and the second tranche being in the initial amount of \$1,533.3 million and having a maturity of April 1, 2021. The Term Facility was available in a single Canadian dollar drawdown, and net proceeds from the Term Facility after deducting related fees and expenses were used (together with the net proceeds from the public equity offering and the concurrent private placement) to finance the Acquisition, to prepay the amount outstanding under its existing credit facilities and to redeem the senior unsecured guaranteed notes ("Notes").

Advances under the Term Facility may be outstanding in the form of either prime loans or bankers' acceptances and bear interest at the applicable reference rate plus an applicable margin depending on the type of advance and Corus' total debt to cash flow ratio.

Voluntary prepayments on the amount outstanding under the Term Facility are permitted at any time without penalty, subject to payment of customary breakage costs, if applicable, and provided that advances in the form of bankers' acceptances may only be paid on their maturity. Each tranche of the Term Facility will be subject to mandatory repayment equal to 1.25% per quarter at the end of each fiscal quarter of Corus, increasing to 1.875% per quarter commencing with the November 30, 2017 instalment and, in the case of the second tranche, to 2.5% per quarter commencing with the November 30, 2019 instalment.

#### **Revolving Facility**

The \$300.0 million Revolving Facility matures on April 1, 2020. The Revolving Facility is available on a revolving basis to finance permitted acquisitions and capital expenditures and for general corporate purposes. Amounts owing under the Revolving Facility will be payable in full at maturity. The Revolving Facility permits full or partial cancellation of the facility and, if applicable, concurrent prepayment of the amounts drawn thereunder at any time without penalty, subject to payment of customary breakage costs, if applicable, and provided that advances in the form of bankers' acceptances may only be paid on their maturity.

Advances under the Revolving Facility may be drawn in Canadian dollars as either a prime rate loan, bankers' acceptance or Canadian dollar denominated letters of credit (to a sub-limit of \$50.0 million total), or in U.S. dollars as either a base rate loan, U.S. LIBOR loan or U.S. dollar denominated letters of credit (to a sub-limit of \$50.0 million total). Amounts drawn under the Revolving Facility will bear interest at the applicable reference rate plus an applicable margin depending on the type of advance and Corus' total debt to cash flow ratio. A standby fee will also be payable on the unutilized amount of the Revolving Facility. As at August 31, 2017, all of the Revolving Facility was available and could be drawn.

#### **SWAP AGREEMENTS**

On May 31, 2016, the Company entered into Canadian interest rate swap agreements to fix the interest rate on \$457.0 million and \$1,414.0 million of its outstanding term loan facilities at 1.076% and 1.195%, respectively, plus applicable margins to February 28, 2019 and February 26, 2021. The notional value of these swaps reduces concurrently with the mandatory repayments of the Term Facility. The counterparties of the swap agreements are highly rated financial institutions and the Company does not anticipate any non-performance. The fair value of Level 2 financial instruments such as interest rate swap agreements is calculated by way of discounted cash flows, using market interest rates and applicable credit spreads. The Company has assessed that there is no ineffectiveness in the hedge of its interest rate exposure. As an effective hedge, unrealized gains or losses on the interest rate swap agreements are recognized in other comprehensive income. The estimated fair value of these agreements as at August 31, 2017 is \$23.0 million, which has been recorded in the consolidated statements of financial position in other assets. The effectiveness of the hedging relationship is reviewed on a quarterly basis.

On February 3, 2014, the Company entered into Canadian dollar interest rate swap agreements to fix the interest rate on the \$150.0 million Term Facility at 1.375%, plus an applicable margin, to February 3, 2016. This hedge was wound up on February 3, 2016.

#### **REDEMPTION OF 4.25% SENIOR UNSECURED GUARANTEED NOTES DUE 2020**

On April 18, 2016, the Company redeemed all of its outstanding \$550.0 million 4.25% senior unsecured

guaranteed notes due 2020 (the "2020 Notes"). This redemption included accrued and unpaid interest on the 2020 Notes up to, but excluding, the redemption premium of \$52.6 million as well as the write-off of unamortized financing charges of \$4.8 million.

## 15. OTHER LONG-TERM LIABILITIES

	2017	2016
Program rights payable	252,504	303,779
Trade mark liabilities	72,921	76,127
Long-term employee obligations	31,226	27,637
Post employment benefit plans	25,030	32,584
Deferred leasehold inducements	19,151	18,164
Merchandising and intangibles liabilities	14,728	26,290
Unearned revenue	13,116	8,519
Public benefits associated with acquisitions	11,385	22,464
Financing lease accrual	2,288	820
Derivative fair value (note 14)	—	14,383
	<b>442,349</b>	<b>530,767</b>

## 16. SHARE CAPITAL

### AUTHORIZED

The Company is authorized to issue, upon approval of holders of no less than two-thirds of the existing Class A shares, an unlimited number of Class A participating shares ("Class A Voting Shares"), as well as an unlimited number of Class B non-voting participating shares ("Class B Non-Voting Shares"), Class A Preferred Shares, and Class 1 and Class 2 Preferred Shares.

Class A Voting Shares are convertible at any time into an equivalent number of Class B Non-Voting Shares. The Class B Non-Voting Shares are convertible into an equivalent number of Class A Voting Shares in limited circumstances.

The Class A Preferred Shares are redeemable at any time at the demand of Corus and retractable at any time at the demand of a holder of a Class A Preferred Share for an amount equal to the consideration received by Corus at the time of issuance of such Class A Preferred Shares. Holders of Class A Preferred Shares are entitled to receive a non-cumulative dividend at such rate as Corus' Board of Directors may determine on the redemption amount of the Class A Preferred Shares. Each of the Class 1 Preferred Shares, the Class 2 Preferred Shares, the Class A Voting Shares and the Class B Non-Voting Shares rank junior to and are subject in all respects to the preferences, rights, conditions, restrictions, limitations and prohibitions attached to the Class A Preferred Shares in connection with the payment of dividends.

The Class 1 and Class 2 Preferred Shares are issuable in one or more series with attributes designated by the Board of Directors. The Class 1 Preferred Shares rank senior to the Class 2 Preferred Shares.

In the event of liquidation, dissolution or winding-up of the Company or other distribution of assets of the Company for the purpose of winding up its affairs, the holders of Class A Preferred Shares are entitled to a payment in priority to all other classes of shares of the Company to the extent of the redemption amount of the Class A Preferred Shares, but will not be entitled to any surplus in excess of that amount. The remaining property and assets will be available for distribution to the holders of the Class A Voting Shares and Class B Non-Voting Shares, which shall be paid or distributed equally, share for share, between the holders of the Class A Voting Shares and the Class B Non-Voting Shares, without preference or distinction.

No Class A Preferred Shares, Class 1 Preferred Shares or Class 2 Preferred Shares are outstanding at August 31, 2017.

### CLASS B SHARE SUBSCRIPTION RECEIPTS

In connection with the acquisition of Shaw Media Inc. (note 27), on February 3, 2016, Corus completed a public equity offering (the "Equity Offering") of 25.4 million subscription receipts of Corus (the "Subscription Receipts") at a price of \$9.00 per Subscription Receipt, for gross proceeds of approximately \$228.6 million. On February 5, 2016, the underwriters in the Equity Offering exercised their option to purchase an additional

3.81 million Subscription Receipts at a price of \$9.00 per Subscription Receipt, for additional gross proceeds of approximately \$34.3 million, representing total gross proceeds from the Equity Offering of \$262.9 million. Concurrently with the closing of the Equity Offering, on February 3, 2016, the Shaw family also purchased 3.56 million Subscription Receipts on a private placement basis (the "Concurrent Private Placement") from Corus at a price of \$9.00 per Subscription Receipt, for gross proceeds of \$32.0 million. Issuance costs, net of tax of \$8.9 million and a subscription receipt adjustment payment of \$6.2 million were incurred, resulting in net proceeds of \$279.8 million.

The Class B Non-Voting Shares underlying the Subscription Receipts were issued on April 1, 2016 in connection with the completion of the Acquisition and the net proceeds from the Equity Offering and the Concurrent Private Placement (including accrued interest thereon) were applied by Corus to partially fund the cash consideration for the Acquisition.

#### ISSUED AND OUTSTANDING

	Class A Voting Shares		Class B Non-Voting Shares		Total
	#	\$	#	\$	\$
Balance - August 31, 2015	3,425,792	26,529	83,754,787	968,042	994,571
Issuance of shares under public equity offering, net of issuance costs (note 27)	—	—	32,770,000	279,762	279,762
Issuance of shares to related party (note 27)	—	—	71,364,853	833,541	833,541
Issuance of shares under dividend reinvestment plan	—	—	5,108,359	60,669	60,669
Balance - August 31, 2016	3,425,792	26,529	192,997,999	2,142,014	2,168,543
Conversion of Class A Voting Shares to Class B Non-Voting Shares	(4,000)	(31)	4,000	31	—
Issuance of shares under stock option plan	—	—	14,850	154	154
Issuance of shares under dividend reinvestment plan	—	—	9,818,652	123,117	123,117
<b>Balance - August 31, 2017</b>	<b>3,421,792</b>	<b>26,498</b>	<b>202,835,501</b>	<b>2,265,316</b>	<b>2,291,814</b>

#### EARNINGS PER SHARE

The following is a reconciliation of the numerator and denominator (in thousands) used for the computation of the basic and diluted earnings per share amounts:

	2017	2016
<b>Net income attributable to shareholders (numerator)</b>	<b>191,665</b>	125,931
<b>Weighted average number of shares outstanding (denominator)</b>		
Weighted average number of shares outstanding - basic	201,065	131,783
Effect of dilutive securities	304	75
<b>Weighted average number of shares outstanding - diluted</b>	<b>201,369</b>	131,858

The calculation of diluted earnings per share for fiscal 2017 excluded 2,487 (2016 – 2,509) weighted average Class B Non-Voting Shares issuable under the Company's Stock Option Plan because these options were not "in-the-money".

#### STOCK OPTION PLAN

Under the Company's Stock Option Plan (the "Plan"), the Company may grant options to purchase Class B Non-Voting Shares to eligible officers, directors and employees of or consultants to the Company. The number of Class B Non-Voting Shares which the Company is authorized to issue under the Plan is 10% of the issued and outstanding Class B Non-Voting Shares. All options granted are for terms not to exceed 10 years from the grant date. The exercise price of each option equals the closing market price on the TSX of the Company's stock on the trading date immediately preceding the date of the grant. Options vest 25% on each of the first, second, third and fourth anniversary dates of the date of grant.

A summary of the changes to the stock options outstanding is presented as follows:

	Number of options (#)	Weighted average exercise price per share (\$)
Outstanding - August 31, 2015	2,560,873	21.97
Granted	1,293,400	10.63
Forfeited or expired	(100,400)	15.31
Outstanding - August 31, 2016	3,753,873	18.24
Granted	1,613,000	11.60
Exercised	(14,850)	10.38
Forfeited or expired	(95,173)	17.55
<b>Outstanding - August 31, 2017</b>	<b>5,256,850</b>	<b>16.24</b>

As at August 31, 2017, the options outstanding and exercisable consist of the following:

Range of exercise price (\$)	Options outstanding			Options exercisable	
	Number outstanding (#)	Weighted average remaining contractual life (years)	Weighted average exercise price (\$)	Number outstanding (#)	Weighted average exercise price (\$)
10.38 – 10.99	1,102,450	5.9	10.38	264,475	10.38
11.00 – 12.11	1,613,000	6.6	11.60	—	—
12.12 – 20.80	574,500	3.1	17.65	439,600	18.90
20.81 – 22.79	857,800	1.8	22.09	857,800	22.09
22.80 – 25.40	1,109,100	3.6	23.54	720,250	23.58
	<b>5,256,850</b>	<b>4.7</b>	<b>16.24</b>	<b>2,282,125</b>	<b>20.59</b>

The fair value of each option granted has been estimated on the date of the grant using the Black-Scholes option pricing model. The estimated fair value of the options is amortized to income over the options' vesting period on a straight-line basis. In fiscal 2017, the Company has recorded share-based compensation expense of \$1,005 (2016 – \$973). This charge has been credited to contributed surplus. Unrecognized share-based compensation expense at August 31, 2017 related to the Plan was \$609 (2016 – \$679).

The fair value of each option granted in fiscals 2017 and 2016 was estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions:

Granted in the first quarter of fiscal 2017 and vesting in fiscal:	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>
Fair value	\$ 0.64	\$ 0.59	\$ 0.56	\$ 0.51
Risk-free interest rate	0.7%	0.7%	0.8%	0.8%
Expected dividend yield	10.1%	10.1%	10.1%	10.1%
Expected share price volatility	27.2%	26.7%	26.2%	26.1%
Expected time until exercise (years)	5	6	6	7
Granted in the fourth quarter of fiscal 2016 and vesting in fiscal:	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
Fair value	\$ 0.79	\$ 0.79	\$ 0.48	\$ 0.88
Risk-free interest rate	0.7%	0.7%	0.7%	0.6%
Expected dividend yield	9.0%	9.0%	9.0%	9.0%
Expected share price volatility	27.0%	27.0%	22.1%	27.6%
Expected time until exercise (years)	6	6	6	5

Granted in the second quarter of fiscal 2016 and vesting in fiscal:	2017	2018	2019	2020
Fair value	\$ 0.24	\$ 0.36	\$ 0.25	\$ 0.28
Risk-free interest rate	0.9%	0.9%	0.9%	1.0%
Expected dividend yield	10.9%	10.9%	10.9%	10.9%
Expected share price volatility	21.4%	24.9%	22.3%	23.3%
Expected time until exercise (years)	6	6	7	7

The expected life of the options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

On October 19, 2017, the Company granted a further 1,170,400 options for Class B Non-Voting Shares to eligible officers and employees of the Company. These options are exercisable at \$12.43 per share.

### SHARE-BASED COMPENSATION

The following table provides additional information on the employee stock options, PSUs, DSUs and RSUs:

	PSUs #	DSUs #	RSUs #
Balance - August 31, 2015	955,896	740,338	149,568
Additions	392,777	144,744	165,660
Deemed dividend equivalents	86,865	143,118	13,275
Forfeitures	(76,713)	—	(47,667)
Payments	(332,891)	(25,833)	(43,353)
Balance - August 31, 2016	1,025,934	1,002,367	237,483
Additions	484,625	221,940	205,324
Deemed dividend equivalents	100,687	82,521	25,052
Forfeitures	(15,930)	(134,697)	(17,719)
Payments	(358,485)	(30,390)	(43,440)
<b>Balance - August 31, 2017</b>	<b>1,236,831</b>	<b>1,141,741</b>	<b>406,700</b>

Share-based compensation expense recorded for the fiscal year in respect of these plans was \$8,266 (2016 – \$3,223). As at August 31, 2017, the carrying value of these units at the end of the fiscal year that have vested multiplied by the closing share price at the end of the year was \$18,243 (2016 – \$20,869).

### DIVIDENDS

The holders of Class A Voting Shares and Class B Non-Voting Shares are entitled to receive such dividends as the Board of Directors determines to declare on a share-for-share basis, as and when any such dividends are declared or paid. The holders of Class B Non-Voting Shares are entitled to receive, during each dividend period, in priority to the payment of dividends on the Class A Voting Shares, a dividend which is \$0.005 per share per annum higher than that received on the Class A Voting Shares. This higher dividend rate is subject to proportionate adjustment in the event of future consolidations or subdivisions of shares and in the event of any issue of shares by way of stock dividend. After payment or setting aside for payment of the additional non-cumulative dividends on the Class B Non-Voting Shares, holders of Class A Voting Shares and Class B Non-Voting Shares participate equally, on a share-for-share basis, on all subsequent dividends declared.



Date of record	Date paid	Class A	Class B
		Amount paid	Amount paid
September 15, 2016	September 30, 2016	\$0.094583	\$0.095000
October 17, 2016	October 31, 2016	\$0.094583	\$0.095000
November 15, 2016	November 30, 2016	\$0.094583	\$0.095000
December 15, 2016	December 30, 2016	\$0.094583	\$0.095000
January 16, 2017	January 31, 2017	\$0.094583	\$0.095000
February 14, 2017	February 28, 2017	\$0.094583	\$0.095000
March 15, 2017	March 31, 2017	\$0.094583	\$0.095000
April 14, 2017	April 28, 2017	\$0.094583	\$0.095000
May 15, 2017	May 31, 2017	\$0.094583	\$0.095000
June 15, 2017	June 30, 2017	\$0.094583	\$0.095000
July 17, 2017	July 31, 2017	\$0.094583	\$0.095000
August 15, 2017	August 31, 2017	\$0.094583	\$0.095000
		<b>\$1.134996</b>	<b>\$1.140000</b>
<b>Dividend yield of Class B shares</b>			<b>8.27%</b>

Date of record	Date paid	Class A	Class B
		Amount paid	Amount paid
September 15, 2015	September 30, 2015	\$0.094583	\$0.095000
October 15, 2015	October 30, 2015	\$0.094583	\$0.095000
November 16, 2015	November 30, 2015	\$0.094583	\$0.095000
December 15, 2015	December 30, 2015	\$0.094583	\$0.095000
January 15, 2016	January 29, 2016	\$0.094583	\$0.095000
February 15, 2016	February 29, 2016	\$0.094583	\$0.095000
March 15, 2016	March 31, 2016	\$0.094583	\$0.095000
April 15, 2016	April 29, 2016	\$0.094583	\$0.095000
May 16, 2016	May 31, 2016	\$0.094583	\$0.095000
June 15, 2016	June 30, 2016	\$0.094583	\$0.095000
July 15, 2016	July 29, 2016	\$0.094583	\$0.095000
August 15, 2016	August 31, 2016	\$0.094583	\$0.095000
		<b>\$1.134996</b>	<b>\$1.140000</b>
<b>Dividend yield of Class B shares</b>			<b>9.28%</b>

The total amount of dividends declared in fiscal 2017 was \$231,046 (2016 – \$171,125).

On October 17, 2017, the Company declared dividends of \$0.094583 per Class A Voting Share and \$0.095000 per Class B Non-Voting Share payable on each of November 30, 2017, December 28, 2017 and January 31, 2018 to the shareholders of record at the close of business on November 15, 2017, December 14, 2017 and January 15, 2018, respectively.

#### **DIVIDEND REINVESTMENT PLAN ("DRIP")**

The Company's Board of Directors has approved a discount of 2% for Class B Non-Voting Shares issued from treasury pursuant to the terms of its Dividend Reinvestment Plan. In fiscal 2017, the Company issued 9,818,652 Class B Non-Voting Shares, resulting in an increase in share capital of \$123,117.

On April 1, 2016, as part of the Shaw Media acquisition (the "Acquisition"), the Company issued 71,364,853 Class B Non-Voting Shares (the "Consideration Shares") to Shaw Communications Inc. ("Shaw") (refer to note 27). As part of the Acquisition, Shaw had agreed that it would, upon the closing of the Acquisition, enroll all of the Consideration Shares in Corus' existing DRIP. Shaw was to continue to participate in the Corus DRIP until the earlier of: (a) September 1, 2017; and (b) the date such Consideration Shares are no longer

subject to hold restrictions under the Governance and Investor Rights Agreement. Subject to applicable laws, from the Closing Date until the date that is 24 months following the Closing Date, Corus has agreed that no amendments will be made to the share price discount under the DRIP (currently a 2% share price discount). Shares issued to Shaw pursuant to the DRIP will not be subject to restrictions on transfer. As at September 1, 2017, Shaw ceased to participate in the DRIP.

## 17. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

	Unrealized foreign currency translation adjustment	Unrealized change in fair value of available-for-sale investments	Unrealized change in fair value of cash flow hedges	Actuarial gains (losses) on defined benefit plans	Total
Balance - August 31, 2015	7,145	526	(318)	—	7,353
Items that may be subsequently reclassified to income:					
Amount	(49)	(40)	(13,950)		(14,039)
Income tax	—	17	3,697	—	3,714
	7,096	503	(10,571)	—	(2,972)
Transfer to net income	—	(597)	—	—	(597)
Items that will not be reclassified to income:					
Amount	—	—	—	(4,746)	(4,746)
Income tax	—	—	—	1,257	1,257
	—	—	—	(3,489)	(3,489)
Transfer to retained earnings	—	—	—	3,489	3,489
Balance - August 31, 2016	7,096	(94)	(10,571)	—	(3,569)
Items that may be subsequently reclassified to income:					
Amount	(643)	—	37,344	—	36,701
Income tax	—	(298)	(9,896)	—	(10,194)
	6,453	(392)	16,877	—	22,938
Items that will not be reclassified to income:					
Amount	—	—	—	9,352	9,352
Income tax	—	—	—	(2,478)	(2,478)
	—	—	—	6,874	6,874
Transfer to retained earnings	—	—	—	(6,874)	(6,874)
<b>Balance - August 31, 2017</b>	<b>6,453</b>	<b>(392)</b>	<b>16,877</b>	<b>—</b>	<b>22,938</b>

## 18. DIRECT COST OF SALES, GENERAL AND ADMINISTRATIVE EXPENSES

	2017	2016
<b>Direct cost of sales</b>		
Amortization of program rights <sup>(1)</sup>	<b>510,716</b>	313,300
Amortization of film investments	<b>23,958</b>	22,690
Other cost of sales	<b>27,614</b>	22,450
<b>General and administrative expenses</b>		
Employee costs	<b>324,898</b>	232,583
Other general and administrative	<b>213,739</b>	169,277
	<b>1,100,925</b>	760,300

<sup>(1)</sup> Certain of Corus' Pay Television business ("Pay TV") assets and liabilities were reclassified as held for disposal effective November 19, 2015. The Pay TV operating results remained in operations, however, amortization of program rights ceased on that date and as a consequence, amortization is lower for the year ended August 31, 2016 by \$15.6 million.

**19. INTEREST EXPENSE**

	2017	2016
Interest on long-term debt	103,054	63,340
Imputed interest on long-term liabilities	51,519	45,429
Other	2,143	2,093
	<b>156,716</b>	<b>110,862</b>

**20. OTHER EXPENSE (INCOME), NET**

	2017	2016
Interest income	(1,045)	(827)
Foreign exchange gain	(12,157)	(339)
Equity loss of associates	2,675	5,933
Asset impairment (recovery) (note 5)	5,250	(822)
Venture fund distribution	(2,904)	(533)
Other	(772)	5,340
	<b>(8,953)</b>	<b>8,752</b>

During the fourth quarter of 2017, the Company received cash proceeds of \$4,122 relating to the disposal of an investment, of which \$1,218 relates to a return on capital, resulting in a gain of \$2,904.

During the first quarter of 2016, the Company received cash proceeds of \$1,684 relating to the disposal of an investment, of which \$1,151 relates to a return on capital, resulting in a gain of \$533.

**21. INCOME TAXES**

The significant components of income tax expense are as follows:

	2017	2016
Current income tax expense	65,390	64,129
Deferred income tax expense (recovery)		
Resulting from temporary differences	24,467	(13,625)
Resulting from the utilization of tax losses	(6,585)	(9,626)
Resulting from tax rate changes	(526)	(90)
Resulting from the creation of various future tax reserves	899	898
Other	(1,147)	(111)
Income tax expense reported in the consolidated statements of income and comprehensive income	<b>82,498</b>	<b>41,575</b>

A reconciliation of income tax computed at the statutory tax rates to income tax expense is as follows:

	2017		2016	
	\$	%	\$	%
Income tax at combined federal and provincial rates	81,259	26.5%	48,998	26.5%
Differences from statutory rates relating to:				
(Income) loss subject to tax at less than statutory rates	(27)	(0.0%)	8	0.0%
Non-deductible (non-taxable) portion of capital losses (gains)	843	0.3%	(27,945)	(15.1%)
Goodwill related to disposition	—	—%	14,402	7.8%
Transaction costs	(440)	(0.1%)	4,445	2.4%
Increase of various tax reserves	953	0.3%	235	0.1%
Miscellaneous differences	(90)	(0.0%)	1,432	0.8%
	<b>82,498</b>	<b>26.9%</b>	<b>41,575</b>	<b>22.5%</b>

The movement in the net deferred tax asset (liability) was as follows:

	Broadcast licenses and other intangibles	Accrued compen- sation	Fixed assets and film assets	Program rights	Non-capital loss carry forwards	Invest- ments	Financing and debt retirement	Other	Total
	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance - August 31, 2015	(258,228)	10,714	14,816	6,137	9,032	(2,094)	828	7,148	(211,647)
Recognized in profit or loss	12,719	3,081	3,451	(12,992)	9,626	1,352	8,758	(3,441)	22,554
Recognized in OCI	—	1,258	—	—	—	104	3,696	—	5,058
Recognized in equity	—	—	—	—	—	—	3,230	—	3,230
Acquisitions (dispositions)	(263,487)	7,665	(2,673)	40,198	40	—	—	14,736	(203,521)
Balance - August 31, 2016	(508,996)	22,718	15,594	33,343	18,698	(638)	16,512	18,443	(384,326)
Recognized in profit or loss	(558)	1,159	1,804	(16,312)	6,585	170	4,697	(14,654)	(17,109)
Recognized in OCI	—	(2,478)	—	—	—	(298)	(9,896)	—	(12,672)
Recognized in equity	—	—	—	—	—	—	—	(24)	(24)
<b>Balance - August 31, 2017</b>	<b>(509,554)</b>	<b>21,399</b>	<b>17,398</b>	<b>17,031</b>	<b>25,283</b>	<b>(766)</b>	<b>11,313</b>	<b>3,765</b>	<b>(414,131)</b>

At August 31, 2017, the Company had approximately \$109,941 (2016 – \$80,903) of non-capital loss carryforwards available which expire between the years 2026 and 2036. A deferred income tax asset of \$25,283 (2016 – \$18,698) has been recognized in respect of these losses and an income tax benefit of \$2,568 (2016 – \$1,478) has not been recognized.

At August 31, 2017, the Company had approximately \$36,748 (2016 – \$35,945) of capital loss carryforwards available which have no expiry date. No tax benefit has been recognized in respect of these losses.

The Company has taxable temporary differences associated with its investments in its subsidiaries. No deferred income tax liabilities have been provided with respect to such temporary differences as the Company is able to control the timing of the reversal and such reversal is not probable in the foreseeable future.

There are no income tax consequences attached to the payment of dividends, in either 2017 or 2016, by the Company to its shareholders.

## 22. BUSINESS SEGMENT INFORMATION

The Company's business activities are conducted through two segments: Television and Radio.

### TELEVISION

The Television segment is comprised of 45 specialty television networks, pay television services (ceased operations February 29, 2016), 15 conventional television stations, and the Corus content business, which includes the production and distribution of films and television programs, merchandise licensing, book publishing, animation software, media and technology services. Revenues are generated from advertising, subscribers fees and the licensing of proprietary films and television programs, merchandise licensing, publishing, animation software, media and technology service sales.

### RADIO

The Radio segment is comprised of 39 radio stations across Canada, situated primarily in high-growth urban centres in English Canada, with a concentration in the densely populated area of Southern Ontario. Revenues are derived from advertising aired over these stations.

Corporate results represent the incremental cost of corporate overhead in excess of the amount allocated to the other operating segments.

Management evaluates each division's performance based on revenues less direct cost of sales, general and administrative expenses. Segment profit excludes depreciation and amortization, interest expense, debt refinancing costs, business acquisition, integration and restructuring costs, impairments and certain other income and expenses.

**REVENUES AND SEGMENT PROFIT**

<b>Year ended August 31, 2017</b>	<b>Television</b>	<b>Radio</b>	<b>Corporate</b>	<b>Consolidated</b>
Revenues	<b>1,529,792</b>	<b>149,216</b>	—	<b>1,679,008</b>
Direct cost of sales, general and administrative expenses	<b>965,425</b>	<b>109,689</b>	<b>25,811</b>	<b>1,100,925</b>
<b>Segment profit (loss)</b>	<b>564,367</b>	<b>39,527</b>	<b>(25,811)</b>	<b>578,083</b>
Depreciation and amortization				<b>91,750</b>
Interest expense				<b>156,716</b>
Business acquisition, integration and restructuring costs				<b>31,983</b>
Other income, net				<b>(8,953)</b>
<b>Income before income taxes</b>				<b>306,587</b>

<b>Year ended August 31, 2016</b>	<b>Television</b>	<b>Radio</b>	<b>Corporate</b>	<b>Consolidated</b>
Revenues	1,015,609	155,705	—	1,171,314
Direct cost of sales, general and administrative expenses	611,384	119,546	29,370	760,300
<b>Segment profit (loss)</b>	404,225	36,159	(29,370)	411,014
Depreciation and amortization				73,969
Interest expense				110,862
Gain on disposition				(86,151)
Debt refinancing				61,248
Business acquisition, integration and restructuring costs				57,198
Other expense, net				8,752
<b>Income before income taxes</b>				<b>185,136</b>

The following tables present further details on the operating segments within the Television and Radio segments:

Revenues are derived from the following areas:

	<b>2017</b>	2016
Advertising	<b>1,080,929</b>	661,818
Subscriber fees	<b>506,666</b>	405,728
Merchandising, distribution and other	<b>91,413</b>	103,768
	<b>1,679,008</b>	1,171,314

Revenues are derived from the following geographical sources, by location of customer:

	<b>2017</b>	2016
Canada	<b>1,633,466</b>	1,125,769
International	<b>45,542</b>	45,545
	<b>1,679,008</b>	1,171,314



**SEGMENT ASSETS AND LIABILITIES**

	2017	2016
Assets		
Television	5,462,897	5,581,543
Radio	260,573	266,239
Corporate	344,374	245,603
	<b>6,067,844</b>	6,093,385
Liabilities		
Television	1,184,239	1,240,959
Radio	50,989	56,092
Corporate	2,233,095	2,319,987
	<b>3,468,323</b>	3,617,038

**CAPITAL EXPENDITURES BY SEGMENT**

	2017	2016
Television	14,449	16,293
Radio	2,135	4,395
Corporate	10,405	1,862
	<b>26,989</b>	22,550

Property, plant and equipment are located primarily within Canada.

**23. CAPITAL MANAGEMENT**

The Company's capital management objectives are to maintain financial flexibility in order to pursue its strategy of organic growth combined with strategic acquisitions and to provide returns to its shareholders. The Company defines capital as the aggregate of its shareholders' equity and long-term debt less cash and cash equivalents. Total managed capital is as follows:

	2017	2016
Total bank debt	2,091,580	2,196,020
Cash and cash equivalents	(93,701)	(71,363)
Net debt	1,997,879	2,124,657
Shareholders' equity	2,599,521	2,476,347
	<b>4,597,400</b>	4,601,004

The Company manages its capital structure in accordance with changes in economic conditions. In order to maintain or adjust its capital structure, the Company may elect to issue or repay long-term debt, issue shares, repurchase shares through a normal course issuer bid, pay dividends or undertake any other activities as deemed appropriate under the specific circumstances.

The Company monitors capital on a number of bases, including: net debt to segment profit ratio and dividend yield. The Company's stated long-term objectives are a leverage target (net debt to segment profit ratio) of 3.0 times to 3.5 times, and to maintain a dividend yield in excess of 2.5%. In the short-term, the Company may permit the long-term range (for long-term investment opportunities) to be exceeded, but endeavours to return to the policy guideline range as the Company believes that these objectives provide a reasonable framework for providing a return to shareholders and is supportive of maintaining the Company's credit ratings. The Company is currently operating at the high end of these internally imposed objectives and is committed to bringing the leverage ratio back to the lower end of the target range by the end of fiscal 2018.

Net debt to segment profit at August 31, 2017 was 3.46 times compared to 5.17 times at August 31, 2016. Segment profit for the net debt to segment profit calculation reflects aggregate amounts reported by the Company for the most recent four quarters; however, the prior year does not include segment profit from the Shaw Media business prior to April 1, 2016. The decrease in net debt and net debt to segment profit in fiscal 2017 reflects debt repayments and higher segment profit.

## 24. FINANCIAL INSTRUMENTS

The following tables set out the classification of financial and non-financial assets and liabilities.

As at August 31, 2017	Fair value through profit or loss	Loans and receivables	Available-for-sale	Other financial liabilities	Derivatives	Non-financial	Total carrying amount
Cash and cash equivalents	93,701	—	—	—	—	—	93,701
Accounts receivable	—	408,443	—	—	—	—	408,443
Investments	—	—	30,289	—	22,961	11,309	64,559
Intangibles	—	—	—	—	—	2,045,813	2,045,813
Other assets	—	—	—	—	—	3,455,328	3,455,328
<b>Total assets</b>	<b>93,701</b>	<b>408,443</b>	<b>30,289</b>	<b>—</b>	<b>22,961</b>	<b>5,512,450</b>	<b>6,067,844</b>
Accounts payable, accrued liabilities and provisions	—	—	—	431,452	—	—	431,452
Bank debt	—	—	—	2,091,580	—	—	2,091,580
Other long-term liabilities and provisions	—	—	—	440,940	—	13,116	454,056
Other liabilities	—	—	—	—	—	491,235	491,235
<b>Total liabilities</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>2,963,972</b>	<b>—</b>	<b>504,351</b>	<b>3,468,323</b>

As at August 31, 2016	Fair value through profit or loss	Loans and receivables	Available-for-sale	Other financial liabilities	Derivatives	Non-financial	Total carrying amount
Cash and cash equivalents	71,363	—	—	—	—	—	71,363
Accounts receivable	—	379,861	—	—	—	—	379,861
Investments	—	—	29,968	—	—	16,791	46,759
Intangibles	—	—	—	—	—	2,076,237	2,076,237
Other assets	—	—	—	—	—	3,519,165	3,519,165
<b>Total assets</b>	<b>71,363</b>	<b>379,861</b>	<b>29,968</b>	<b>—</b>	<b>—</b>	<b>5,612,193</b>	<b>6,093,385</b>
Accounts payable, accrued liabilities and provisions	—	—	—	416,739	—	—	416,739
Bank debt	—	—	—	2,196,020	—	—	2,196,020
Other long-term liabilities and provisions	—	—	—	515,985	14,383	9,304	539,672
Other liabilities	—	—	—	—	—	464,607	464,607
<b>Total liabilities</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>3,128,744</b>	<b>14,383</b>	<b>473,911</b>	<b>3,617,038</b>

### FAIR VALUES

The fair values of financial instruments included in current assets and current liabilities approximate their carrying values due to their short-term nature.

The fair value of publicly-traded shares included in investments and intangibles is determined by quoted share prices in active markets. The fair value of other financial instruments included in this category is determined using other valuation techniques.

The fair value of bank loans is estimated based on discounted cash flows using year-end market yields, adjusted to take into account the Company's own credit risk. The long-term debt is regularly repriced to floating market interest rates and as such, the carrying value of the Company's bank loans approximate their fair value.

Periodically, the Company enters into Canadian dollar interest rate swap agreements. The fair value of the interest rate swap agreements is calculated by way of discounted cash flows, using market interest rates and applicable credit spreads.

The fair value of the Company's Notes was based on the trading price of the Notes, which takes into account the Company's own credit risk. These Notes were retired in fiscal 2016.

The fair values of financial instruments in other long-term liabilities approximate their carrying values as they are recorded at the net present values of their future cash flows, using an appropriate discount rate.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The following tables present information related to the Company's financial assets measured at fair value on a recurring basis and the level within the guidance hierarchy in which the fair value measurements fall as at August 31 as follows:

	Quoted prices in active markets for identical assets or liabilities (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>As at August 31, 2017</b>			
<b>Assets</b>			
Cash and cash equivalents	93,701	—	—
Interest rate swap	—	22,961	—
<b>Assets carried at fair value</b>	<b>93,701</b>	<b>22,961</b>	—
<b>Liabilities</b>			
Interest rate swap	—	—	—
<b>Liabilities carried at fair value</b>	—	—	—

	Quoted prices in active markets for identical assets or liabilities (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>As at August 31, 2016</b>			
<b>Assets</b>			
Cash and cash equivalents	71,363	—	—
<b>Assets carried at fair value</b>	<b>71,363</b>	—	—
<b>Liabilities</b>			
Interest rate swap	—	14,383	—
<b>Liabilities carried at fair value</b>	—	<b>14,383</b>	—

Excluded from the above tables are the Company's investments that are measured at cost, as fair value is not reliably measured.

## RISK MANAGEMENT

The Company is exposed to various risks related to its financial assets and liabilities. These risk exposures are managed on an ongoing basis.

### Credit risk

In the normal course of business, the Company is exposed to credit risk from its accounts receivable from customers. The carrying amounts for accounts receivable are net of applicable allowances for doubtful accounts, which are estimated based on past experience, specific risks associated with the customer and other relevant information.

The maximum exposure to credit risk is the carrying amount of the financial assets.

The following table sets out the details of the aging for accounts receivable and allowance for doubtful accounts as at August 31 as follows:

	2017	2016
Trade		
Current	173,937	163,454
One to three months past due	135,418	149,283
Over three months past due	78,226	44,766
	<b>387,581</b>	357,503
Other	25,533	25,734
	<b>413,114</b>	383,237
Less allowance for doubtful accounts	4,671	3,376
	<b>408,443</b>	379,861

The following table sets out the continuity for the allowance for doubtful accounts:

	2017	2016
Balance, beginning of year	3,376	3,155
Provision for doubtful accounts	4,340	3,153
Acquisitions	—	1,768
Write-off of bad debts	(3,045)	(4,700)
Balance, end of year	4,671	3,376

The Company invoiced 8% of its revenues to one related party (2016 – 10%). This related party comprises 6% of the accounts receivable balance as at August 31, 2017 (2016 – 7%).

#### **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial obligations. The Company manages liquidity risk primarily by maintaining sufficient unused capacity within its long-term debt facility, and by continuously monitoring forecast and actual cash flows. The unused capacity at August 31, 2017 was \$300,000 (2016 – \$300,000). Further information with respect to the Company's long-term debt facility is provided in note 14.

The following table sets out the undiscounted contractual obligations as at August 31, 2017:

	Total	Less than one year	One to three years	Beyond three years
Total debt <sup>(1)</sup>	2,127,500	172,500	920,000	1,035,000
Accounts payable	415,661	415,661	—	—
Other obligations <sup>(2)</sup>	609,020	324,941	183,719	100,360

<sup>(1)</sup> Principal repayments and interest payments

<sup>(2)</sup> Other obligations included financial liabilities, trade marks, other intangibles and CRTC commitments.

In fiscal 2017 the Company incurred interest on bank loans and swaps on credit facilities of \$103,054 (2016 – \$63,340 which included interest on Notes, which were retired during the year).

#### **Market risk**

Market risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuers or factors affecting all instruments traded in the market.

The Company is exposed to foreign exchange risk through its international content distribution operations and U.S. dollar denominated programming purchasing. The most significant foreign currency exposure is to movements in the U.S. dollar to Canadian dollar exchange rate and the U.S. dollar to euro exchange rate. The impact of foreign exchange on income before income taxes and non-controlling interest is detailed in the table below:

	2017	2016
Direct cost of sales, general and administrative expenses	88	(247)
Other expense, net	(12,157)	(339)
	<b>(12,069)</b>	(586)

An assumed 10% increase or decrease in exchange rates as at August 31, 2017 would have an impact of approximately \$22,000 on net income or other comprehensive income for the year.

The Company is exposed to interest rate risk on the bankers' acceptances issued at floating rates under its bank loan facility. An assumed 1% increase or decrease in short-term interest rates during the year ended August 31, 2017 would have had a material impact on net income for the year. As a result of the Company's exposure to this risk, it has entered into interest rate swap agreements, as described in note 14, to minimize its exposure to changes in floating rates on bankers' acceptances.

#### **Other considerations**

The Company does not engage in trading or other speculative activities with respect to derivative financial instruments.

## **25. CONSOLIDATED STATEMENT OF CASH FLOWS**

Net change in non-cash working capital balances related to operations consists of the following:

	2017	2016
Accounts receivable	(26,488)	34,773
Prepaid expenses and other	(3,040)	7,543
Accounts payable and accrued liabilities	(22,027)	40,141
Provisions (current portion)	(5,599)	(4,866)
Income taxes payable and recoverable	(3,370)	16,539
Other long-term liabilities	3,395	(53,659)
Other	(8,805)	2,758
	<b>(65,934)</b>	43,229

Interest paid, interest received and income taxes paid and classified as operating activities are as follows:

	2017	2016
Interest paid	105,694	66,722
Interest received	1,045	827
Income taxes paid	66,249	42,788

## **26. GOVERNMENT FINANCING AND ASSISTANCE**

Revenues include \$8,993 (2016 – \$3,201) of production financing obtained from government programs. This financing provides a supplement to a production series' Canadian license fees and is not repayable.

As well, revenues include \$951 (2016 – \$879) of government grants relating to the marketing of books in both Canada and international markets. The majority of the grants are repayable if the average profit margin for the three-year period following receipt of the funds equals or is greater than 15%.

## **27. BUSINESS COMBINATIONS AND DIVESTITURES**

### **DISPOSITION OF 29% INTEREST IN THE COOKING CHANNEL (CANADA)**

On December 12, 2016, the Company sold a 29% interest in 7202377 Canada Inc. (the "Cooking Channel"), a subsidiary, to Scripps Network LLC for \$7,500, the fair value at the date of the sale. Cash proceeds of \$5,250 were received upon closing. Control of this subsidiary did not change, therefore a business combination did not occur. As such, the Company continues to consolidate the Cooking Channel, but the transaction did give rise to a non-controlling interest in the Cooking Channel. In accordance with IFRS 10 – *Consolidated Financial*



*Statements*, an adjustment has been made to the carrying amounts of the non-controlling interests in these consolidated financial statements related to the reallocation of equity interest to reflect the underlying carrying value of the net assets of the Cooking Channel.

#### ACQUISITION OF SHAW MEDIA FROM A RELATED PARTY

On April 1, 2016, the Company acquired the shares of Shaw Media (the "Acquisition") from Shaw Communications Inc. ("Shaw") for approximately \$2.65 billion, subject to certain post-closing adjustments, satisfied by the Company through a combination of: a) \$1.85 billion of cash consideration; and b) the issuance by the Company to Shaw of 71,364,853 Class B Non-Voting Shares (the "Class B Shares") at a value per share of \$11.21 per share for an aggregate value of \$800.0 million. These shares, although valued at \$11.21 per share, were valued for accounting purposes at \$833.5 million, which reflects the opening price of the Company's stock on April 1, 2016 of \$11.68 per share.

Shaw Media operated Global Television and 19 specialty television channels, and their online companions, including Food Network Canada, HGTV Canada, HISTORY, Slice, National Geographic Channel and Showcase. The Acquisition was a business combination between entities under common control and was accounted for by the Company using the acquisition method. Final valuations of certain items are now complete, therefore, the purchase price allocation was finalized as at February 28, 2017.

#### Fair value of net assets acquired

<b>Assets</b>	
Cash	13,153
Accounts receivable	243,534
Prepaid expenses and other	12,512
Property, plant and equipment	160,875
Program and film rights	287,631
Intangibles	1,065,840
<b>Total assets</b>	<b>1,783,545</b>
<b>Liabilities</b>	
Accounts payable and accrued liabilities	215,971
Other long-term liabilities	164,058
Deferred income tax liabilities	203,521
<b>Total liabilities</b>	<b>583,550</b>
<b>Total identifiable net assets at fair value</b>	<b>1,199,995</b>
Goodwill arising on acquisition <sup>(1)</sup>	1,611,965
Value of non-controlling ownership interest	(143,290)
<b>Purchase price</b>	<b>2,668,670</b>
Class B Non-Voting share consideration	(833,541)
<b>Cash consideration</b>	<b>1,835,129</b>

<sup>(1)</sup> Goodwill arises principally from the ability to leverage media content, the reputation of assembled workforce and future growth. Goodwill is not deductible for tax purposes.

#### PRO FORMA DISCLOSURES

The following pro forma supplemental information presents certain results of operations as if the transaction noted above had been completed at the beginning of the fiscal period presented.

For the year ended August 31, 2016:

	As currently reported <sup>(1)</sup>	Pro forma (unaudited) <sup>(2)</sup>
Revenues	407,293	1,781,793
Net income attributable to shareholders	69,370	192,438

<sup>(1)</sup> Revenues of \$407.3 million and net income attributable to shareholders of \$69.4 million are included in the consolidated statements of income and comprehensive income from the date of acquisition.

<sup>(2)</sup> Pro forma amounts for the year ended August 31, 2016 reflect the Shaw Media assets as if they were acquired September 1, 2015.

The pro forma supplemental information is based on estimates and assumptions which are believed to be reasonable. The pro forma supplemental information is not necessarily indicative of the Company's consolidated financial results in future periods or the results that would have been realized had the business acquisitions been completed at the beginning of the period presented. The pro forma supplemental information excludes business integration costs and opportunities.

#### **Disposition of Certain Pay Television Assets ("Pay TV")**

On November 19, 2015, the Company entered into an agreement with Bell Media Inc. ("Bell") to cease operations of Corus' Pay TV business (Movie Central, Encore and HBO Canada) and facilitate certain contractual and other arrangements, and take certain other actions, that were necessary or desirable in connection with Bell's intent to expand the Bell premium pay television services so that they would be available on a national basis. The Company received from Bell \$211.0 million in consideration to support Bell's national expansion.

On November 19, 2015, the Company determined that the carrying value of certain programming assets, broadcast licenses, and goodwill, along with some directly associated program rights liabilities formed a disposal group, whose value would not be recovered principally through continuing use. Accordingly, at that date the disposal group was presented separately in the statements of financial position as held for disposal in accordance with IFRS 5 – *Non-current Assets Held for Sale and Discontinued Operations*, measured at the lower of carrying value and fair value less costs to sell, and amortization on such assets ceased. As a result, amortization in the Television segment for the year ended August 31, 2016 is approximately \$15.6 million lower than it would have been had these assets continued to be amortized.

The results of the operations of the Company's Pay TV business were included in the Television segment until February 29, 2016, as Bell launched its national service on March 1, 2016. A gain of \$86.2 million was recorded, which resulted from cash proceeds of \$211.0 million less the carrying value of the disposal group.

#### **Acquisition of assets of Fast File Media Services Inc. ("Fast File")**

On September 16, 2015, the Company acquired certain assets of the Fast File business for a purchase price of \$2.5 million. These assets were accounted for at their fair value. These assets are included in the Television segment effective September 16, 2015. The purchase was accounted for using the purchase method.

## **28. COMMITMENTS, CONTINGENCIES AND GUARANTEES**

### **LEASES**

The Company enters into operating leases for the use of facilities and equipment. During fiscal 2017, rental expenses in direct cost of sales, general and administrative expenses totalled approximately \$31,861 (2016 – \$29,884). Future minimum rentals payable under non-cancellable operating leases at August 31, are as follows:

	<b>2017</b>	2016
Within one year	<b>38,786</b>	39,755
After one year but not more than five years	<b>115,599</b>	122,175
More than five years	<b>277,773</b>	305,994
	<b>432,158</b>	467,924

The Company has entered into finance leases for the use of computer equipment and software, telephones, furniture and broadcast equipment. The leases range between three and five years and bear interest at rates varying from 2.1% to 8.0%. Future minimum lease payments under finance leases together with the present value of the net minimum lease payments are as follows:

	2017		2016	
	Minimum payments	Present value of payments	Minimum payments	Present value of payments
Within one year	2,709	2,526	1,702	1,586
After one year but not more than five years	2,407	2,289	888	820
More than five years	—	—	—	—
Total minimum lease payments	5,116	4,815	2,590	2,406
Less amounts representing finance charges	301	—	184	—
Present value of minimum lease payments	4,815	4,815	2,406	2,406

## PURCHASE COMMITMENTS

The Company has entered into various purchase commitments at August 31, 2017 as detailed in the following table:

	Total	Within 1 year	2 - 3 years	4 - 5 years	More than 5 years
Purchase obligations <sup>(1)</sup>	1,009,032	504,897	352,771	147,122	4,242
Other obligations <sup>(2)</sup>	173,469	44,093	71,611	56,984	781
<b>Total contractual obligations</b>	<b>1,182,501</b>	<b>548,990</b>	<b>424,382</b>	<b>204,106</b>	<b>5,023</b>

<sup>(1)</sup> Purchase obligations are contractual obligations under contracts relating to program rights, satellite and signal transport costs, and various other operating expenditures that the Company has committed to, for periods ranging from one to ten years.

<sup>(2)</sup> Other obligations included financial liabilities, trade marks, other intangibles and CRTC commitments.

Generally, it is not the Company's policy to issue guarantees to non-controlled affiliates or third parties, with limited exceptions.

## LITIGATION

The Company, its subsidiaries and joint ventures are involved in litigation matters arising out of the ordinary course and conduct of its business. Although such matters cannot be predicted with certainty, management does not consider the Company's exposure to litigation to be material to these consolidated financial statements.

## OTHER MATTERS

Many of the Company's agreements, specifically those related to acquisitions and dispositions of business assets, include indemnification provisions where the Company may be required to make payments to a vendor or purchaser for breach of fundamental representation and warranty terms in the agreements with respect to matters such as corporate status, title of assets, environmental issues, consents to transfer, employment matters, litigation, taxes payable and other potential material liabilities. The maximum potential amount of future payments that the Company could be required to make under these indemnification provisions is not reasonably quantifiable, as certain indemnifications are not subject to a monetary limitation. As at August 31, 2017, management believed there was only a remote possibility that the indemnification provisions would require any material cash payment.

The Company indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company to the extent permitted by law. The Company has acquired and maintains liability insurance for directors and officers of the Company and its subsidiaries.

## 29. EMPLOYEE BENEFIT PLANS

### DEFINED CONTRIBUTION PENSION PLANS

The Company has various defined contribution plans for qualifying full-time employees. Under these plans, the Company contributes up to 6% (2016 – 6%) of an employee's earnings, not exceeding the limits set by the *Income Tax Act* (Canada). The amount contributed in fiscal 2017 related to the defined contribution plans was \$7,532 (2016 – \$6,152). The amount contributed is approximately the same as the expense included in the consolidated statements of income and comprehensive income.

**NON-REGISTERED DEFINED BENEFIT PENSION PLANS**

The Company provides supplemental executive retirement plans ("SERP" and "CEO SERP", which relates to the former CEO), which are non-contributory, unfunded defined benefit pension plans for certain of its senior executives that are included in long-term employee obligations (note 15). Benefits under these plans are based on the employee's length of service and their highest three-year average rate of pay during their most recent 10 years of service, accrued starting from the date of the implementation of the plan, and currently includes a benefit for past service for certain senior executives, as applicable under the terms of the plan.

The table below shows the change in the benefit obligation for these plans.

	2017	2016
Accrued benefit obligation and plan deficit, beginning of year	17,662	15,017
Current service costs	1,405	854
Past service cost	—	122
Interest cost	609	606
Payment of benefits	(484)	(484)
Remeasurements:		
Effect of changes in financial assumptions	(339)	1,551
Effect of experience adjustments	(278)	(4)
<b>Accrued benefit obligation and liability, end of year</b>	<b>18,575</b>	<b>17,662</b>

The weighted average duration of the defined benefit obligation of the supplemental executive retirement plans at August 31, 2017 is 16.9 years.

The tables below show the significant weighted-average assumptions used to measure the pension obligation and costs for this plan.

<b>Accrued benefit obligation</b>	2017	2016
Discount rate	3.50%	3.50%
Rate of compensation increase	2.50%	3.00%
<b>Benefit cost for the year</b>	<b>2017</b>	<b>2016</b>
Discount rate	3.60%	4.10%
Rate of compensation increase	3.00%	3.00%

The following table illustrates the incremental impact on the defined benefit obligation at August 31, 2017 and the pension expense for the fiscal year then ended, with respect to the three key factors in determining the benefit obligation:

<b>Sensitivity analysis</b>	<b>Benefit obligation at August 31, 2017</b>	<b>Pension expense for fiscal 2017</b>
Discount rate - 1% decrease	3,131	179
Salary increase - 1% increase	569	116
Mortality - one year increase in the expected future lifetime	548	311

When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the present value of the defined benefit obligation has been calculated using the projected benefit method which is the same method that is applied in calculating the defined benefit liability recognized in the statement of financial position. The sensitivity analysis presented above may not be representative of the actual change in the accrued benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some assumptions may be correlated.

The net pension benefit plan expense, which is included in employee salaries and benefits expense, is comprised of the following components:

	2017	2016
Current service cost	1,405	854
Past service cost	—	122
Interest cost	609	606
Pension expense	2,014	1,582

### REGISTERED PENSION PLANS

The Company has a number of funded defined benefit pension plans which provide pension benefits to certain unionized and non-unionized employees in its conventional television operations. Benefits under these plans are based on the employee's length of service and final average salary. These plans are regulated by the Office of the Superintendent of Financial Institutions, Canada in accordance with the provisions of the *Pension Benefits Standards Act* and Regulations. The regulations set out minimum standards for funding the plans.

The table below shows the change in the benefit obligations, change in fair value of plan assets and the funded status of these defined benefit plans.

	2017	2016
Accrued benefit obligation, beginning of year	208,297	9,570
Defined benefit obligation arising from Acquisition	—	182,723
Current service cost	6,138	2,411
Interest cost	7,408	3,359
Employee contributions	825	433
Payment of benefits	(9,164)	(3,088)
Effect of changes in demographic assumptions	2,387	—
Effect of changes in financial assumptions	(5,610)	12,264
Effect of experience adjustments	(1,579)	625
Accrued benefit obligation, end of year	208,702	208,297
Fair value of plan assets, beginning of year	200,134	9,978
Fair value of plan assets upon Acquisition	—	173,827
Employer contributions	7,532	5,083
Employee contributions	825	433
Interest income	7,024	3,212
Payment of benefits	(9,164)	(3,088)
Administrative expenses paid from plan assets	(1,024)	(760)
Return on plan assets, excluding interest income	(2,892)	11,449
Fair value of plan assets, end of year	202,435	200,134
Effect of asset ceiling limit	(1,496)	—
Fair value of plan assets, end of year, net of asset ceiling limit	200,939	200,134
Accrued benefit liability and plan deficit, end of year	7,763	8,163

The weighted average duration of the defined benefit obligation at August 31, 2017 is 18.4 years.

The plan assets at August 31, are comprised of investments in pooled funds as follows:

	2017	2016
Equity - Canadian	51,800	53,445
Equity - Foreign	33,889	28,882
Fixed income - Canadian	116,746	117,807
	202,435	200,134

The underlying securities in the pooled funds have quoted prices in an active market.



The significant weighted average assumptions used to measure the pension obligation and cost for these plans are as follows:

<b>Accrued benefit obligation</b>	<b>2017</b>	2016
Discount rate	<b>3.60%</b>	3.50%
Rate of compensation increase	<b>2.50%</b>	3.00%
<b>Benefit cost for the year</b>	<b>2017</b>	2016
Discount rate	<b>3.60%</b>	3.90%
Rate of compensation increase	<b>3.00%</b>	3.00%

The following table illustrates the incremental impact on the defined benefit obligation at August 31, 2017 and the pension expense for the fiscal year then ended, with respect to the three key factors in determining the benefit obligation:

<b>Sensitivity analysis</b>	<b>As at August 31, 2017 benefit obligation</b>	<b>Fiscal 2017 benefit cost</b>
Discount rate - 1% decrease	<b>38,462</b>	<b>2,927</b>
Salary - 1% increase	<b>5,660</b>	<b>930</b>
Weighted average duration of defined benefit obligation in years		
Effective discount rate 1% decrease	<b>18.40</b>	<b>n/a</b>

When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the present value of the defined benefit obligation has been calculated using the projected benefit method, which is the same method that is applied in calculating the defined benefit liability recognized in the statement of financial position. The sensitivity analysis presented above may not be representative of the actual change in the accrued benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some assumptions may be correlated.

The net pension benefit plan expense, which is included in employee salaries and benefits expense, is comprised of the following components:

	<b>2017</b>	2016
Current service cost	<b>6,138</b>	2,411
Interest costs	<b>429</b>	679
Pension expense	<b>6,567</b>	3,090

#### **OTHER BENEFIT PLANS**

The Company provides supplemental post-retirement non-pension benefit plans that provide post-retirement health and life insurance coverage to certain employees and are funded on a pay-as-you-go basis. The table below shows the change in the accrued post-retirement obligation, which is recognized in the statement of financial position.

The change in the benefit obligation for these plans is as follows:

	2017	2016
Accrued benefit obligation and plan deficit, beginning of year	16,829	797
Defined benefit obligation arising from Acquisition	—	20,108
Current service costs	607	327
Interest cost	590	345
Payment of benefits	(568)	(338)
Remeasurements:		
Effect of demographic assumptions	—	(3,156)
Effect of changes in financial assumptions	(281)	836
Effect of experience adjustments	90	(2,090)
<b>Accrued benefit obligation and liability, end of year</b>	<b>17,267</b>	<b>16,829</b>

The weighted average duration of the defined benefit obligation of the post-retirement plans at August 31, 2017 is 20.9 years.

The significant weighted-average assumptions used to measure the pension obligation and costs for this plan are as follows:

<b>Accrued benefit obligation</b>	2017	2016
Discount rate	3.65%	3.00%
Salary increase	0.00%	3.00%
<b>Benefit cost for the year</b>	<b>2017</b>	<b>2016</b>
Discount rate	3.65%	3.90%
Salary increase	3.00%	3.00%

The following table illustrates the incremental impact on the defined benefit obligation at August 31, 2017 and the pension expense for the fiscal year then ended, with respect to the two key factors in determining the benefit obligation:

<b>Sensitivity analysis</b>	<b>Benefit obligation at August 31, 2017</b>	<b>Service and interest costs fiscal 2017</b>
Discount rate - 1% decrease	3,443	(64)
Trend rate - 1% increase	3,174	101

When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the present value of the defined benefit obligation has been calculated using the projected benefit method which is the same method that is applied in calculating the defined benefit liability recognized in the statement of financial position. The sensitivity analysis presented above may not be representative of the actual change in the accrued benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some assumptions may be correlated.

The net pension benefit plan expense, which is included in employee salaries and benefits expense, is comprised of the following components:

	2017	2016
Current service cost	607	327
Interest cost	590	345
<b>Pension expense</b>	<b>1,197</b>	<b>672</b>

### 30. RELATED PARTY TRANSACTIONS

#### CONTROLLING SHAREHOLDER

A majority of the outstanding Class A participating shares of the Company are held by entities owned by the Shaw Family Living Trust ("SFLT") and its subsidiaries for the benefit of descendants of JR Shaw and Carol Shaw. The sole trustee of SFLT is a private company owned by JR Shaw and having a board comprised of seven directors, including as at August 31, 2017, JR Shaw as Chair, five other members of his family and one independent director. The Class A Voting Shares are the only shares entitled to vote in all shareholder matters, except in limited circumstances as described in the Company's Annual Information Form. Accordingly, SFLT and its subsidiaries are, and as long as they own a majority of the Class A Voting Shares, they will continue to be, able to elect a majority of the Board of Directors of Corus and to control the vote on matters submitted to a vote of Corus' Class A shareholders. SFLT is represented by two directors on the Company's Board.

SFLT and its subsidiaries also maintain voting control of Shaw Communications Inc., and as a result, Shaw and Corus are subject to common voting control.

#### SPECIAL TRANSACTIONS

The acquisition of Shaw Media from Shaw in fiscal 2016 constituted a related party transaction outside the normal course of operations. To ensure appropriate safeguards for the interest of the holders of the Class B Shares, Corus' Board of Directors (the "Board") established a Corus Special Committee (the "Special Committee") with the authority to, among other matters, review, direct and supervise the process to be carried out by management and its professional advisors in assessing the potential acquisition (including the preparation of any formal valuation required), review and consider the proposed structure, terms and conditions of a possible acquisition and to make a recommendation to the Board with respect to any such transaction.

The Special Committee, throughout the process, consisted entirely of directors who were "independent" within the meaning of applicable securities laws. The Special Committee met a total of 28 times in exercising its mandate and supervision over the course of the transaction negotiation process that followed, prior to the announcement of the Acquisition on January 13, 2016. The Board established the Special Committee to, among other things, supervise the preparation of the formal valuation required under Multilateral Instrument ("MI") 61-101 and assess, review and to make recommendations to the Board regarding the Acquisition. The Special Committee engaged Barclays Capital Canada Inc. ("Barclays") as an independent valuator, as required under MI 61-101, in connection with the purchase and sale of the issued and outstanding shares of Shaw Media and to provide the Barclays Valuation and Fairness Opinion. Additionally, the Company's financial advisors, RBC Dominion Securities Inc. ("RBC"), presented to the Board, including the members of the Special Committee, an opinion on the financial consideration which would be payable under the Acquisition (the "RBC Fairness Opinion").

Having undertaken a review of, and carefully considered the Acquisition, the Barclays Valuation and Fairness Opinion, the RBC Fairness Opinion, information concerning Corus, Shaw Media, the proposed Acquisition and the alternatives, including consultation with its financial and legal advisors and such other matters as it considered relevant, the Special Committee unanimously determined that the Acquisition was in the best interests of the Company and accordingly recommended that the Board approve the Acquisition and recommended that the Board recommend that the holders of each of the Class A Voting Shares and Class B Non-Voting Shares vote in favour of the resolutions set out for the approval of the Acquisition.

#### NORMAL COURSE TRANSACTIONS

The Company has transacted business in the normal course with Shaw and with entities over which the Company exercises significant influence and joint control. These transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties and having normal trade terms.

#### *Shaw Communications Inc.*

During the year, the Company received subscriber, programming licensing and advertising revenues of \$131,381 (2016 – \$112,626), and \$1,081 (2016 – \$4,803) of production and distribution revenues from Shaw. In addition, the Company paid cable and satellite system distribution access fees of \$13,097 (2016 – \$8,696), administrative and other fees of \$2,301 (2016 – \$4,685), and issued dividends of \$88.0 million (2016 – \$34.4 million) to Shaw. At August 31, 2017, the Company had \$34,571 (2016 – \$26,691) receivable from and \$429 (2016 – \$75) payable to Shaw.

The Company provided Shaw with interactive impressions, radio and television spots in return for television advertising. No monetary consideration was exchanged for these transactions and no amounts were recorded in the accounts.

### SIGNIFICANT SUBSIDIARIES

The following table includes the significant subsidiaries of the Company:

Name	Jurisdiction	Equity interest	
		2017	2016
Corus Media Holdings Inc (formerly Shaw Media Inc.)	Alberta	100%	100%
Corus Media Global Inc. (formerly Shaw Media Global Inc.)	Canada	100%	100%
Corus Premium Television Ltd.	Canada	100%	100%
Corus Radio Company	Nova Scotia	100%	100%
Food Network Canada Inc.	Canada	71%	71%
History Television Inc.	Canada	100%	100%
HGTV Canada Inc.	Canada	67%	67%
Nelvana Limited	Ontario	100%	100%
Showcase Television Inc.	Canada	100%	100%
TELETOON Canada	Canada	100%	100%
W Network Inc.	Canada	100%	100%
YTV Canada Inc.	Canada	100%	100%

### KEY MANAGEMENT PERSONNEL

Key management personnel consist of the Board of Directors and the Executive Leadership Team who have the authority and responsibility for planning, directing and controlling the activities of the Company. Several members of the Executive Leadership Team are also officers of the Company.

Key management personnel compensation, including the Executive Leadership Team, officers and directors of the Company, is as follows:

	2017	2016
Salaries and benefits	15,609	9,518
Post-employment benefits	1,757	1,582
Share-based compensation (note 16)	5,292	2,829
	<b>22,658</b>	13,929

Except for the President and Chief Executive Officer, the Executive Vice President and Chief Financial Officer, the Executive Vice President and Chief Operating Officer, no member of the Executive Leadership Team has an employment agreement or any other contractual arrangement in place with the Company in connection with any termination or change of control event, other than the conditions provided in the compensation plans of the Company. Generally, severance entitlements, including short-term incentives payable to the Executive Leadership Team and officers of the Company, other than the President and Chief Executive Officer, the Executive Vice President and Chief Financial Officer, the Executive Vice President and Chief Operating Officer, due to their employment agreements with the Company, would be determined in accordance with applicable common law requirements. Long-term incentive plans, such as stock options, are exercisable if vested, while DSUs, PSUs, RSUs and SERP, would be payable if vested pursuant to the terms of the plans.

### **31. COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS**

The comparative consolidated financial statements have been reclassified from statements previously presented to conform to the presentation of the 2017 consolidated financial statements.

### **32. SUBSEQUENT EVENTS**

On October 18, 2017, the Company announced that it had entered into an agreement with Bell Media Inc. ("Bell") to sell its 100% interests in the French-language specialty channels, Historia and Séries+ s.e.nc. ("H&S"). This transaction requires approval from the Competition Bureau and the CRTC. The total value of the transaction is approximately \$200.0 million and is subject to customary price adjustments upon closing. The sale is pending approval by the CRTC and the Competition Bureau.



## CORUS ENTERTAINMENT INC.

### **Stock Exchange Listing and Trading Symbol**

Toronto Stock Exchange  
TSX: CJR.B

### **Registered Office**

1500, 850-2<sup>nd</sup> Street SW  
Calgary, Alberta T2P 0R8

### **Executive Office**

Corus Quay  
25 Dockside Drive  
Toronto, Ontario M5A 0B5  
Telephone: 416.479.7000  
Facsimile: 416.479.7007

### **Website**

[www.corusent.com](http://www.corusent.com)

### **Auditors**

Ernst & Young LLP

### **Shareholder Services**

For assistance with the following:

- Change of address
- Transfer or loss of share certificates
- Dividend payments or direct deposit of dividends
- Dividend Reinvestment Plan

please contact our **Transfer Agent and Registrar:**

AST Trust Company (Canada)  
PO Box 700, Station B  
Montreal, Quebec H3B 3K3  
Telephone: 1.800.387.0825  
Facsimile:  
1.888.249.6189 (in North America)  
514.985.8843 (outside North America)  
[www.astfinancial.com/ca-en/](http://www.astfinancial.com/ca-en/)

### **Annual General Meeting**

January 10, 2018  
2 p.m. MT/4 p.m. ET  
The Westin Calgary  
Bow Valley Room  
320 4 Avenue S.W.  
Calgary, Alberta T2P 2S6

### **Dividend Information**

Corus Entertainment pays its dividend on a monthly basis and all dividends are “eligible” dividends for Canadian tax purposes unless indicated otherwise.

For further information on the dividend, including the latest approved dividends and historical dividend information, please visit the Investor Relations section of Corus Entertainment’s website ([www.corusent.com](http://www.corusent.com)).

### **Dividend Reinvestment Plan (“DRIP”)**

AST Trust Company (Canada) acts as administrator of Corus Entertainment’s Dividend Reinvestment Plan, which is available to the Company’s registered Class A and Class B Shareholders residing in Canada.

To review the full text of the Plan and obtain an enrollment form, please visit the Plan Administrator’s website at [www.astfinancial.com/ca-en/](http://www.astfinancial.com/ca-en/) or contact them at 1.800.387.0825.

### **Corporate Social Responsibility (“CSR”)**

Since the Company’s launch in 1999, Corus Entertainment (“Corus”) has had a long and successful track record of corporate social responsibility (CSR) that encompasses community, employees, industry engagement and environmental initiatives. Corus and its employees have embraced the philosophy of giving back to the community by supporting worthwhile causes company-wide as well as individually. With the launch of our national initiative Corus Feeds Kids in 2012, which focuses on the well-being of children, Corus remains committed to making a difference and enriching the lives of the communities we serve.

For more information, please visit the Corus Entertainment website ([www.corusent.com](http://www.corusent.com)).

### **Corporate Governance**

The Board of Directors of the Company endorses the principles that sound corporate governance practices are important to the proper functioning of the Company and the enhancement of the interests of its shareholders.

The Company’s Charter of the Board of Directors and Management Information Circular which includes a Statement of Corporate Governance Practices may be found in the Investor Relations section of Corus Entertainment’s website ([www.corusent.com](http://www.corusent.com)).

### **Further Information**

Financial analysts, portfolio managers, other investors and interested parties may contact Corus Entertainment at 416.479.7000 or visit the Company’s website ([www.corusent.com](http://www.corusent.com)).

Corus Entertainment’s Annual Reports, Annual Information Forms, Management Information Circulars, quarterly financial reports, press releases, investor presentations and other relevant materials are available in the Investor Relations section of Corus Entertainment’s website ([www.corusent.com](http://www.corusent.com)).

To receive additional copies of Corus Entertainment’s Annual Report, please email your request to [investor.relations@corusent.com](mailto:investor.relations@corusent.com).

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