ANNUAL REPORT 2015

Leadership.
Strategy.
Performance.

FIERA CAPITAL

Leadership.

FOR OUR CLIENTS, we foster innovation, excellence and teamwork, and focus on providing them with the best investment strategies for their needs and the most outstanding service.

FOR OUR SHAREHOLDERS, we leverage our leadership in the Canadian market to accelerate our growth in the United States and establish a client-driven global footprint.

Strategy.

FOR OUR CLIENTS, we recruit and retain the best talent to provide continuity and recognized best-in-class strategies across asset classes and investment styles.

FOR OUR SHAREHOLDERS, we focus on creating value today and for the long term through sustained growth in assets under management and a balanced approach to capital management.

Performance.

FOR OUR CLIENTS, we aim to achieve superior returns and exceed expectations through a rigorous and disciplined investment process and sound governance.

FOR OUR SHAREHOLDERS, we strive to generate consistent results through organic growth, strategic acquisitions, impeccable execution, talent retention and the adoption of best practices.

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2015 Financial Highlights

We are results-driven and committed to creating long-term value for our shareholders. In 2015, we surpassed $100 billion in assets under management and continued to improve our year-over-year financial performance across key metrics.

	AS AT DECEMBER 31, 2015	AS AT DECEMBER 31, 2014
ASSETS UNDER MANAGEMENT (AUM)	$101.4B	$86.6B
	FOR THE 12 MONTHS ENDED DECEMBER 31, 2015	FOR THE 12 MONTHS ENDED DECEMBER 31, 2014
Revenues	$258.4M	$222.3M
Adjusted EBITDA[1]	$84.8M	$78.2M
Net Earnings[2]	$27.6M	$27.5M
Adjusted Net Earnings	$70.9M	$66.7M

1 Excludes non-cash compensation, acquisition and restructuring related costs
2 Attributable to the Company's shareholders

AUM GROWTH

2013	2014	2015
$77.5B	$86.6B	$101.4B

TSX: FSZ

TOTAL AUM INCREASE 17%

NEW MANDATES OF $4.2B IN 2015

$9.5B IN ADDITIONAL AUM FROM CLOSING OF ACQUISITION OF NEW YORK-BASED SAMSON CAPITAL ADVISORS LLC

16% INCREASE IN TOTAL REVENUES

8% INCREASE IN ADJUSTED EBITDA

9% INCREASE IN NET EARNINGS

BASE MANAGEMENT FEES AND OTHER REVENUES INCREASED BY 15% TO $239M

MESSAGE TO SHAREHOLDERS

Leadership. Strategy. Performance.

These three words capture what drives us and what fuels our growth every day. Whether for our clients or for our shareholders, we always aim to be leaders in our field, to grow responsibly, and to exceed expectations in the present while keeping a constant eye on the future.

FUELING OUR GROWTH

In 2015, Fiera Capital made immense progress in its growth and is becoming a leading North American asset management firm. The strong performance of our Canadian and U.S. divisions translated into value creation for our clients and shareholders. Total assets under management grew 17% to surpass $100 billion by year-end. Revenues increased by 16% to $258 million, and adjusted EBITDA grew 8% to $85 million. We continued to return capital to shareholders with two dividend increases in 2015 and our compounded annual growth rate in quarterly dividends declared since 2010 has grown by 20%.

Our Canadian division had a phenomenal year. Our institutional business continued to attract a significant number of new mandates and clients, and our private wealth business experienced exceptional growth. We remain focused on maintaining and growing our leadership position in this market based on the reputation for excellence and innovation we have built over the past twelve years.

In the U.S., we are more focused than ever on replicating our Canadian success. 2015 was another incredible year of growth. Our institutional business has been one of the major growth engines of this division, bringing in significant new mandates and sub-advisory partnerships in 2015. As our mix of U.S. revenues continues to grow, our sales momentum is also bringing in higher margin mandates to our portfolios.

With the integration of Wilkinson O'Grady & Co., acquired in 2013, and Samson Capital Advisors, acquired in 2015 – in addition to our planned acquisition of Apex Capital Management announced in early 2016 – we now have a full-fledged U.S. presence, and a growing offering of proprietary strategies for institutional, private wealth and retail clients. Our Bel Air division had an excellent year as well, bringing in a net amount of over $500 million in new assets.

The firm continues to widen its reach both in North America and beyond with new mandates and distribution channels bringing our strategies to South Africa, Japan, Australia, the U.K. and select European markets. Fiera Capital is gaining global recognition and we are truly proud of this accomplishment.

PERFORMANCE AMID VOLATILITY

Best-in-class investment strategies are the foundation of our success in Canada and the fuel driving our U.S. growth. Regardless of market conditions, our clients expect us to outperform benchmarks and we always strive to exceed their expectations.

> "Best-in-class investment strategies are the foundation of our success in Canada and the fuel driving our U.S. growth."

Our Long-Short and Market Neutral strategies continued to deliver a very strong performance in 2015. These products are highly attractive solutions as they provide our clients with alternative investment strategies in a challenging and volatile market. Furthermore, even in down markets, they deliver absolute returns to clients while generating a high level of revenue for our firm as a result of higher performance fees, when compared to traditional strategies.

For fixed income strategies, 2015 was slightly more challenging in relative terms but our long-term track record in this asset class remains one of the best in the industry. Moreover, our Fixed Income teams continue to seize opportunities to innovate and develop strategies that address the needs of our clients.

Results in global equities were generally flat in 2015 but returns in Canadian currency terms were quite positive as a result of the sharp depreciation of the dollar. Within this

context, the Global Equity team's high-quality bias led to another solid year, with Global and International Equity strategies performing particularly well in both absolute and relative terms.

A CLEAR PATH AHEAD

Growth is our top priority. We aim to grow responsibly and for the benefit of our clients and shareholders. To this end, Fiera Capital recently implemented a global team and organizational structure supporting three distinct divisions and two subsidiaries serving our broad client base across diverse geographies. Our new decentralized structure reflects who we are today and our aspirations for the future.

Our objective is to double assets under management by the end of 2020 and be a dominant North American firm with a major U.S. presence. We have a clear path ahead and a strong pipeline of opportunities. We are counting on both organic growth and strategic acquisitions to reach our objectives.

In Canada, our leadership position and proven know-how continue to drive organic growth and we will be opportunistic with regard to acquisitions. Our recently announced joint venture with Aquila Infrastructure Management and the creation of Fiera Infrastructure Inc., an alternative investment platform, support our strategy to expand our alternative strategies offering. These initiatives also enhance our ability to offer our clients access to a broad range of asset classes.

In the U.S., we will continue to seek the right acquisitions to build our platform, adding new talent, clients and complementary investment strategies to grow our presence. We have a track record of successfully integrating and broadening our offering in this market and will continue to build on these successes. Our planned acquisition of Apex, subject to customary conditions and approvals, is expected to double our presence in the U.S. institutional market and provide access into sub-advisory retail once completed.

With each acquisition we are not only expanding our offering but also deepening our talent pool and nurturing the entrepreneurial spirit which permeates throughout our firm. This is an essential element to profitable growth. Along with our expansion into the U.S. market, Fiera Capital has been able to expand its distribution and recognition globally, with eight global consultant approvals obtained to date.

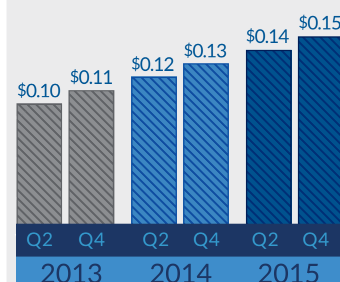
Indeed, our teams continue to be recognized by clients, peers and the industry for their excellent performance and leadership in their field. For this, I congratulate and thank all Fiera Capital employees.

Already well into 2016, we are off to a strong start. We have bold ambitions and a busy year ahead, and we have the right talent, team and structure in place to drive our success.

We sincerely thank our shareholders for their continued support as we continue to build our leadership position and create long-term value.

Jean-Guy Desjardins
Chairman and Chief Executive Officer

QUARTERLY DIVIDEND DECLARED PER PARTICIPATING SHARE



ADJUSTED NET EARNINGS PER SHARE (BASIC)

2015 $1.01

2014 $0.97

2013 $0.74

Strong, Inspired Leadership

Fiera Capital's mission is to be a leading North American asset management firm recognized for superior portfolio management, innovative investment solutions and an ability to surpass client expectations.

GLOBAL MANAGEMENT

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GLOBAL MANAGEMENT

01 Jean-Guy Desjardins
Chairman and Chief Executive Officer

02 Sylvain Brosseau
Global President and Chief Operating Officer

03 John Valentini
Executive Vice President and Chief Financial Officer

04 Alain St-Hilaire
Executive Vice President, Human Resources and Corporate Communications

05 Violaine Des Roches
Senior Vice President, Legal Affairs and Compliance

06 Pierre Blanchette
Senior Vice President, Corporate Finance

07 Robert Trépanier
Senior Vice President, Information Technology and Integration

08 David Stréliski
Senior Vice President and Chief Risk Officer

09 Peter Stock
Senior Vice President, Strategic Development

BUSINESS DIVISION LEADERS

Canadian Division

10 Sylvain Roy
President and Chief Operating Officer

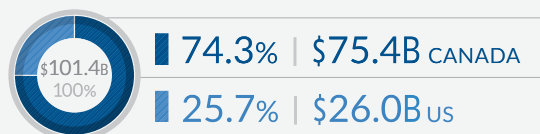
U.S. Division

11 Benjamin S. Thompson
President and Chief Executive Officer

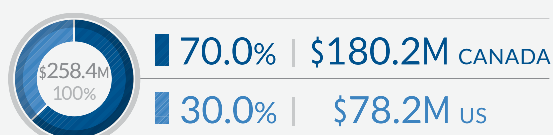
Bel Air Investment Advisors LLC

12 Todd M. Morgan
Chairman and Chief Executive Officer

AUM PER GEOGRAPHY (AS AT DECEMBER 31, 2015)



2015 REVENUES PER GEOGRAPHY



“Fiera Capital is led by a team of seasoned professionals, who embody our core values: client focus, respect and integrity, performance and accountability, teamwork, innovation and entrepreneurship.”

BUSINESS DIVISION LEADERS

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Rapid growth in assets under management and North American expansion led to organizational changes in 2015 to support our continued growth. Today, Fiera Capital is led by a global management team that oversees three distinct divisions, each focused on serving its geographical market and distinct client base.

FIERA CAPITAL – CANADIAN DIVISION

Fiera Capital was founded in 2003, in Montreal, Quebec, the location of our global headquarters. Over the last decade, we have become Canada's third-largest independently owned asset manager through strategic acquisitions and sustained organic growth.

Serving institutional, private wealth and retail clients, Fiera Capital is Canada's leading manager of endowment and foundation assets as well as the sixth-largest pension investment manager. With investment professionals in Vancouver, Calgary, Toronto, Montreal and Halifax, our Canadian division manages approximately $75.4 billion in assets.

FIERA CAPITAL – U.S. DIVISION

Our U.S. division operates as a single but diverse asset management firm, based in New York and with an office in Boston, offering proprietary strategies to U.S. institutional and private clients. With approximately $17.5 billion in assets under management, the U.S. division specializes in fixed income and global equity portfolios.

Our U.S. presence has expanded through the acquisitions of Wilkinson O'Grady & Co. Inc. in 2013 and Samson Capital Advisors LLC in 2015. Fiera Capital's U.S. division is a combination of our U.S. institutional business, Wilkinson O'Grady & Co. Inc. and Samson Capital Advisors LLC which collectively form the backbone of our asset management platform in the American market. In early 2016, Fiera Capital announced the acquisition of U.S.-based Apex Capital Management, to further strengthen its presence in the U.S. and growth equity offering.

BEL AIR INVESTMENT ADVISORS LLC

Bel Air Investment Advisors LLC is a widely respected U.S. wealth management firm, which distinguishes itself through its diverse mix of proprietary and sub-advisory investment strategies within its open architecture platform. Founded in 1997, Bel Air became part of Fiera Capital in 2013.

Bel Air provides customized management services and investment counsel to high-net-worth individuals, families and foundations, typically with $20 million or more in investable assets. It currently manages approximately $8.5 billion in assets through offices in Los Angeles and San Francisco.

Local Roots, Global Recognition

Our expertise is widely recognized in our core North American markets and our brand is gaining traction abroad.

In Canada, we have a strong reputation and a track record of success serving the institutional, private wealth and retail markets for over 12 years. We continue to enhance our leadership position by expanding our client base, and we are leveraging this position to extend our presence beyond Canada.

We are rapidly expanding our U.S. operations and now have proven expertise in serving institutional clients, family offices, direct private clients and the retail market. Our U.S. division offers proprietary strategies to clients in several asset classes, and our growing Bel Air Investment Advisors division offers customized management services and investment counsel to high-net-worth individuals.

Our institutional sales teams have acquired new clients in the U.S. and also expanded our distribution reach in Europe, Australia, South Africa and Asia-Pacific region.

Today, Fiera Capital and its affiliates have over 460 employees, including over 150 investment professionals, with offices in Montreal, Toronto, Calgary, Vancouver, Halifax, New York, Boston, Los Angeles and San Francisco.

With an increasing number of global consultant approvals and several sub-advisory partnerships, we are becoming a truly global name in the asset management space.

Awards

- Jean-Guy Desjardins, Chairman and Chief Executive Officer, presented with CFA Institute Award for Professional Excellence, the Institute's highest distinction
- Fiera Capital named 2015 Global Equity Manager of the Year by *Professional Pensions* in the United Kingdom
- Fiera Capital ranked as one of the largest money managers in the annual *Pensions and Investments* worldwide ranking
- Three Thomson Reuters' Canadian Lipper Fund Awards for funds managed by Fiera Capital and one Lipper Fund Award for a fund sub-advised by Fiera Capital
- Fiera Capital Global Equity Fund received Fundata's FundGrade A+ annual rating for 2015

FROM LEFT TO RIGHT **Carolyn N. Dolan**, Executive Vice President, Head of Direct Private Client Investments – U.S. Division; **Donald M. Wilkinson III**, Vice Chairman and Chief Investment Strategist, Global Equity and Tactical Asset Allocation – U.S. Division; **Jonathan E. Lewis**, Chief Investment Officer – U.S. Division; **Benjamin S. Thompson**, President and Chief Executive Officer – U.S. Division

Nadim Rizk, Senior Vice President and Lead Portfolio Manager, Global Equities

Best-in-Class Investment Strategies

Fiera Capital is recognized for excellence in portfolio management, innovative and personalized investment strategies, risk management as well as an ability to exceed client expectations.

Our expertise covers the full spectrum of investment strategies, diversified by asset class and investment styles. Our extensive offering includes fixed income, liability-driven investment solutions, Canadian and global equity, asset allocation and alternative investment solutions.

PROMOTING EXCELLENCE

Our structure promotes excellence within our specialized investment teams by combining the flexible and efficient environment of a boutique investment manager with the scale and resources of a leading investment firm. Integrated solutions diversified by asset class and investment style, and supported by a disciplined risk management framework, are key to achieving superior returns for our clients.

TRADITIONAL STRATEGIES

Rigorous fundamental research is the cornerstone of our fixed income strategies, which aim to enhance overall portfolio returns across virtually any interest rate or economic environment. We offer investment strategies in both the liability hedging and return-seeking segments of client portfolios.

In-depth and independent research is also key to the portfolio construction of our complete offering of Canadian Equity strategies across styles and capitalization.

Only our best ideas, for which we have the highest conviction, are selected for our Global Equity approach, which seeks to identify best-of-breed companies with a sustainable competitive advantage and led by seasoned management teams.

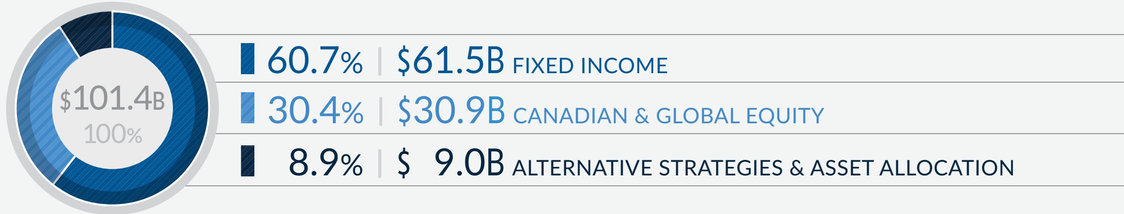
We also offer fixed income and equity strategies to meet the needs of clients who seek to emphasize environmental, social and governance (ESG) factors within their portfolios.

ALTERNATIVE STRATEGIES

Our alternative offering includes strategies that address both capital appreciation and income objectives – including hedge funds, real asset investments, private lending as well as diversified income strategies. Our strategic partnerships with Fiera Properties and Fiera Infrastructure also contribute to our alternative strategy offering.

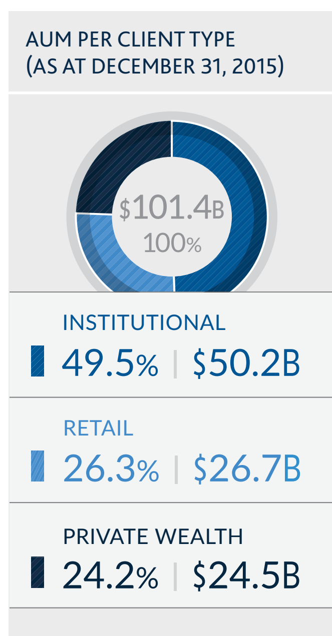
With the breadth of our offering, we have a solution for every investment need.

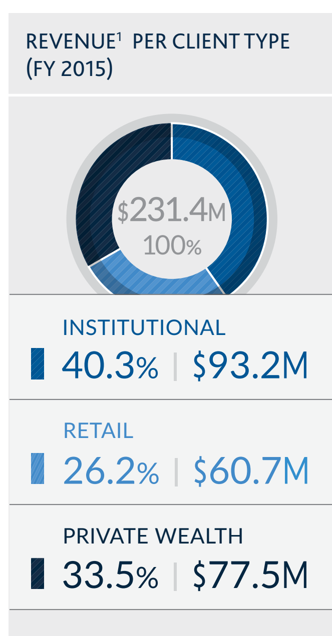
AUM PER ASSET CLASS (AS AT DECEMBER 31, 2015)



Present for Our Clients

Our team of seasoned professionals works in partnership with each client, focusing on their evolving investment needs, exceeding their expectations and building relationships.





1 Base management fees

— Institutional Markets

We offer institutional clients a complete range of traditional and alternative investment strategies through specialized and balanced mandates. Our diverse client base includes pension funds, endowments, foundations, religious and charitable organizations as well as large municipal and university funds.

— Private Wealth

We offer sophisticated and highly customized management services and investment counselling, catering to the specific needs of private clients and high-net-worth individuals and their families, as well as endowments and foundations.

Our team's ability to optimize client portfolios by offering both alternative (non-traditional) investment strategies and a proactive, tactical asset allocation process, in addition to a complete range of traditional investment strategies, sets us apart from our peers.

— Retail Markets

We offer comprehensive portfolio management solutions to help financial advisors achieve the goals of their clients. Our traditional funds, non-traditional funds and structured product strategies meet a broad and diverse range of investment needs.

Our mutual fund dealer, Fiera Capital Funds Inc., provides investors with direct access to some of Canada's award-winning mutual funds and a dedicated client services team. We also work closely with major Canadian financial institutions and their distribution networks.

SUBSIDIARIES OF FIERA CAPITAL CORPORATION

— Fiera Properties Limited

Through direct investment in high-quality real estate across Canada, Fiera Properties Limited offers strategies that produce growing income and stable total returns. Strategies are comprised of institutional-grade retail, office, industrial and multi-residential properties. Core real estate is an attractive element of a multi-asset portfolio based on its investment characteristics and its ability to stabilize portfolio performance and to protect against inflation.

— Fiera Infrastructure Inc.

Fiera Infrastructure Inc. is a proprietary platform that further complements Fiera Capital's growing alternative investments offering and aims to generate attractive, long-term investment returns for clients. Through investments in diversified international assets – hydro-electric projects, regulated utilities, wind and solar projects, and transportation infrastructure – Fiera Infrastructure seeks to generate stable and predictable cash flows.

FROM LEFT TO RIGHT **Karen Jones**, Vice President, Fiera Properties; **Stuart Lazier**, Chief Executive Officer, Fiera Properties; **Kevin Stark**, Manager, Investments, Fiera Properties

FROM LEFT TO RIGHT **Gregory Zelisko**, Vice President, Middle Office; **David Stréliski**, Senior Vice President and Chief Risk Officer; **John Valentini**, Executive Vice President and Chief Financial Officer

Rigorous Risk Management

From our investment decisions to the way we run our business day-to-day, we are committed to adhering to industry best practices, a rigorous framework and a sound risk management approach to the benefit of our clients, our shareholders and our employees.

RISK MANAGEMENT

Risk management is a pillar of our investment culture. Embedded within all of our investment processes is a rigorous approach to risk management where we strive to achieve optimal performance within an appropriate level of risk.

Supporting our growth and diversification is our Enterprise Risk Management team, led by Fiera Capital's Chief Risk Officer. This team is responsible for assessing, monitoring and managing all risks related to our activities, company-wide.

PORTFOLIO ADMINISTRATION

Monitoring of a broad range of portfolio metrics is performed by our Performance Measurement and Risk Management group. This group operates separately from the investment function, ensuring complete independence.

INVESTMENT PRACTICES

Our Chief Investment Officers (CIOs) in Canada and the U.S. are responsible for monitoring investment performance and for discussing any issues with our numerous investment teams. They oversee aspects of risk management, operations and governance across all of our investment activities.

A Global CIO Committee, composed of the Chairman and Chief Executive Officer of Fiera Capital and all divisional CIOs, is responsible for ensuring that all processes are consistent with the firm's investment philosophy, and that knowledge and best practices are shared across divisions.

Fiera Capital is also committed to ensuring, through the CIO Office concept, that portfolio managers have autonomy and retain full discretion over both investment and portfolio construction decisions. By maintaining a flat structure, we preserve the firm's entrepreneurial spirit and drive for excellence in portfolio management.

LEGAL AND COMPLIANCE

Our Legal and Compliance group ensures that the highest ethical standards are consistently upheld at all levels of the organization. This function operates independently from our investment, client service, portfolio administration and performance measurement groups. They monitor compliance with legal and regulatory requirements, as well as internal policies and procedures.

Highlights

- In compliance with the Global Investment Performance Standards[1] [2]
- CPA Canada audit 5025 reports on key control procedures performed regularly
- Signatory of the United Nations supported Principles for Responsible Investments (PRI)[3]
- Member of the Canadian Coalition for Good Governance (CCGG)
- Named Best Canadian Legal Department of 2015 during the International General Counsel Awards hosted by the International Legal Alliance Summit & Awards

1 All performance schedules are available upon request.
2 Since 2013
3 Since 2009

01

02

01 Jean-Guy Desjardins
Chairman of the Board and Chief Executive Officer, Fiera Capital Corporation

02 Sylvain Brosseau
Global President and Chief Operating Officer, Fiera Capital Corporation

Board of Directors

Fiera Capital Corporation's Board of Directors is comprised of seasoned executives, committed to ensuring that we strive for the highest standards in corporate governance and ethical behaviour, as well as performance excellence.

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03 Denis Berthiaume
Senior Executive Vice President and General Manager, Wealth Management and Life and Health Insurance, Desjardins Group

04 Brian Davis
Co-President and Co-Chief Executive Officer, National Bank Financial Inc.

05

06

05 Raymond Laurin
Former Chief Financial Officer and Senior Vice President Finance and Treasury, Desjardins Group

06 Jean C. Monty
Former Chairman of the Board and Chief Executive Officer, BCE Inc.

07

08

07 Todd M. Morgan
Chairman and Chief Executive Officer, Bel Air Investment Advisors LLC

08 David Pennycook
Vice Chairman and Executive Vice President, Institutional Markets, Fiera Capital Corporation

09

10

09 Lise Pistono
Vice President and Chief Financial Officer, DJM Capital Inc.

10 Arthur R. A. Scace
Former Chairman, McCarthy Tétrault LLP

11

12

11 David R. Shaw
Chairman of Axsium Group Ltd., Non Executive Chairman, LHH Knightsbridge

12 Louis Vachon
President and Chief Executive Officer, National Bank of Canada

Management's Discussion and Analysis of Fiera Capital Corporation

For the Three and Twelve-Month Periods Ended December 31, 2015

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Audit and Risk Management Committee Annual Report

The following management's discussion and analysis ("MD&A") dated March 16, 2016 presents an analysis of the financial condition and results of the consolidated operations of Fiera Capital Corporation ("the Company" or "Fiera Capital" or "Firm") for the three and twelve-month periods ended December 31, 2015. The following MD&A should be read in conjunction with the audited consolidated financial statements including the notes thereto, as at and for the twelve-month period ended December 31, 2015.

The audited consolidated financial statements include the accounts of Fiera Capital Corporation and its wholly owned subsidiaries: Fiera Capital Funds Inc. ("FCFI") which is registered with various provincial securities commissions as a mutual fund dealer and maintains its membership with the Mutual Fund Dealer Association (MFDA), Fiera US Holding Inc. (which owns Bel Air Investment Advisors LLC, Bel Air Management LLC, Bel Air Securities LLC, and Fiera Capital Inc., formally Wilkinson O'Grady & Co. Inc.), Fiera Quantum GP Inc. and 9276-5072 Québec Inc. (which collectively owns a controlling 55% interest in Fiera Quantum Limited Partnership ("Fiera Quantum L.P.") which owns FQ ABCP GP Inc., and FQ GenPar LLC), and 8645230 Canada Inc. (which owns Gestion Fiera Capital S.a.r.l.). All intercompany transactions and balances have been eliminated on consolidation.

Axium Infrastructure Inc. ("Axium") (previously Fiera Axium Infrastructure Inc.) is an entity specialized in infrastructure investments, and Fiera Properties Limited ("Fiera Properties") is an entity specialized in real estate investments, over which the Company has joint control. The financial results of the Company's joint venture investments are included in the Company's results using the equity method of accounting.

Unless otherwise stated, figures are presented in Canadian dollars. Certain totals, subtotals and percentages may not reconcile due to rounding. Certain comparative figures have been reclassified to conform with the current period's presentation.

BASIS OF PRESENTATION

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The policies applied in the Company's consolidated financial statements are based on IFRS issued and outstanding as at December 31, 2015.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3 of the audited consolidated financial statements.

The following MD&A should be read in conjunction with the Company's 2015 annual audited consolidated financial statements, which contain a description of the accounting policies used in the preparation of these financial statements.

The Company presents adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"), adjusted net earnings and cash earnings as key non-IFRS performance measures. These non-IFRS measures are defined on page 55.

FORWARD-LOOKING STATEMENTS

Forward-looking statements, by their very nature, involve numerous assumptions, inherent risks and uncertainties, both general and specific, and the risk that predictions and other forward-looking statements will prove to be inaccurate. As a result, the Company does not guarantee that any forward-looking statement will materialize and readers are cautioned not to place undue reliance on these forward-looking statements. A number of important factors, many of which are beyond Fiera Capital's control, could cause actual events or results to differ materially from the estimates and intentions expressed in such forward-looking statements. These factors include, but are not limited to: Fiera Capital's ability to retain its existing clients and to attract new clients, Fiera Capital's investment performance, Fiera Capital's reliance on major customers, Fiera Capital's ability to attract and retain key employees, Fiera Capital's ability to successfully integrate the businesses it acquires, industry competition, Fiera Capital's ability to manage conflicts of interest, adverse economic conditions in Canada or globally, including among other things, declines in financial markets, fluctuations in interest rates and currency values, regulatory sanctions or reputational harm due to employee errors or misconduct, regulatory and litigation risks, Fiera Capital's ability to manage risks, the failure of third parties to comply with their obligations to Fiera Capital and its affiliates, the impact of acts of God or other force majeure events; legislative and regulatory developments in Canada and elsewhere, including changes in tax laws, the impact and consequences of Fiera Capital's indebtedness, potential share ownership dilution and other factors described under "Risk Factors" in this MD&A or discussed in other documents filed by the Company with applicable securities regulatory authorities from time to time. These forward-looking statements are made as at the date of this MD&A and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as may be required pursuant to securities laws.

COMPANY OVERVIEW

Fiera Capital Corporation was incorporated as Fry Investment Management Limited in 1955 and is incorporated under the laws of the Province of Ontario. The Company is a North American asset management firm which offers a wide range of traditional and alternative investment solutions, including depth and expertise in asset allocation. The Company provides investment advisory and related services to institutional investors, private wealth clients and retail investors. In the US, investment advisory services are provided by the Company's US affiliates, which are investment advisors registered with the US Securities and Exchange Commission. Its head office is located at 1501 Avenue McGill College, office 800, Montreal, Quebec, Canada. The Company is listed on the Toronto Stock Exchange ("TSX") under the symbol "FSZ".

SIGNIFICANT EVENTS

Fiscal 2015 was characterized by strong organic growth especially in the US institutional sector, while the Firm continues to diversify and strengthen its business platform in order to build a leading North American asset manager.

ACQUISITION OF SAMSON IN THE US

On October 30, 2015, the Firm completed its previously announced acquisition of New York based Samson Capital Advisors LLC, a prominent US fixed income investment management firm. With this acquisition, the Firm's total Assets under Management amounts to $101.4 billion as at December 31, 2015.

The combination of Samson, Wilkinson O'Grady and the US institutional business operations form the backbone of the Firm's asset management platform in the US. This wholly-owned subsidiary serves as the foundation for the Firm's proprietary strategies in both the institutional and private wealth sectors.

STRUCTURED PRODUCTS

> During the first quarter of 2015, the Firm successfully closed the initial public offering of the Investment Grade Infrastructure Bond Fund listed on the Toronto Stock Exchange ("TSX"), which is comprised primarily of investment grade fixed income securities of issuers that own, operate or develop infrastructure assets in the United States. The Fund issued 6.5 million units at a price of $10 per unit for gross proceeds of $65 million.

> During the second quarter of 2015, the Firm successfully closed the initial public offering of its Real Asset Income and Growth Fund, listed on the TSX. The Fund, which has been created to invest on an actively managed basis across the capital structure of global real asset-related issuers, raised over $53 million in aggregate gross proceeds.

> On June 23, 2015, the Firm filed a final prospectus for an initial public offering of its Canadian Preferred Share Trust, listed on the TSX. The Trust, which has been created to invest in an actively managed portfolio comprised primarily of Canadian preferred shares, closed subsequent to quarter-end, on July 2, 2015, and raised over $90 million in aggregate gross proceeds.

NEW MANDATES AND SUB-ADVISORY PARTNERSHIPS

On November 9, 2015, Fiera Capital and Nissay Asset Management, the investment arm of global insurance company Nippon Life, announced a sub-advisory partnership, thereby expanding Fiera Capital's distribution capabilities into the Japanese pension market, and more broadly, in the Asia Pacific region. The partnership commenced with the launch of a long-only global equity ex-Japan strategy offshore vehicle.

The Firm was awarded a new sub-advisory mandate with a prominent European asset manager expected to fund beginning of 2016. This will serve as a springboard for future growth in Europe. During the fourth quarter of 2015, the Firm also won a new US$770 million global equity mandate with one of the world's largest financial services companies.

Finally, with the addition of two new favourable ratings from leading global consultants, the Firm's total number of consultant approvals now stands at eight.

NORMAL COURSE ISSUER BID

On October 15, 2015, Fiera Capital announced that it received TSX approval to commence a normal course issuer bid ("NCIB") for a 12-month period. Under the terms of the NCIB, the Firm may purchase up to a maximum of 3,509,288 Class A subordinate voting shares, representing approximately 10% of the public float of Class A subordinate shares as at December 31, 2015. The NCIB will provide the Firm with the flexibility to purchase shares from time to time as it considers advisable.

INDUSTRY RECOGNITION

In 2015, Fiera Capital's continued success and strong performance resulted in a number of industry recognitions.

Jean-Guy Desjardins, Chairman of the Board and Chief Executive Officer, received the Award for Professional Excellence, the highest and most prestigious distinction bestowed by the CFA Institute. He joins past winners Warren Buffett, John Bogle, Sir John Marks Templeton, Peter Bernstein and only nine others to win the award in the past 24 years.

Jean-Guy Desjardins, Chairman and Chief Executive Officer, and Sylvain Brosseau, President and Chief Operating Officer, were named once again among the Top 25 in the Quebec's finance industry by *Finance et Investissement*, Canada's French-language publication for financial professionals.

The Firm was named Global Equity Manager of the Year as part of the 2015 Professional Pensions Investment Awards, sponsored by Aon Hewitt, in the United Kingdom. Fiera Capital's global equities team stood out for its one and threeyear performance as well as the growth of its assets under management for the year ending June 30, 2015.

The Fiera Capital Global Equity Fund received Fundata's FundGrade A+ annual rating for 2015. The FundGrade A+ Rating is an objective rating system based on risk-adjusted performance, taking into account recognized standards of the Canadian mutual fund industry. This is the third consecutive year the Fiera Capital Global Equity Fund has received Fundata's FundGrade A+ rating.

DIVIDEND INCREASE

The Board of Directors declared a dividend of $0.15 per Class A subordinate voting share and Class B special voting share of Fiera Capital, payable on April 26, 2016, to shareholders of record at the close of business on March 29, 2016.

This represents a 7% increase and the second dividend increase in the last twelve months.

SUBSEQUENT EVENT

On January 15, 2016, the Firm completed the sale of its equity ownership stake in Axium to Axium. To continue providing clients with exposure to this asset class, Fiera Capital is in the process of establishing a new proprietary infrastructure platform.

On February 29, 2016, the Firm announced an agreement to acquire, via its wholly-owned subsidiary Fiera US Holding Inc., Apex Capital Management, a prominent U.S. growth equity manager with approximately $9.7 billion in assets under management as at December 31, 2015. This transaction will more than double Fiera Capital's presence in the U.S. institutional and sub-advisory retail markets and increase total AUM to over $111 billion. The transaction also creates attractive financial benefits and is expected to be immediately accretive, adding 10% to 15% accretion to adjusted earnings per share within the first full year post closing.

MARKET AND ECONOMIC OVERVIEW

North American fixed income markets saw some mixed results in the fourth quarter, as the disinflationary impulse stemming from the ongoing commodity rout came up against stronger growth prospects in the US and accordingly, fed funds lift-off after several years at rock-bottom levels. Against this divergent backdrop, Canadian fixed income markets posted positive results, with bond yields declining across the entire curve alongside the precipitous collapse in oil prices. In contrast, and in an unusual deviation, US fixed income markets posted negative results, with bond yields rising across the curve alongside the increasingly entrenched US recovery and the prospect for higher interest rates in the US.

Global equity markets regained some momentum late in the quarter and posted positive results in the three months ending December 31, 2015. Regionally speaking, performance was fairly mixed. Once again, US equity markets led the charge, surging forward on the back of resilient economic results and as investor's became increasingly comfortable with the potential for higher interest rates in the US. International equity markets also posted some respectable results, as ongoing reflationary policies from central banks abroad revealed encouraging signs of reigniting growth prospects in both Europe and Japan. Meanwhile, emerging market equities experienced some heightened levels of volatility as investor's grappled between the prospect for higher US interest rates and corresponding US dollar strength, which was at odds with fresh evidence of a growth stabilization emanating from stimulative monetary and fiscal policies from the People's Bank of China. Finally, the resource-levered Canadian equity market was the laggard and posted a quarterly decline, a result of the precipitous slide in commodity prices during the fourth quarter.

The theme of US dollar strength prevailed in the fourth quarter, a result of ongoing economic outperformance in the US and as investors braced for fed funds lift-off, which is in stark contrast to other major central banks, which have been pursuing easing policies (European Central Bank / Bank of Japan) or are firmly on hold (Bank of China). Meanwhile, commodity markets receded across the board during the fourth quarter, compounded by recent US dollar strength. Oil prices led the decline amid few signs to an end to the global supply glut, which pushed prices below the $40-mark. Gold prices also pulled back amid persistent US dollar strength which was bolstered by the prospect for higher interest rates in the US, reducing the appeal for gold bullion. Finally, copper prices retreated on the back of ongoing weakness in China, a key buyer of industrial metals such as copper, bringing into question the potential impact on demand for the red metal.

The US continues to enjoy a self-fulfilling expansion, however, one that is not immune to the global headwinds at bay. On the one hand, the consumer remains in remarkable shape, as solid job creation, improving wages, and savings on gasoline prices have bolstered retail sales and housing. However, trade and manufacturing continue to suffer in the environment of a stronger US dollar and weaker foreign demand. Fortunately, exports make up a comparatively small (13%) portion of the US economy and any near-term weakness should be buffered by ongoing resilience in US domestic demand (70%). As widely expected, the Federal Reserve delivered a quarter-point rate hike at its December 2015 meeting, endorsing their confidence in the sustainability and durability of the US recovery, while also emphasizing the familiar theme of gradualism and caution in normalizing interest rates, so as not to derail the economic progress made in the US.

After rebounding in the third quarter, the Canadian economy hit a soft patch in the fourth quarter in the wake of the relentless downward pressure on energy prices and some disappointing economic results. However, while the low oil price environment will prove challenging for Canada, the impact is expected to fade in intensity going forward, while the economy becomes increasingly reliant on a weaker Canadian dollar and a resurgent US economy to foster growth. Despite recent softness, the Bank of Canada appears comfortable to remain on hold, patiently awaiting the effects of past interest rate cuts, a weaker Canadian dollar, and stronger US demand to reignite the economy, enabling the muchneeded rotation towards export-oriented growth.

Meanwhile, international economies continue to thrive on the abundance of liquidity provided from central banks abroad. In Europe, the economic recovery is well underway amid the trifecta of low interest rates, a weaker euro, and cheaper gasoline prices. Meanwhile, the environment of persistently weak inflation prompted the European Central Bank to ease monetary policy even further at its December 2015 meeting, providing an additional boon to growth. Meanwhile, the Japanese economy dodged a technical recession in the third quarter and continues to exceed expectations on the economic front. As a result, the Bank of Japan has been fairly reluctant to expand its quantitative easing program, but has reiterated its willingness to act "if needed", essentially pledging to backstop the Japanese economy.

Finally, in China, we are seeing some tentative signs that recent interest rate cuts and stepped-up government spending are helping to stabilize growth. The latest round of economic results are showing fresh evidence of finding a bottom, with both industrial output and fixed-asset investment exceeding expectations, while retail sales posted their strongest reading in 2015. While the manufacturing sector remains in contractionary territory, service-oriented sectors are faring much better, consistent with policymakers desire to engineer a soft landing for the Chinese economy as it undergoes the transition towards more sustainable, consumption-based growth and away from exports and capital spending. As such, fears of a hard landing in China have receded, in our view.

SUMMARY OF PORTFOLIO PERFORMANCE

ANNUALIZED RATES OF RETURN

Strategies	AUM ($Billion)	1 yr			5 yrs or Since Inception (SI)* (SI if Inception < 5 yrs)		
		Strategy Return	Added Value	Quartile	Strategy Return	Added Value	Quartile
Fixed Income Investment Strategies	**61.5**						
Active Fixed Income Universe		3.22	-0.30	3	5.03	0.23	2
Tactical Fixed Income Universe		2.74	-0.78	4	5.20	0.39	1
Integrated Fixed Income Universe		3.59	0.07	2	5.07	0.27	2
Active Fixed Income Long-Term		3.55	-0.25	3	7.48	0.18	2
High Yield Bonds		-4.50	0.26	4	5.31	0.07	3
Preferred Shares Relative Value		-12.35	2.59	n/a	1.28	1.54	n/a
Infrastructure Bonds		3.84	-0.32	n/a	7.97*	1.23*	n/a
Balanced Investment Strategies	**4.0**						
Balanced Core		6.33	2.46	2	9.04	2.08	1
Balanced Integrated		6.25	3.39	2	10.61*	2.82*	1
Balanced Fund		5.01	1.43	2	8.50	1.69	2
Equity Investment Strategies	**30.9**						
Canadian Equity Value		-6.38	1.94	2	3.54	1.24	3
Canadian Equity Growth		-3.09	5.23	2	3.00	0.70	3
Canadian Equity Core		-2.81	5.51	2	4.40	2.10	3
High Income Equity		-11.28	3.27	4	5.50	2.12	3
Canadian Equity Small Cap Core		1.75	15.06	2	7.70	13.43	2
Canadian Equity Small Cap		-0.52	12.80	2	6.31	12.05	2
US Equity		22.52	0.93	2	23.22	2.85	1
International Equity		22.05	3.09	2	14.93	4.14	1
Global Equity		22.62	3.74	2	19.62	4.57	1
Alternative Investment Strategies	**5.0**						
North American Market Neutral Fund		9.96	9.33	n/a	2.81	1.90	n/a
Long / Short Equity Fund		17.61	16.98	n/a	12.11	11.20	n/a
Diversified Lending Fund		5.93	5.30	n/a	7.29	6.37	n/a
Multi-Strategy Income Fund		1.09	-1.52	n/a	4.25	1.44	n/a
Infrastructure Fund		6.82	n/a	n/a	6.14	n/a	n/a
Real Estate Fund		5.00	n/a	n/a	4.55*	n/a	n/a
Total	**101.4**						

Inception Date	Benchmark Name	Notes
01/01/1997	FTSE TMX Universe	
01/01/2000	FTSE TMX Universe	
01/01/1993	FTSE TMX Universe	
01/07/1998	FTSE TMX Long Term	
01/02/2002	High Yield Blended	1
01/02/2004	S&P/TSX Preferred Share	
01/08/2011	FTSE TMX Provincials Long Term	
01/09/1984	Balanced Core Blended	2
01/04/2013	Balanced Integrated Blended	3
01/03/1973	Balanced Blended Benchmark	4
01/01/2002	S&P/TSXComposite	
01/01/2007	S&P/TSXComposite Capped	
01/01/1992	S&P/TSXComposite	
01/10/2009	S&P/TSXComposite High Dividend	
01/01/1989	S&P/TSX Small Cap	
01/01/1989	S&P/TSX Small Cap	
01/04/2009	S&P 500 CAD	
01/01/2010	MSCI EAFE Net CAD	
01/10/2009	MSCI World Net CAD	
01/10/2007	FTSE TMX T-Bill 91 day	
01/08/2010	FTSE TMX T-Bill 91 day	
01/04/2008	FTSE TMX T-Bill 91 day	
01/11/2009	FTSE TMX Short Term	
01/03/2010	No Benchmark	
01/07/2013	No Benchmark	

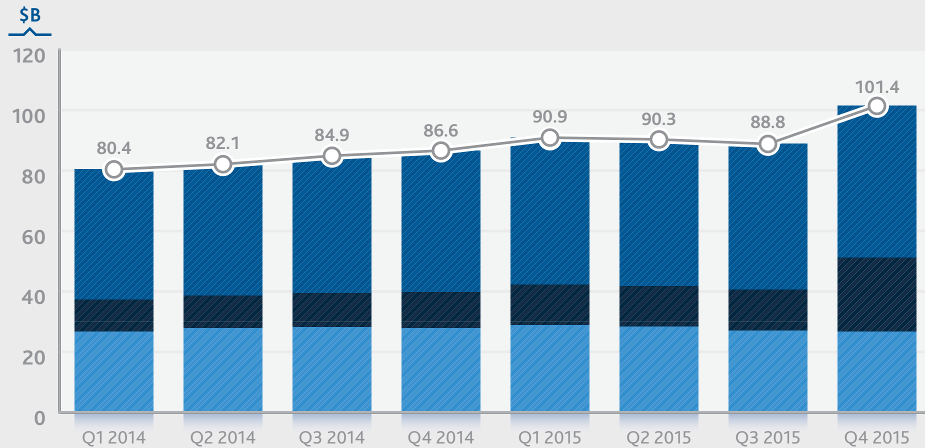
Notes :

1. The High Yield Blended Index is composed of 85% Merrill Lynch US High Yield Cash Pay BB-B Hedged in CAD, 15% Merrill Lynch US High Yield Cash Pay C Hedged in CAD.
2. Balanced Core Blended Benchmark is composed of 5% FTSE TMX T-Bill 91 Day / 35% FTSE TMX Universe / 32.5% S&P TSX Composite / 27.5% MSCI World Ex-Canada Net.
3. Balanced Integrated Blended Benchmark is composed of 2% FTSE TMX T-Bill 91 Day / 36% FTSE TMX Universe / 35% S&P/TSX Composite / 27% MSCI ACWI Net.
4. Balanced Blended Benchmark is composed of 5% FTSE TMX T-Bill 91 Day / 35% FTSE TMX Universe / 32.5% S&P TSX Composite / 27.5% MSCI World NET CAD.
5. All returns, including those of the High Yield Bonds, US Equities, International Equities, and Global Equities, are expressed in Canadian dollars.
6. All performance returns presented above are annualized.
7. All returns, except alternative strategies and Balanced Fund are presented gross of management and custodial fees and without taxes but net of all trading expenses.
8. Alternative Investment Strategies and Balanced Fund are presented net of management fees, custodial fees, performance fees and withholding taxes.
9. The performance returns above assume reinvestment of all dividends.
10. Besides for the alternative strategies, the returns presented for any one line above represent the returns of a composite of discretionary portfolios.
11. Each strategy listed above represents a single discretionary portfolio or group of discretionary portfolios that collectively represent a unique investment strategy or composite.
12. The since inception date represents the earliest date at which a discretionary portfolio was in operation within the strategy.
13. The above composites and pooled funds were selected from the Firm's major investment strategies while the AUM represent the total amounts managed by asset class.
14. Quartile rankings are provided by eVestment.

TREND HIGHLIGHTS

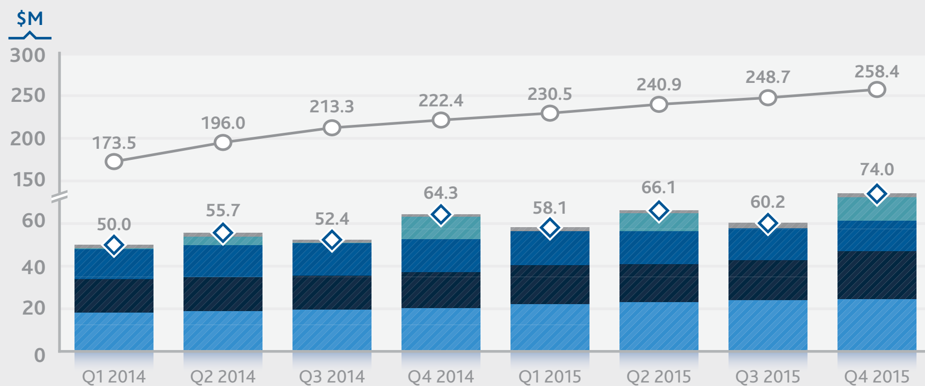
The following illustrates the Company's trends regarding Assets under Management ("AUM"), quarterly and Last Twelve Months ("LTM") revenues, LTM Adjusted EBITDA, LTM Adjusted EBITDA Margin, LTM Adjusted Earnings per share, as well as the LTM dividend payout. The trend analysis is presented in the "*Results and Trend Analysis*" section on page 43.

AUM



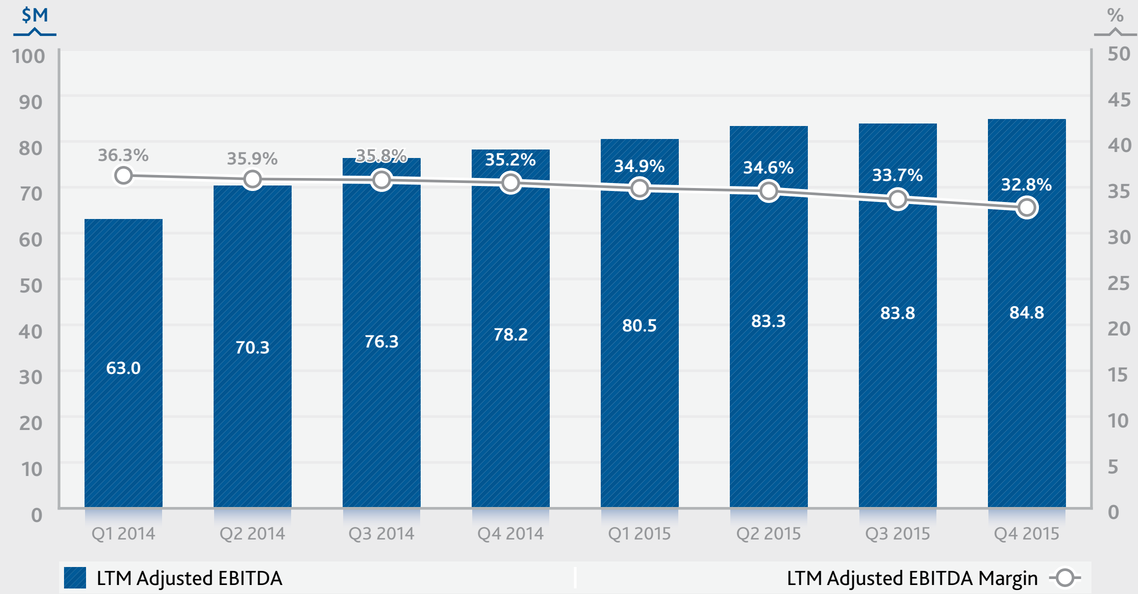
	Q1 2014	Q2 2014	Q3 2014	Q4 2014	Q1 2015	Q2 2015	Q3 2015	Q4 2015
Retail	26.6	27.8	28.2	27.8	28.8	28.4	27.0	26.7
Private Wealth	10.7	10.7	11.2	12.0	13.4	13.4	13.6	24.5
Institutional	43.1	43.6	45.5	46.8	48.7	48.5	48.2	50.2
Total AUM	80.4	82.1	84.9	86.6	90.9	90.3	88.8	101.4

REVENUES

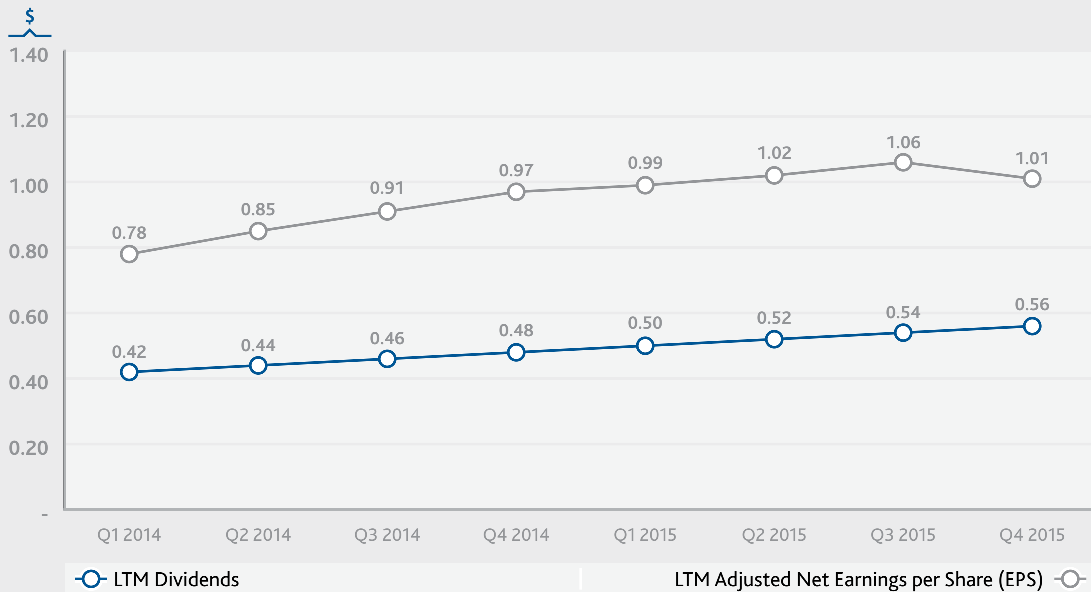


	Q1 2014	Q2 2014	Q3 2014	Q4 2014	Q1 2015	Q2 2015	Q3 2015	Q4 2015
Other Revenues	1.7	1.9	1.4	1.2	1.8	1.3	2.5	1.8
Perfomance Fees	0.5	4.0	0.3	10.6	0.1	8.6	(0.1)	10.9
Retail	14.1	15.0	15.2	15.5	15.8	15.4	15.0	14.5
Private Wealth	15.5	15.9	15.9	16.7	18.3	17.9	18.9	22.5
Institutional	18.2	18.9	19.6	20.3	22.1	22.9	23.9	24.3
Total Revenues	50.0	55.7	52.4	64.3	58.1	66.1	60.2	74.0
LTM Revenues	173.5	196.0	213.3	222.4	230.5	240.9	248.7	258.4

LTM ADJUSTED EBITDA AND MARGIN



LTM ADJUSTED NET EARNINGS PER SHARE AND LTM DIVIDENDS



HIGHLIGHTS FOR THE THREE-MONTH PERIOD ENDED DECEMBER 31, 2015

DECEMBER 31, 2015, COMPARED TO DECEMBER 31, 2014

- Total AUM increased by $14.8 billion, or 17%, to $101.4 billion as at December 31, 2015, compared to AUM of $86.6 billion as at December 31, 2014.
- Base management fees and other revenues for the fourth quarter ended December 31, 2015, increased by $9.4 million, or 18%, to $63.1 million compared to $53.7 million for the same period last year.
- Performance fees were $10.9 million for the fourth quarter ended December 31, 2015, compared to $10.6 million for the same period last year.
- Selling, general and administrative ("SG&A") expenses and external managers' expenses increased by $8.3 million, or 20%, to $49.9 million for the fourth quarter ended December 31, 2015, compared to $41.6 million for the same period last year.
- Adjusted EBITDA increased by $0.9 million, or 4%, to $25.7 million for the fourth quarter ended December 31, 2015, compared to $24.8 million for the same period last year. Adjusted EBITDA per share was $0.36 (basic and diluted) for the fourth quarter of 2015, compared to $0.36 per share (basic) and $0.35 (diluted) for the same period last year.
- For the fourth quarter ended December 31, 2015, the Firm recorded net earnings attributable to the Company's shareholders of $9.7 million, or $0.14 per share (basic) and $0.13 (diluted), a decrease of $2.4 million, or 20%, compared to the fourth quarter ended December 31, 2014, during which the Firm recorded net earnings attributable to the Company's shareholders of $12.1 million, or $0.18 per share (basic and diluted).
- Adjusted net earnings attributable to the Company's shareholders for the fourth quarter ended December 31, 2015, amounted to $21.1 million, or $0.30 per share (basic) and $0.29 (diluted), compared to $23.5 million, or $0.34 per share (basic and diluted), for the fourth quarter ended December 31, 2014.

DECEMBER 31, 2015, COMPARED TO SEPTEMBER 30, 2015

- Total AUM increased by $12.6 billion, or 14%, to $101.4 billion during the fourth quarter ended December 31, 2015, compared to $88.8 billion as at September 30, 2015.
- Base management fees and other revenues for the fourth quarter ended December 31, 2015, increased by $2.8 million, or 5%, to $63.1 million compared to $60.3 million for the previous quarter ended September 30, 2015.
- Performance fees were $10.9 million for the fourth quarter ended December 31, 2015, compared to ($0.1) million for the previous quarter ended September 30, 2015, and are generally recognized in June and December of each year.
- SG&A expenses and external managers' expenses increased by $5.9 million, or 14%, to $49.9 million for the fourth quarter ended December 31, 2015, compared to $44.0 million for the previous quarter ended September 30, 2015.
- Adjusted EBITDA increased by $7.1 million, or 38%, to $25.7 million for the fourth quarter ended December 31, 2015, compared to $18.6 million for the previous quarter ended September 30, 2015. Adjusted EBITDA per share was $0.36 (basic and diluted) for the fourth quarter ended December 31, 2015, compared to $0.27 per share (basic and diluted) for the previous quarter ended September 30, 2015.
- For the fourth quarter ended December 31, 2015, the Firm recorded net earnings attributable to the Company's shareholders of $9.7 million, or $0.14 per share (basic) and $0.13 (diluted), an increase of $3.0 million, or 45%, compared to the previous quarter ended September 30, 2015, during which the Firm recorded net earnings attributable to the Company's shareholders of $6.7 million, or $0.10 per share (basic and diluted).
- Adjusted net earnings attributable to the Company's shareholders for the fourth quarter ended December 31, 2015, amounted to $21.1 million, or $0.30 per share (basic) and $0.29 (diluted), compared to $17.3 million, or $0.25 per share (basic and diluted), for the previous quarter ended September 30, 2015.

HIGHLIGHTS FOR THE TWELVE-MONTH PERIOD ENDED DECEMBER 31, 2015, WERE AS FOLLOWS:

> Base management fees and other revenues for the twelve-month period ended December 31, 2015, increased by $32.0 million, or 15%, to $238.9 million compared to $206.9 million for the same period last year.

> Performance fees were $19.5 million for the twelve-month period ended December 31, 2015, compared to $15.4 million for the same period last year.

> SG&A expenses and external managers' expenses rose by $31.4 million, or 21%, to $182.5 million for the twelve-month period ended December 31, 2015, compared to $151.1 million for the twelve-month period ended December 31, 2014.

> Adjusted EBITDA rose by $6.6 million, or 8%, to $84.8 million for the twelve-month period ended December 31, 2015, compared to $78.2 million for the same period last year. Adjusted EBITDA per share was $1.21 (basic) and $1.20 (diluted) for the twelve-month period ended December 31, 2015, compared to $1.14 per share (basic) and $1.12 (diluted) for the same period last year.

> For the twelve-month period ended December 31, 2015, the Firm recorded net earnings attributable to the Company's shareholders of $27.6 million, or $0.40 per share (basic) and $0.39 (diluted), compared to $27.5 million, or $0.40 per share (basic and diluted) for the same period last year.

> Adjusted net earnings attributable to the Company's shareholders for the twelve-month period ended December 31, 2015, were $70.9 million, or $1.01 per share (basic) and $1.00 (diluted), compared to $66.7 million, or $0.97 per share (basic) and $0.96 (diluted), for the same period last year.

SUMMARY OF QUARTERLY RESULTS

TABLE 1 – STATEMENTS OF EARNINGS AND ASSETS UNDER MANAGEMENT

Assets Under Management (In $ millions)	As at			Variance	
	December 31, 2015	September 30, 2015	December 31, 2014	Quarter over Quarter FAV/(UNF)[2]	Year over Year FAV/(UNF)[2]
Assets under Management	**101,431**	**88,759**	**86,612**	12,672	14,819

Statements of Earnings (in $ thousands except per share data)	For the Three-Month Periods Ended			Variance	
	December 31, 2015	September 30, 2015	December 31, 2014	Quarter over Quarter FAV/(UNF)[2]	Year over Year FAV/(UNF)[2]
Revenues					
Base management fees	**61,319**	**57,786**	**52,502**	3,533	8,817
Performance fees - Traditional Assets	**5,930**	**(181)**	**5,567**	6,111	363
Performance fees - Alternative Assets	**4,981**	**53**	**5,022**	4,928	(41)
Other revenues	**1,769**	**2,556**	**1,213**	(787)	556
Total revenues	**73,999**	**60,214**	**64,304**	13,785	9,695
Expenses					
Selling, general and administrative expenses	**49,013**	**42,749**	**40,150**	(6,264)	(8,863)
External managers	**897**	**1,205**	**1,490**	308	593
Depreciation of property and equipment	**646**	**487**	**611**	(159)	(35)
Amortization of intangible assets	**7,169**	**6,709**	**6,655**	(460)	(514)
Interest on long-term debt and other financial charges	**2,208**	**1,905**	**2,283**	(303)	75
Accretion and change in fair value of purchase price obligations	**644**	**(1,431)**	**636**	(2,075)	(8)
Restructuring and other integration costs	**774**	**468**	**1,174**	(306)	400
Acquisition costs	**2,311**	**1,189**	**824**	(1,122)	(1,487)
Changes in fair value of derivative financial instruments	**(342)**	**(89)**	**(8,284)**	253	(7,942)
Impairment of non-financial assets	**-**	**-**	**8,016**	-	8,016
Other (income) expenses[3]	**(974)**	**(864)**	**(38)**	110	936
Total expenses	**62,346**	**52,328**	**53,517**	(10,018)	(8,829)
Earnings before income taxes	**11,653**	**7,886**	**10,787**	3,767	866
Income taxes	**2,180**	**1,667**	**1,322**	(513)	(858)
Net earnings	**9,473**	**6,219**	**9,465**	3,254	8
Attributable to:					
Company's shareholders	**9,678**	**6,700**	**12,090**	2,978	(2,412)
Non-controlling interest	**(205)**	**(481)**	**(2,625)**	276	2,420
Net earnings	**9,473**	**6,219**	**9,465**	3,254	8
BASIC PER SHARE					
Adjusted EBITDA[1]	**0.36**	**0.27**	**0.36**	0.09	-
Net earnings	**0.14**	**0.10**	**0.18**	0.04	(0.04)
Adjusted net earnings[1]	**0.30**	**0.25**	**0.34**	0.05	(0.04)
DILUTED PER SHARE					
Adjusted EBITDA[1]	**0.36**	**0.27**	**0.35**	0.09	0.01
Net earnings	**0.13**	**0.10**	**0.18**	0.03	(0.05)
Adjusted net earnings[1]	**0.29**	**0.25**	**0.34**	0.04	(0.05)

1. Adjusted EBITDA and Adjusted net earnings are non-IFRS measures. Please refer to "Non-IFRS Measures" on page 55.
2. FAV: Favourable - UNF: Unfavourable
3. Other expenses (income) include "Realized gain on investments", "Share of (earnings) loss of joint ventures" and "(Gain) Loss on dilution of investments in joint ventures".

Certain totals, subtotals and percentages may not reconcile due to rounding.

TABLE 1 – STATEMENTS OF EARNINGS AND ASSETS UNDER MANAGEMENT (CONTINUED)

	For the Twelve-Month Periods Ended		Variance
Statements of Earnings (in $ thousands except per share data)	**December 31, 2015**	**December 31, 2014**	Year over Year FAV/(UNF)[2]
Revenues			
Base management fees	**231,421**	**200,612**	30,809
Performance fees - Traditional Assets	**6,228**	**6,434**	(206)
Performance fees - Alternative Assets	**13,306**	**9,003**	4,303
Other revenues	**7,462**	**6,309**	1,153
Total revenues	**258,417**	**222,358**	36,059
Expenses			
Selling, general and administrative expenses	**177,691**	**145,967**	(31,724)
External managers	**4,825**	**5,107**	282
Depreciation of property and equipment	**2,030**	**1,733**	(297)
Amortization of intangible assets	**27,119**	**25,700**	(1,419)
Interest on long-term debt and other financial charges	**8,852**	**7,977**	(875)
Accretion and change in fair value of purchase price obligations	**484**	**2,642**	2,158
Restructuring and other integration costs	**2,361**	**3,127**	766
Acquisition costs	**4,748**	**2,079**	(2,669)
Changes in fair value of derivative financial instruments	**445**	**(7,419)**	(7,864)
Impairment of non-financial assets	**-**	**8,016**	8,016
Other (income) expenses[3]	**(2,573)**	**(1,320)**	1,253
Total expenses	**225,982**	**193,609**	(32,373)
Earnings before income taxes	**32,435**	**28,749**	3,686
Income taxes	**6,771**	**5,158**	(1,613)
Net earnings	**25,664**	**23,591**	2,073
Attributable to:			
Company's shareholders	**27,631**	**27,492**	139
Non-controlling interest	**(1,967)**	**(3,901)**	1,934
Net earnings	**25,664**	**23,591**	2,073
BASIC PER SHARE			
Adjusted EBITDA[1]	**1.21**	**1.14**	0.07
Net earnings	**0.40**	**0.40**	-
Adjusted net earnings[1]	**1.01**	**0.97**	0.04
DILUTED PER SHARE			
Adjusted EBITDA[1]	**1.20**	**1.12**	0.08
Net earnings	**0.39**	**0.40**	(0.01)
Adjusted net earnings[1]	**1.00**	**0.96**	0.04

1. Adjusted EBITDA and Adjusted net earnings are non-IFRS measures. Please refer to "Non-IFRS Measures" on page 55.
2. FAV: Favourable - UNF: Unfavourable
3. Other expenses (income) include "Realized gain on investments", "Share of (earnings) loss of joint ventures" and "(Gain) Loss on dilution of investments in joint ventures".

Certain totals, subtotals and percentages may not reconcile due to rounding.

TABLE 2 – SELECTED STATEMENTS OF FINANCIAL POSITION INFORMATION (IN $ THOUSANDS)

	December 31, 2015	December 31, 2014
Cash, restricted cash, investments	**33,322**	25,445
Accounts receivable	**65,435**	59,960
Other current assets	**13,366**	4,654
Total current assets	**112,123**	90,059
Intangible assets	**322,975**	292,835
Goodwill	**391,347**	370,161
Investment in joint ventures	**6,460**	9,635
Other non-current assets	**23,752**	9,490
Total assets	**856,657**	772,180
Accounts payable and accrued liabilities	**50,784**	41,034
Other current liabilities	**15,139**	12,646
Total current liabilities	**65,923**	53,680
Deferred income taxes	**12,566**	20,091
Long-term debt	**264,226**	222,081
Purchase price obligations	**30,674**	36,168
Derivative financial instruments	**1,390**	945
Other non-current liabilities	**11,850**	5,004
Total liabilities	**386,629**	337,969
Equity		
Attributable to Company's shareholders	**474,938**	437,154
Attributable to Non-controlling interest	**(4,910)**	(2,943)
	470,028	434,211
Total liabilities and equity	**856,657**	772,180

RESULTS FROM OPERATIONS AND OVERALL PERFORMANCE

ASSETS UNDER MANAGEMENT

Assets under management levels are critical to Fiera Capital's business. The change in the Firm's AUM is determined by i) the level of new mandates ("New"); ii) the level of redemption ("Lost"); iii) the level of inflows and outflows from existing customers ("Net Contributions"); iv) the increase or decrease in the market value of the assets held in the portfolio of investments ("Market") and v) business acquisitions ("Acquisitions"). For simplicity, the "Net variance" is the sum of the New mandates, Lost mandates and Net Contributions, the change in Market value and the impact of foreign exchange rate changes. In this MD&A, the Firm analyzes its results based on its clientele type.

The following tables (Tables 3, 4 and 5) provide a summary of changes in the Firm's assets under management.

TABLE 3 – ASSETS UNDER MANAGEMENT (IN $ MILLIONS)[1]

	For the Three-Month Periods Ended		
	December 31, 2015	September 30, 2015	December 31, 2014
AUM - beginning of period	88,759	90,291	84,875
Net variance	3,424	(1,532)	1,737
Acquisitions/Adjustment	9,248	-	-
AUM - end of period	101,431	88,759	86,612

Certain totals, subtotals and percentages may not reconcile due to rounding.

1. AUM include the foreign exchange impact.

TABLE 4 – ASSETS UNDER MANAGEMENT BY CLIENTELE TYPE – QUARTERLY ACTIVITY CONTINUITY SCHEDULE ($ IN MILLIONS)

	September 30, 2015	New	Lost	Net Contributions	Market	Foreign Exchange Impact	Acquisition /Adjustment	December 31, 2015
Institutional	48,188	1,471	(153)	(638)	1,121	188	-	50,177
Private Wealth	13,590	299	(143)	111	210	998	9,473[1]	24,538
Retail	26,981	40	(122)	(195)	237	-	(225)[2]	26,716
AUM - end of period	88,759	1,810	(418)	(722)	1,568	1,186	9,248	101,431

1. Acquisition of Samson
2. $0.2 billion to adjust the valuation of a specific mandate

Certain totals, subtotals and percentages may not reconcile due to rounding.

QUARTERLY ACTIVITIES

Total AUM increased by $12.6 billion, or 14%, to $101.4 billion during the fourth quarter ended December 31, 2015, compared to $88.8 billion as at September 30, 2015. The increase is due primarily to the acquisition of Samson, bringing $9.5 billion in AUM, combined with new mandates of $1.8 billion and market appreciation of $1.6 billion during the quarter. These increases in AUM were partially offset by lost mandates of $0.4 billion and negative net contribution of $0.7 billion during the quarter. Lastly, the US dollar exchange rate fluctuations positively impacted AUM during the fourth quarter by approximately $1.2 billion.

The Institutional AUM increased by $2.0 billion or 4%, to $50.2 billion during the fourth quarter ended December 31, 2015, compared to $48.2 billion from the previous quarter ended September 30, 2015. The increase was primarily driven by new mandates of $1.5 billion, mostly in Global Equity, Liability Driven Investments, Balanced and Alternative strategies, combined with market appreciation of $1.1 billion during the period. These increases were partially offset by negative net contributions of $0.6 billion from clients that remain invested with the firm but that redeemed a portion of their investments as a result of liquidity needs or that rebalanced their allocation across asset classes, combined with $0.2 billion in client losses which were driven primarily by clients that either ceased their own respective activities or clients with liquidity needs. Lastly, the US dollar exchange rate fluctuations positively impacted AUM during the fourth quarter by approximately $0.2 billion.

The AUM related to the Private Wealth clientele increased by $10.9 billion, or 80%, to $24.5 billion during the fourth quarter ended December 31, 2015, compared to $13.6 billion from the previous quarter ended September 30, 2015. The increase is mainly due to the inclusion of $9.5 billion in AUM from the acquisition of Samson, combined with the positive impact of the US dollar exchange rate fluctuations of $1.0 billion, new mandates of $0.3 billion, namely from Wilkinson and Bel Air, and market appreciation of $0.2 billion.

The AUM related to the Retail clientele decreased by $0.3 billion, or 1%, to $26.7 billion during the fourth quarter ended December 31, 2015, compared to $27.0 billion from the previous quarter ended September 30, 2015. The decrease is mainly due to negative net contribution and lost mandates (mostly from one major mandate resulting from repatriation of assets) of $0.2 billion and $0.1 million, respectively. These decreases in AUM were partially offset by market appreciation of $0.2 billion during the period. Lastly, the Firm had made an adjustment of ($0.2) billion during the fourth quarter due to funds of funds presentation requirement.

TABLE 5 – ASSETS UNDER MANAGEMENT BY CLIENTELE TYPE – YEAR-TO-DATE ACTIVITY CONTINUITY SCHEDULE (IN $ MILLIONS)

	December 31, 2014	New	Lost	Net Contributions	Market	Foreign Exchange Impact	Acquisition /Adjustment	December 31, 2015
Institutional	46,774	2,996	(1,125)	(163)	1,594	576	(475)[1]	50,177
Private Wealth	11,998	865	(355)	329	(299)	2,527	9,473[2]	24,538
Retail	27,840	335	(1,035)	172	(371)	-	(225)[3]	26,716
AUM - end of period	86,612	4,196	(2,515)	338	924	3,103	8,773	101,431

1. $0.5 billion to adjust the valuation of a specific mandate to its unlevered value
2. Acquisition of Samson
3. $0.2 billion to adjust the valuation of a specific mandate

Certain totals, subtotals and percentages may not reconcile due to rounding.

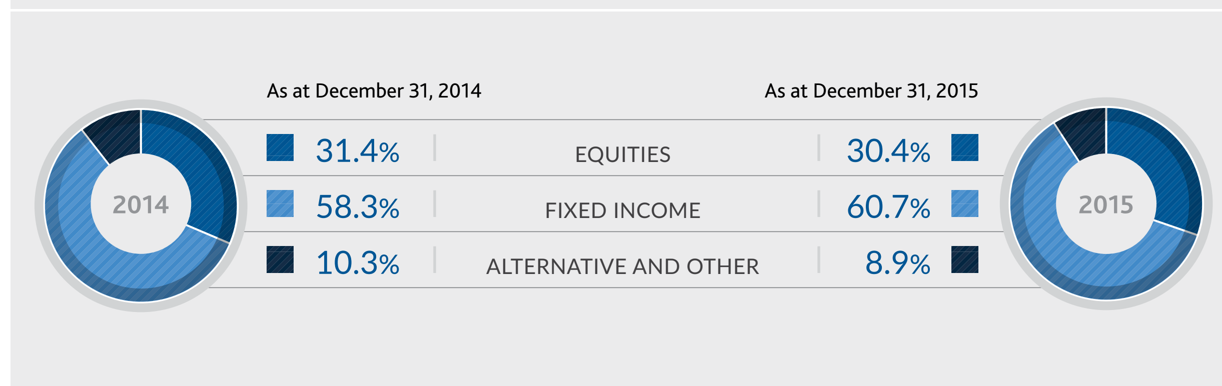
Year-to-Date Activity

Total AUM increased by $14.8 billion, or 17%, to $101.4 billion during the twelve-month period ended December 31, 2015, compared to $86.6 billion as at December 31, 2014. The increase is due primarily to the acquisition of Samson, bringing $9.5 billion in AUM, combined with new mandates of $4.2 billion, mostly from the Institutional and Private Wealth clientele, and market appreciation of $0.9 billion, partially offset by lost mandates of $2.5 billion. Finally, the US dollar exchange rate fluctuation positively impacted the Firm's AUM during the twelve-month period ended December 31, 2015, by approximately $3.1 billion.

The following graphs illustrate the breakdown of the Firm's AUM by clientele type and by asset class as at December 31, 2014, and December 31, 2015, respectively.

AUM BY CLIENTELE TYPE

AUM BY ASSET CLASS



REVENUE

The Firm's revenues consist of (i) management fees, (ii) performance fees, and (iii) other revenues. Management fees are AUM-based and, for each clientele type, revenues are primarily earned on the AUM average closing value at the end of each day, month or calendar quarter in accordance with contractual agreements. For certain mandates, the Firm is also entitled to performance fees. The Firm categorizes performance fees in two groups: those associated with traditional asset classes or strategies and those associated with alternative asset classes or strategies. Other revenues are primarily derived from brokerage and consulting fees which are not AUM driven.

The following revenue analysis refers to average assets for each clientele type.

TABLE 6 – REVENUES: QUARTERLY ACTIVITY (IN $ THOUSANDS)

	For the Three-Month Periods Ended			Variance	
	December 31, 2015	September 30, 2015	December 31, 2014	Quarter over Quarter	Year over Year
Institutional	**24,307**	**23,876**	**20,298**	431	4,009
Private Wealth	**22,478**	**18,857**	**16,662**	3,621	5,816
Retail	**14,534**	**15,053**	**15,542**	(519)	(1,008)
Total management fees	**61,319**	**57,786**	**52,502**	3,533	8,817
Performance fees – Traditional asset class	**5,930**	**(181)**	**5,567**	6,111	363
Performance fees – Alternative asset class	**4,981**	**53**	**5,022**	4,928	(41)
Total performance fees	**10,911**	**(128)**	**10,589**	11,039	322
Other revenues	**1,769**	**2,556**	**1,213**	(787)	556
Total revenues	**73,999**	**60,214**	**64,304**	13,785	9,695

Certain totals, subtotals and percentages may not reconcile due to rounding.

Current Quarter versus Prior-Year Quarter

Revenues for the fourth quarter ended December 31, 2015, increased by $9.7 million, or 15%, to $74.0 million compared to $64.3 million for the same period last year. The increase in revenues is due mainly to the higher AUM base driving an $8.8 million improvement in management fees, combined with higher other revenues and higher performance fees, namely from the traditional asset class.

Management Fees

Management fees increased by $8.8 million, or 17%, to $61.3 million for the fourth quarter ended December 31, 2015, compared to $52.5 million for the same period last year. The overall increase in revenues and the increase by clientele type are as follows:

> Revenues from the Institutional clientele improved by $4.0 million, or 20%, to $24.3 million for the fourth quarter ended December 31, 2015, compared to $20.3 million for the same quarter last year. The improvement is primarily due to the increase in net AUM, resulting from new mandates namely from the US, market appreciation and the positive impact of the US dollar exchange rate fluctuations, compared to the same period last year.

> Revenues from the Private Wealth clientele increased by $5.8 million, or 35%, to $22.5 million for the fourth quarter ended December 31, 2015, compared to $16.7 million for the same period last year. The increase is primarily due to the inclusion of two months of revenues from Samson, higher revenue resulting from new mandates, combined with the positive impact of changes in the US dollar exchange rates.

> Revenues from the Retail clientele decreased by $1.0 million, or 6%, to $14.5 million for the fourth quarter ended December 31, 2015, compared to $15.5 million for the same quarter last year. The decrease is mainly due to lower base AUM as at December 31, 2015 compared to those from the comparable period of last year.

Performance Fees

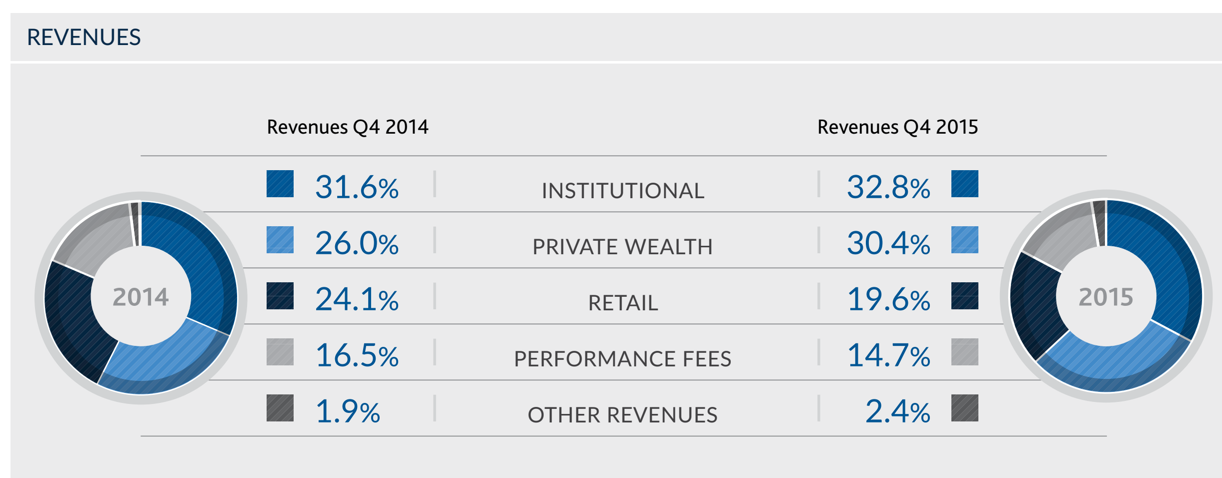
Performance fees were $10.9 million for the fourth quarter ended December 31, 2015, compared to $10.6 million for the same period last year. The increase resulted from higher performance fees from the traditional asset class due to strong fund performance recorded during the fourth quarter of 2015, compared to the same period last year, partially offset by lower performance fees from the alternative asset classes.

Other Revenues

Other revenues increased by $0.6 million, or 46%, to $1.8 million for the fourth quarter ended December 31, 2015, compared to $1.2 million for the same period last year. The increase is mainly due to higher consulting and brokerage fees and other non-recurring revenues.

The following graphs illustrate the breakdown of the Firm's revenues for the three-month periods ended December 31, 2014, and December 31, 2015, respectively.

REVENUES



Current Quarter versus Previous Quarter

Revenues for the fourth quarter ended December 31, 2015, increased by $13.8 million, or 23%, to $74.0 million compared to $60.2 million for the previous quarter ended September 30, 2015. The increase in revenues is mainly attributable to higher performance fees from the traditional and alternative asset classes, which are generally recognized in June and December of each year, combined with higher base revenue resulting from the inclusion of two months of revenue from Samson.

Management Fees

Management fees increased by $3.5 million, or 6%, to $61.3 million for the fourth quarter ended December 31, 2015, compared to $57.8 million for the previous quarter ended September 30, 2015. The following is the breakdown of the management fees by clientele type:

- Revenues from the Institutional clientele increased by $0.4 million, or 2%, to $24.3 million for the fourth quarter ended December 31, 2015, compared to $23.9 million for the previous quarter ended September 30, 2015, mainly as a result of new mandates from the US Significant mandates were funded toward the end of the current quarter of 2015, and the revenue will be recognized in the coming months.

- Revenues from the Private Wealth clientele increased by $3.6 million, or 19%, to $22.5 million for the fourth quarter ended December 31, 2015, compared to $18.9 million for the previous quarter ended September 30, 2015. This increase in revenue is mainly attributable to the inclusion of two months of revenue from Samson.

- Revenues from the Retail clientele decreased by $0.6 million, or 4%, to $14.5 million for the fourth quarter ended December 31, 2015, compared to $15.1 million for the previous quarter ended September 30, 2015, mainly due to a lower AUM base.

Performance Fees

Total performance fees, which are generally recorded in June and December of each year, were $10.9 million for the fourth quarter ended December 31, 2015, resulting from strong fund performance from the traditional and alternative asset classes, compared to ($0.1) million due to a non-recurring credit for the previous quarter ended September 30, 2015.

Other Revenues

Other revenues decreased by $0.8 million, or 31%, to $1.8 million for the fourth quarter ended December 31, 2015, compared to $2.6 million for the previous quarter ended September 30, 2015. The decrease in other revenues is mainly due to a one-time non-recurring revenue recorded in the previous quarter ended September 30, 2015.

TABLE 7 – REVENUES: YEAR-TO-DATE ACTIVITY (IN $ THOUSANDS)

	For The Twelve-Month Periods Ended		Variance
	December 31, 2015	December 31, 2014	Year over Year
Institutional	**93,153**	**76,921**	16,232
Private Wealth	**77,541**	**63,897**	13,644
Retail	**60,727**	**59,794**	933
Total management fees	**231,421**	**200,612**	30,809
Performance fees – Traditional asset class	**6,228**	**6,434**	(206)
Performance fees – Alternative asset class	**13,306**	**9,003**	4,303
Total performance fees	**19,534**	**15,437**	4,097
Other revenues	**7,462**	**6,309**	1,153
Total revenues	**258,417**	**222,358**	36,059

Certain totals, subtotals and percentages may not reconcile due to rounding.

Year-to-Date December 31, 2015, versus Year-to-Date December 31, 2014

Revenues for the twelve-month period ended December 31, 2015, increased by $36.0 million, or 16%, to $258.4 million, compared to $222.4 million for the same period last year. The increase in revenues is mainly due to the higher AUM base, driving a $30.8 million improvement in management fees, resulting from the acquisition of Samson, new mandates, market appreciation, and the positive impact of the US dollar exchange rate fluctuations, combined with an increase of $4.1 million in performance fees and $1.2 million of other revenues, mostly from consulting and brokerage fees.

Management Fees

Management fees increased by $30.8 million, or 15%, to $231.4 million for the twelve-month period ended December 31, 2015, compared to $200.6 million for the same period last year. The overall increase in management fees and the increase by clientele type are as follows:

> Revenues from the Institutional clientele increased by $16.2 million, or 21%, to $93.1 million for the twelve-month period ended December 31, 2015, compared to $76.9 million for the same period last year. The improvement is mainly due to additional net AUM, mostly from new mandates in the US, combined with the positive impact of the US dollar exchange rate fluctuations, as well as market appreciation during the period.

> Revenues from the Private Wealth clientele increased by $13.6 million, or 21%, to $77.5 million for the twelve-month period ended December 31, 2015, compared to $63.9 million for the same period last year. This increase in revenue is mainly attributable to higher average AUM, due to the positive impact of the US dollar exchange rate fluctuations, combined with two months of revenue from Samson during the twelve-month period ended December 31, 2015.

> Revenues from the Retail clientele increased by $0.9 million, or 2%, to $60.7 million for the twelve-month period ended December 31, 2015, compared to $59.8 million for the same period last year. The increase is mainly attributable to four full quarters of revenues from Propel during the twelve-month period ended December 31, 2015 compared to four months of revenues from Propel in 2014, partially offset by a shortfall in revenue due to lower average AUM for the twelve-month period ended December 31, 2015.

Performance Fees

Total performance fees amounted to $19.5 million for the twelve-month period ended December 31, 2015, compared to $15.4 million for the same period last year. This improvement is due to a $4.3 million increase in alternative asset class performance fees resulting from strong fund performance whereas the level of AUM remained fairly stable, partially offset by a $0.2 million decrease in traditional asset class performance fees due to non-recurring credits recorded in the twelve-month period ended December 31, 2015.

Other Revenues

Other revenues increased by $1.2 million, or 18%, to $7.5 million for the twelve-month period ended December 31, 2015, compared to $6.3 million for the same period last year. The increase in other revenues is mainly due to higher consulting and brokerage fees during the twelve-month period ended December 31, 2015.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Current Quarter versus Prior-Year Quarter

SG&A expenses rose by $8.9 million, or 22%, to $49.0 million for the three-month period ended December 31, 2015, compared to $40.1 million for the same period last year. The increase is mainly due to higher compensation costs and the negative impact of the US dollar exchange rate fluctuations on US operations, combined with the inclusion of costs related to the Samson acquisition.

Current Quarter versus Previous Quarter

SG&A expenses increased by $6.3 million, or 15%, to $49.0 million for the three-month period ended December 31, 2015, compared to $42.7 million for the previous quarter ended September 30, 2015. The increase is mainly attributable to higher compensation which is related to higher revenue from performance fees of the traditional and alternative asset class, combined with the inclusion of two months of operation from the Samson acquisition.

Year-to-Date December 31, 2015, versus Year-to-Date December 31, 2014

SG&A expenses increased by $31.7 million, or 22%, to $177.7 million for the twelve-month period ended December 31, 2015, compared to $146.0 million for the same period last year. The increase is mainly due to higher fixed and variable compensation to support the business growth, higher performance fees incentive expenses, combined with the inclusion of costs related to the Samson acquisition and the impact of the US dollar exchange rate changes on the US operations.

EXTERNAL MANAGERS

Current Quarter versus Prior-Year Quarter

External managers' expenses decreased by $0.6 million, or 40%, to $0.9 million for the fourth quarter ended December 31, 2015, compared to $1.5 million for the same quarter last year. The decrease in external managers' expenses is mainly due to lower external managers' expenses from Bel Air resulting from the change in revenue presentation.

Current Quarter versus Previous Quarter

External managers' expenses decreased by $0.3 million, or 25%, to $0.9 million for the fourth quarter ended December 31, 2015, compared to $1.2 million for the previous quarter ended September 30, 2015.

Year-to-Date December 31, 2015, versus Year-to-Date December 31, 2014

External managers' expenses decreased by $0.3 million, or 6%, to $4.8 million for the twelve-month period ended December 31, 2015, compared to $5.1 million for the same period last year. The decrease is mainly due to lower external managers' expenses from Bel Air as a result of the change in revenue presentation.

DEPRECIATION AND AMORTIZATION

Current Quarter versus Prior-Year Quarter

Depreciation of property and equipment remained stable at $0.6 million for the fourth quarter ended December 31, 2015, compared to the corresponding quarter last year.

Amortization of intangible assets increased by $0.5 million, or 8%, to $7.2 million for the fourth quarter ended December 31, 2015, compared to $6.7 million for the same period last year, following the acquisition of intangible assets from Samson.

Current Quarter versus Previous Quarter

Depreciation of property and equipment increased by $0.1 million, or 32%, to $0.6 million for the fourth quarter ended December 31, 2015, compared to $0.5 million for the previous quarter ended September 30, 2015.

Amortization of intangible assets increased by $0.5 million, or 7%, to $7.2 million for the fourth quarter ended December 31, 2015, compared to $6.7 million from the previous quarter ended September 30, 2015, mainly due to the acquisition of intangible assets from Samson.

Year-to-Date December 31, 2015, versus Year-to-Date December 31, 2014

Depreciation of property and equipment increased by $0.3 million, or 17%, to $2.0 million for the twelve-month period ended December 31, 2015, compared to $1.7 million for the same period last year.

Amortization of intangible assets increased by $1.4 million, or 6%, to $27.1 million for the twelve-month period ended December 31, 2015, compared to $25.7 million for the same period last year, following the acquisition of intangible assets from Samson.

INTEREST ON LONG-TERM DEBT AND OTHER FINANCIAL CHARGES

Current Quarter versus Prior-Year Quarter

The interest on long-term debt and other financial charges remained stable at $2.2 million for the fourth quarter ended December 31, 2015, compared to $2.3 million for the same quarter last year.

Current Quarter versus Previous Quarter

The interest on long-term debt and other financial charges increased by $0.3 million, or 16%, to $2.2 million for the fourth quarter ended December 31, 2015, compared to $1.9 million for the previous quarter ended September 30, 2015, following the acquisition of Samson.

Year-to-Date December 31, 2015, versus Year-to-Date December 31, 2014

The interest on long-term debt and other financial charges increased by $0.9 million, or 11%, to $8.9 million for the twelve-month period ended December 31, 2015, compared to $8.0 million for the same period last year, mainly due to the recognition of one-time financing costs during the twelve-month period ended December 31, 2015.

ACCRETION AND CHANGE IN FAIR VALUE OF PURCHASE PRICE OBLIGATIONS

Current Quarter versus Prior-Year Quarter

The accretion and change in fair value of purchase price obligations remained stable at $0.6 million for the fourth quarter ended December 31, 2015, compared to the same quarter last year.

Current Quarter versus Previous Quarter

The accretion and change in fair value of purchase price obligations represented a charge of $0.6 million for the fourth quarter ended December 31, 2015, compared to a gain of $1.4 million for the third quarter ended September 30, 2015. This is due to a write-off of purchase price obligations of $2 million recorded in September 2015 related to the closed-end funds from Propel.

Year-to-Date December 31, 2015, versus Year-to-Date December 31, 2014

The accretion and change in fair value of purchase price obligations represented a charge of $0.5 million for the twelve-month period ended December 31, 2015, compared to a charge of $2.6 million for the same period last year. This is due to a write-off of purchase price obligation of $2 million recorded in September 2015 related to the closed-end funds from Propel.

ACQUISITION AND RESTRUCTURING AND OTHER INTEGRATION COSTS

Current Quarter versus Prior-Year Quarter

Acquisition and restructuring and other integration costs increased by $1.1 million, or 54%, to $3.1 million for the fourth quarter ended December 31, 2015, compared to $2.0 million for the same period last year. The increase in acquisition and restructuring costs is mainly due to the acquisition of Samson, combined with numerous activities in setting up the US platform during the fourth quarter ended December 31, 2015, compared to the same period last year.

Current Quarter versus Previous Quarter

Acquisition and restructuring and other integration costs increased by $1.4 million, or 86%, to $3.1 million for the fourth quarter ended December 31, 2015, compared to $1.7 million for the previous quarter ended September 30, 2015. The increase is mainly due to the acquisition of Samson, combined with the costs related to various new initiatives during the fourth quarter of 2015.

Year-to-Date December 31, 2015, versus Year-to-Date December 31, 2014

Acquisition and restructuring and other integration costs increased by $1.9 million, or 37%, to $7.1 million for the twelve-month period ended December 31, 2015, compared to $5.2 million for the same period last year. The increase is mainly attributable to higher acquisitions costs resulting from the acquisition of Samson and various initiatives during the twelve-month period ended December 31, 2015, compared to the same period last year, partially offset by lower restructuring and other integration costs.

CHANGES IN FAIR VALUE OF DERIVATIVE FINANCIAL INSTRUMENTS/IMPAIRMENT OF NON-FINANCIAL ASSETS

The Company recorded a gain of $0.3 million related to changes in the fair value of derivative financial instruments for the fourth quarter ended December 31, 2015, compared to a gain of $0.1 million for the previous quarter ended September 30, 2015, and compared to a gain of $8.3 million for the fourth quarter ended December 31, 2014, which includes a gain of $8.4 million from the value of the option granted to a non-controlling interest. Excluding this factor, the gain would have been an expense of $0.1 million for the quarter ended December 31, 2014.

During the quarters ended December 31, 2015, and September 30, 2015, the impairment of non-financial assets was nil compared to an impairment of non-financial assets of $8.0 million recorded during the fourth quarter ended December 31, 2014. The value of the option granted to non-controlling interest is based on a formula that was agreed upon by all parties during the acquisition of the selected alternative asset management funds of GMP. This formula uses the present value of the sum of a multiple of the forecasted earnings before income taxes, depreciation, amortization ("EBITDA") and forecasted performance fees. The actual performance of the subsidiary will affect the value of the option. Forecasts are monitored and updated on a monthly basis, and the value of the option is recalculated at the end of each reporting period. During the fourth quarter of 2014, the Company completed the annual budget for fiscal 2015 and recalculated the option value using the most recent EBITDA attributable to Fiera Quantum L.P. As a result, as at December 31, 2014, the Company determined that the value of the option was nil.

ADJUSTED EBITDA

Adjusted EBITDA is calculated as the difference between total revenues and SG&A expenses (excluding non-cash compensation) and external managers' expenses. We believe that adjusted EBITDA is a meaningful measure as it allows for the evaluation of our operating performance before the impact of non-operating items.

TABLE 8 - ADJUSTED EBITDA[1] (IN $ THOUSANDS EXCEPT PER SHARE DATA)

	For the Three-Month Periods Ended			For the Twelve-Month Periods Ended	
	December 31, 2015	September 30, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Revenues					
Base management fees	61,319	57,786	52,502	231,421	200,612
Performance fees	10,911	(128)	10,589	19,534	15,437
Other revenues	1,769	2,556	1,213	7,462	6,309
Total revenues	73,999	60,214	64,304	258,417	222,358
Expenses					
Selling, general and administrative	49,013	42,749	40,150	177,691	145,967
External managers	897	1,205	1,490	4,825	5,107
Total expenses	49,910	43,954	41,640	182,516	151,074
EBITDA	24,089	16,260	22,664	75,901	71,284
Add back: Non-cash compensation	1,668	2,348	2,156	8,880	6,940
Adjusted EBITDA	25,757	18,608	24,820	84,781	78,224
Per share basic[2]	0.36	0.27	0.36	1.21	1.14
Per share diluted[2]	0.36	0.27	0.35	1.20	1.12

1. Adjusted EBITDA is a non-IFRS measure. Please refer to "Non-IFRS Measures" on page 55.
2. Adjusted EBITDA include EBITDA attributable to the Company's shareholders and non-controlling interest.

Certain totals, subtotals and percentages may not reconcile due to rounding.

Current Quarter versus Prior-Year Quarter

For the fourth quarter ended December 31, 2015, adjusted EBITDA increased by $0.9 million, or 4%, to $25.7 million, or $0.36 per share (basic and diluted), compared to $24.8 million, or $0.36 per share (basic) and $0.35 (diluted), for the same period last year.

Adjusted EBITDA for the fourth quarter ended December 31, 2015, was driven by an increase in base management fees compared to the same period last year, mainly due to additional base management fees, positive impact of the US dollar exchange fluctuations in the US, market appreciation as well as the acquisition of Samson, combined with higher other revenues and performance fees from the traditional asset class. These items were partially offset by an increase in overall operating expenses, including SG&A expenses and the inclusion of the acquired Samson.

Current Quarter versus Previous Quarter

For the fourth quarter ended December 31, 2015, adjusted EBITDA increased by $7.1 million, or 38%, to $25.7 million, or $0.36 per share (basic and diluted), compared to $18.6 million, or $0.27 per share (basic and diluted), from the previous quarter ended September 30, 2015. The increase is mainly due to higher performance fees in both traditional and alternative asset classes which are generally recorded in June and December of each year, combined with higher base management fees as a result of a higher AUM base as discussed in the AUM section. The rise in revenue was partially offset by an increase in overall operating expenses, including SG&A expenses to support business growth and due to the inclusion of the acquired Samson operations.

Year-to-Date December 31, 2015 versus Year-to-Date December 31, 2014

For the twelve-month period ended December 31, 2015, adjusted EBITDA increased by $6.6 million, or 8%, to $84.8 million, or $1.21 per share (basic) and $1.20 (diluted), compared to $78.2 million, or $1.14 per share (basic) and $1.12 (diluted), for the same period last year.

The increase in adjusted EBITDA for the twelve-month period ended December 31, 2015, is mainly attributable to an increase in base management fees resulting from higher average AUM mainly due to new mandates won, the acquisition of Samson, the market appreciation and positive change in the US dollar exchange rates, combined with higher performance fees during the period. These items were partially offset by an overall rise in operating expenses, including SG&A expenses, and the inclusion of the acquired Samson operations.

NET EARNINGS

TABLE 9 - NET EARNINGS AND ADJUSTED NET EARNINGS[1] (IN $ THOUSANDS EXCEPT PER SHARE DATA)

	For the Three-Month Periods Ended			For the Twelve-Month Periods Ended	
	December 31, 2015	September 30, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Net earnings attributable to the Company's shareholders	**9,678**	**6,700**	**12,090**	**27,631**	**27,492**
Depreciation of property and equipment	646	487	611	2,030	1,733
Amortization of intangible assets	7,169	6,709	6,655	27,119	25,700
Non-cash compensation items	1,668	2,348	2,156	8,880	6,940
Impairment of non-financial assets[2]	-	-	8,016	-	8,016
Changes in fair value of derivative financial instruments[2]	(342)	(89)	(8,284)	445	(7,419)
Non-cash items	**9,140**	**9,455**	**9,154**	**38,474**	**34,970**
Restructuring and other integration costs[2]	774	468	1,174	2,361	3,127
Acquisition costs[2]	2,311	1,189	824	4,748	2,079
Acquisition and restructuring and other integration costs	**3,085**	**1,657**	**1,998**	**7,109**	**5,206**
Adjusted net earnings before income taxes on above-mentioned items[2]	**21,904**	**17,812**	**23,242**	**73,214**	**67,668**
Income taxes on above-mentioned items[2]	823	470	(269)	2,266	953
Adjusted net earnings attributable to the Company's shareholders	**21,081**	**17,342**	**23,511**	**70,948**	**66,715**
Per share – basic					
Net earnings	**0.14**	**0.10**	**0.18**	**0.40**	**0.40**
Adjusted net earnings[1]	**0.30**	**0.25**	**0.34**	**1.01**	**0.97**
Per share – diluted					
Net earnings	**0.13**	**0.10**	**0.18**	**0.39**	**0.40**
Adjusted net earnings	**0.29**	**0.25**	**0.34**	**1.00**	**0.96**

1. Adjusted net earnings are a non-IFRS measure. Please refer to "Non-IFRS Measures" on page 55.
2. Income tax on changes in fair value of derivative financial instruments, acquisitions and restructuring and other integration costs is estimated by using a tax rate of 30%

Certain totals, subtotals and percentages may not reconcile due to rounding.

Current Quarter versus Prior-Year Quarter

The Firm's net earnings attributable to the Company's shareholders decreased by $2.4 million to $9.7 million, or $0.14 per share (basic) and $0.13 (diluted), during the fourth quarter ended December 31, 2015, compared to $12.1 million, or $0.18 per share (basic and diluted) for the same quarter last year. The decrease in net earnings attributable to the Company's shareholders is mainly due to higher overall operating expenses to support business growth and the acquisition of Samson, namely higher SG&A of $8.9 million, higher acquisition costs of $1.5 million and higher amortization of intangible assets of $0.5 million. These increases in operating expenses were partially offset by the increase in revenues, namely higher base management fees of $8.8 million, higher performance fees of $0.3 million and higher other revenues of $0.6 million.

Current Quarter versus Previous Quarter

For the fourth quarter ended December 31, 2015, the Firm recorded net earnings attributable to the Company's shareholders of $9.7 million, or $0.14 per share (basic) and $0.13 (diluted), compared to $6.7 million, or $0.10 per share (basic and diluted), for the previous quarter ended September 30, 2015. The increase in net earnings attributable to the Company's shareholders is mainly due to higher revenue resulting from higher performance fees from both traditional and alternative asset classes of $11 million, which are generally recorded in June and December of each year, combined with higher base management fees of $3.5 million, as a result of higher average AUM and the inclusion of two months of operation of Samson. The increase in revenues was partially offset by higher overall operating expenses, namely higher SG&A of $6.3 million; higher acquisition costs of $1.1 million, higher accretion and the inclusion of a write-off of purchase price obligations of $2.1 million in the previous quarter compared to nil in the fourth quarter of 2015.

Year-to-Date December 31, 2015, versus Year-to-Date December 31, 2014

For the twelve-month period ended December 31, 2015, the Firm recorded net earnings attributable to the Company's shareholders of $27.6 million, or $0.40 per share (basic) and $0.39 (diluted), compared to $27.5 million, or $0.40 per share (basic and diluted) for the same period last year. The increase in net earnings attributable to the Company's shareholders is mainly due to a $30.8 million increase in base management fees, a $4.1 million increase in performance fees and a $1.2 million increase in other revenue, combined with a $2.2 million decrease in accretion and change in fair value of purchase price obligations. These elements were partially offset by increases of $31.7 million, $1.7 million, $1.9 million and $0.9 million in SG&A expenses, depreciation and amortization costs, acquisition and restructuring and other integration costs, and interest on long-term debt, respectively. Also, the needed costs related to the set-up of the US platform will generate benefits in the upcoming quarters.

ADJUSTED NET EARNINGS

The Firm selects adjusted net earnings as one of the key non-IFRS performance measures as it is a good indicator of the Firm's ability to generate cash flows. Adjusted net earnings are calculated as the sum of net earnings (loss) attributable to the Company's shareholders, non-cash items, including depreciation of property and equipment, amortization of intangible assets, after-tax changes in fair value of derivative financial instruments, after-tax impairment of non-financial assets, after-tax acquisition and restructuring and other integration costs and non-cash compensation items.

Current Quarter versus Prior-Year Quarter

During the fourth quarter ended December 31, 2015, $9.2 million of non-cash items, net of income taxes on the changes in fair value of derivative financial instruments ($9.1 million before taxes), or $0.13 per share (basic and diluted), as well as $2.2 million, or $0.03 per share (basic and diluted), of acquisition and restructuring and other integration costs, net of income taxes ($3.1 million before taxes) had an unfavourable impact on the net earnings attributable to the Company's shareholders. Excluding these items, adjusted net earnings attributable to the Company's shareholders amounted to $21.1 million, or $0.30 per share (basic) and $0.29 (diluted) for the fourth quarter ended December 31, 2015.

During the fourth quarter ended December 31, 2014, $10.0 million of non-cash items, net of income taxes on the changes in fair value of derivative financial instruments ($9.2 million before taxes), or $0.14 per share (basic and diluted), as well as $1.4 million, or $0.02 per share (basic and diluted), of acquisition and restructuring and other integration costs, net of income taxes ($2.0 million before taxes) had an unfavourable impact on the net earnings attributable to the Company's shareholders. Excluding these items, adjusted net earnings attributable to the Company's shareholders amounted to $23.5 million, or $0.34 per share (basic and diluted) for the fourth quarter ended December 31, 2014.

Current Quarter versus Previous Quarter

During the previous quarter ended September 30, 2015, $9.5 million of non-cash items, net of income taxes on the changes in fair value of derivative financial instruments ($9.5 million before taxes), or $0.13 per share (basic and diluted), as well as $1.2 million, or $0.02 per share (basic and diluted), of acquisition and restructuring and other integration costs, net of income taxes ($1.7 million before taxes) had an unfavourable impact on the net earnings attributable to the Company's shareholders. Excluding these items, adjusted net earnings attributable to the Company's shareholders amounted to $17.3 million, or $0.25 per share (basic and diluted) for the third quarter ended September 30, 2015, compared to adjusted net earnings attributable to the Company's shareholders of $21.1 million or $0.30 per share (basic) and $0.29 (diluted) for the fourth quarter ended December 31, 2015.

Year-to-Date December 31, 2015, versus Year-to-Date December 31, 2014

For the twelve-month period ended December 31, 2015, $38.3 million of non-cash items, net of income taxes on the changes in fair value of derivative financial instruments and impairment of non-financial assets ($38.5 million before taxes), or $0.54 per share (basic and diluted), as well as $5.0 million, or $0.07 per share (basic and diluted), of acquisition and restructuring and other integration costs, net of income taxes ($7.1 million before taxes) had an unfavourable impact on the net earnings attributable to the Company's shareholders. Excluding these items, adjusted net earnings attributable to the Company's shareholders amounted to $70.9 million, or $1.01 per share (basic) and $1.00 (diluted) for the twelve-month period ended December 31, 2015, compared to $66.7 million or $0.97 per share (basic) and $0.96 (diluted) for the same period last year.

SUMMARY OF QUARTERLY RESULTS

The Firm's AUM, total revenues, adjusted EBITDA and net earnings, on a consolidated basis and including per share amounts, for each of the Firm's most recently completed eight quarterly periods and the last twelve months are as follows:

TABLE 10 – QUARTERLY RESULTS (IN $ THOUSANDS EXCEPT AUM IN $ MILLIONS AND PER SHARE DATA)

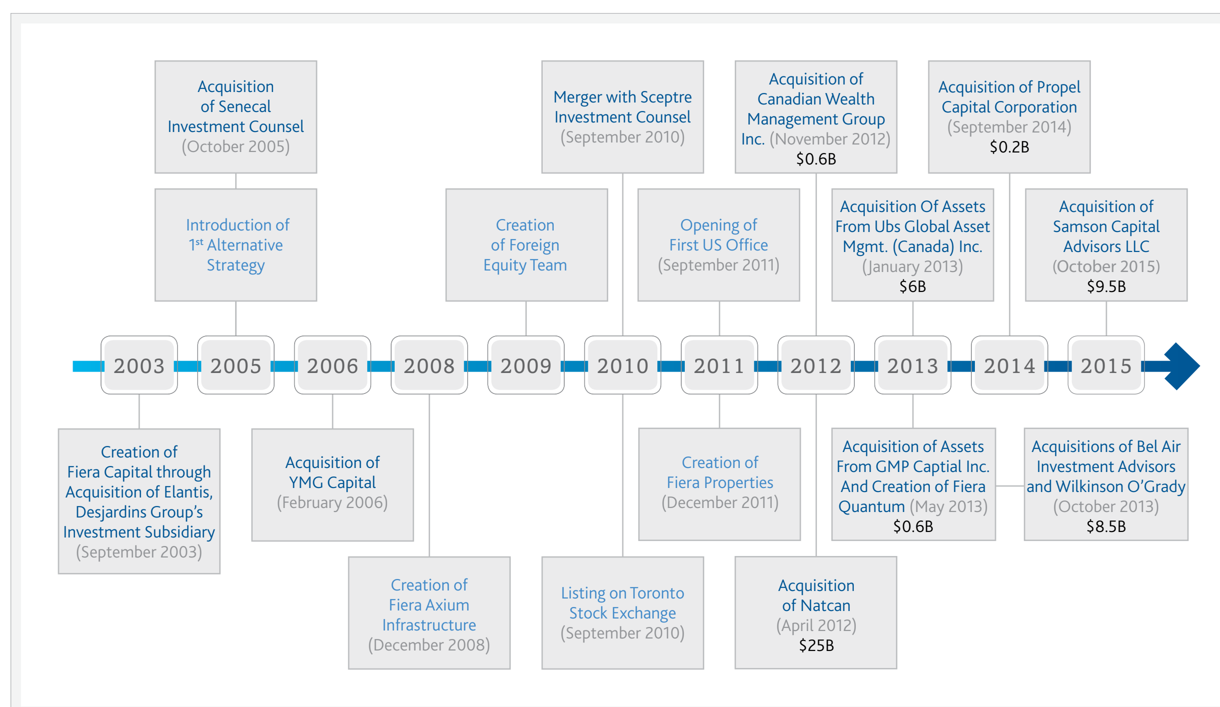
	Last Twelve Months[3]	Q4 Dec. 31 2015	Q3 Sep. 30 2015	Q2 Jun. 30 2015	Q1 Mar. 31 2015	Q4 Dec. 31 2014	Q3 Sep. 30 2014	Q2 Jun. 30 2014	Q1 Mar. 31 2014
AUM	92,852	101,431	88,759	90,291	90,927	86,612	84,875	82,131	80,412
Total revenues	258,417	73,999	60,214	66,143	58,061	64,304	52,371	55,720	49,963
Adjusted EBITDA[1]	84,781	25,757	18,608	23,050	17,366	24,820	18,085	20,191	15,127
Adjusted EBITDA margin	32.8%	34.8%	30.9%	34.8%	29.9%	38.6%	34.5%	36.2%	30.3%
Net earnings attributable to Company's shareholders	27,631	9,678	6,700	7,541	3,712	12,090	5,053	7,671	2,678
PER SHARE – BASIC									
Adjusted EBITDA[1]	1.21	0.36	0.27	0.33	0.25	0.36	0.26	0.30	0.22
Net earnings attributable to the Company's shareholders	0.40	0.14	0.10	0.11	0.05	0.18	0.07	0.11	0.04
Adjusted net earnings attributable to the Company's shareholders[1]	1.01	0.30	0.25	0.26	0.21	0.34	0.21	0.23	0.18
PER SHARE – DILUTED									
Adjusted EBITDA[1]	1.20	0.36	0.27	0.33	0.25	0.35	0.26	0.29	0.22
Net earnings attributable to the Company's shareholders	0.39	0.13	0.10	0.11	0.05	0.18	0.07	0.11	0.04
Adjusted net earnings attributable to the Company's shareholders[1]	1.00	0.29	0.25	0.26	0.21	0.34	0.21	0.23	0.18
PER SHARE – DILUTED									
(Including non-cash compensation and options granted)[2]									
Adjusted EBITDA[1]	1.11	0.33	0.25	0.30	0.23	0.33	0.24	0.28	0.20
Net earnings attributable to the Company's shareholders	0.36	0.12	0.09	0.10	0.05	0.16	0.07	0.10	0.04
Adjusted net earnings attributable to the Company's shareholders[1]	0.93	0.27	0.23	0.24	0.19	0.31	0.20	0.22	0.17

1. Adjusted EBITDA and Adjusted net earnings are non-IFRS measures. Please refer to "Non-IFRS Measures" on page 55.
2. This analysis assumes that all outstanding stock-based awards will vest and will be settled with shares of the Company (including 3,040,225 share options; 2,542,711 PSUs and 686,244 RSUs as at December 31, 2015.
3. Last Twelve Months ("LTM") represents the sum of the last four quarters, except for AUM, which are an average of the last four quarters.

Certain totals, subtotals and percentages may not reconcile due to rounding.

RESULTS AND TREND ANALYSIS

The following shows the evolution of the Company since its creation through successful organic growth and various business acquisitions.



AUM

The current quarter showed an increase in AUM compared to the previous quarter, mainly due to the acquisition of Samson and new mandates won during the quarter, namely in the US institutional sector, combined with market appreciation and the positive impact of the US dollar exchange rates, partially offset by lost mandates and negative net contribution during the period.

The previous quarter ended September 30, 2015, showed a decrease in AUM compared to the quarter ended June 30, 2015, mainly due to market depreciation and lost mandates, despite an increase in net inflows during the period, and favourable US dollar exchange rates impact. The quarter ended June 30, 2015, showed a decrease in AUM compared to the quarter ended March 31, 2015, mainly due to market depreciation combined with lost mandates, partially offset by new mandates won during the quarter. The quarter ended March 31, 2015, showed an increase in AUM compared to the quarter ended December 31, 2014, mainly due to market appreciation and to the favourable impact of the US dollar exchange rates. The quarter ended December 31, 2014, showed an increase in AUM mainly due to new mandates obtained in the institutional clientele, notably in the US, combined with market appreciation and the positive impact of the US dollar exchange rates. The quarter ended September 30, 2014, showed a significant increase in AUM compared to the quarter ended June 30, 2014, mainly due to important mandates won in the institutional clientele namely in the US, combined with market appreciation and additional assets obtained following the acquisition of Propel. The increase in AUM in the second quarter of 2014 compared to the first quarter of 2014, is mainly attributable to market appreciation and new mandates, partially offset by lost mandates and net negative contributions. Finally, the increase in AUM in the first quarter of 2014, compared to the fourth quarter of 2013, is mainly attributable to new mandates and market appreciation from one quarter to the next.

REVENUES

Since the acquisition of Bel Air and Wilkinson O'Grady in late 2013, the Firm's revenue stream is balanced between the institutional, retail and private wealth clientele and has been constantly progressing. Also, revenue from the US Institutional segment is positively increasing, fueled by new mandates.

The current quarter showed an increase in revenues mainly due to higher performance fees recorded at the end of the year, combined with the inclusion of two months of revenue from the Samson acquisition. It is worth noting that performance fees are generally recorded in June and December of each year.

The previous quarter ended September 30, 2015, showed an increase in base management fees compared to the quarter ended June 30, 2015, mainly as a result of new mandates from the US funded toward the end of the second quarter of 2015, for which revenues are recognized during the third quarter of 2015, while performance fees were lower due to the fact that they are generally recorded in June and December of each year.

The quarter ended June 30, 2015, showed an increase in performance fees from the alternative asset class, which are generally recorded in June and December of each year. The quarter ended March 31, 2015, showed an increase in base management fees compared to the fourth quarter of 2014 as a result of a higher AUM base. The previous quarter ended December 31, 2014, showed

a significant increase in revenues mainly due to the inclusion of performance fees from both traditional and alternative asset classes. Also, revenue from base management fees in the fourth quarter of 2014 were higher than those in the third quarter of 2014. This was mainly attributable to a higher AUM base resulting from new mandates won during the period.

The third quarter ended September 30, 2014, showed an increase in base management fees compared to the quarter ended June 30, 2014. Also, performance fees were lower in the third quarter of 2014 compared to the second quarter of 2014. The increase in revenues in the second quarter of 2014, compared to the first quarter of 2014 is mainly attributable to the increase in base management and performance fees in the alternative asset class. Finally, the quarter ended March 31, 2014, was characterized by an increase in base management fees and other revenue resulting from a full quarter of Bel Air and Wilkinson O'Grady operations and net additional AUM, combined with market appreciation.

ADJUSTED EBITDA

Adjusted EBITDA has been on an increasing trend over the last eight quarters. Adjusted EBITDA increased in the current quarter ended December 31, 2015, compared to the previous quarter mainly due to higher performance fees and base management fees, partially offset by higher overall operating expenses. Adjusted EBITDA decreased in the third quarter of 2015 compared to the second quarter of 2015, mainly due to lower performance fees in the alternative asset class, which are generally recorded in June and December of each year.

Adjusted EBITDA increased in the second quarter of 2015, compared to the first quarter of 2015, mainly due to higher performance fees from the alternative asset class, which are generally recorded in June and December of each year, partially offset by higher SG&A expenses namely related to variable compensation. Adjusted EBITDA decreased in the first quarter of 2015, compared to the fourth quarter of 2014, mainly due to lower performance fees which are generally recorded in June and December of each year, despite the fact that base management fees were higher and SG&A stayed at the same level compared to those from the fourth quarter of 2014. Adjusted EBITDA increased in the fourth quarter of 2014, compared to those in the third quarter of 2014, mainly due to higher performance fees which are generally recorded in December of each year, combined with higher base management fee revenues, partially offset by higher SG&A expenses. Adjusted EBITDA decreased in the third quarter of 2014, compared to the second quarter of 2014, mainly due to lower performance fees in the alternative asset class, which are generally recorded in June and December of each year.

Adjusted EBITDA increased in the second quarter of 2014, compared to the first quarter of 2014, mainly due to higher base management and performance fees, combined with lower SG&A expenses, particularly relating to variable compensation. Finally, the first quarter ended March 31, 2014, showed a decrease in adjusted EBITDA compared to the previous quarter, mainly due to lower performance fees and higher SG&A expenses. The increase in SG&A is mainly due to the inclusion of a full quarter of Bel Air and Wilkinson O'Grady operations, combined with higher performance-based investment manager compensation.

ADJUSTED EBITDA MARGIN

Adjusted EBITDA margin relates adjusted EBITDA to revenues. It is an important measure of overall operating performance because it measures Company profitability from operations.

Adjusted EBITDA margin has fluctuated from a low of 29.9% to a high of 38.6% during the most recent eight quarters. The quarter ended March 31, 2014, had an adjusted EBITDA margin of 30.3%, which is lower than the previous quarter, mainly due to lower performance fees that are generally recorded in June and December of each year. The following quarter ended June 30, 2014, had an adjusted EBITDA margin of 36.2% mainly due to higher base management fees, higher performance fees in the alternative asset class, combined with lower SG&A expenses, particularly related to variable compensation, compared to those from the quarter ended March 31, 2014. The third quarter ended September 30, 2014, had an adjusted EBITDA margin of 34.5%, a lower level compared to the previous quarter, mainly due to lower performance fees in the alternative asset class, which are generally recorded in June and December of each year. The quarter ended December 31, 2014, had an adjusted EBITDA margin of 38.6%, a higher level compared to the previous quarter, mainly attributable to higher performance fees which are generally recorded in December of each year, combined with higher base management fees as a result of higher base AUM. The quarter ended March 31, 2015, showed an adjusted EBITDA margin of 29.9% mainly due to lower performance fees compared to the fourth quarter ended December 31, 2014. The previous quarter ended June 30, 2015, showed an adjusted EBITDA margin of 34.8% mainly due to higher performance fees from the alternative asset class compared to the first quarter of 2015. The following quarter ended September 30, 2015, showed an adjusted EBITDA margin of 30.9% mainly due to lower performance fees compared to the previous quarter ended June 30, 2015.

The current quarter ended December 31, 2015, showed an adjusted EBITDA margin of 34.8%, which is higher than the previous quarter, mainly due to higher performance fees and higher base management fees. Also, the upfront set-up costs of the US platform initiative and other costs associated with building scale will generate benefits in the upcoming quarters.

On a twelve-month basis, the current LTM adjusted EBITDA margin was at 32.8%, which compares to the LTM adjusted EBITDA margin of 33.7% and 34.6% reported as at September 30, 2015, and June 30, 2015, respectively. The LTM adjusted EBITDA margin neutralizes the impact of the timing of performance fees which are generally recorded in the second and the fourth quarter of each year, as well as the rise in SG&A expenses in recent quarters resulting from various acquisitions and provides a better measure of the Firm's overall performance.

NET EARNINGS ATTRIBUTABLE TO THE COMPANY'S SHAREHOLDERS

Net earnings attributable to the Company's shareholders have fluctuated from a low of $2.7 million to a high of $12.1 million over the last eight quarters. Net earnings attributable to the Company's shareholders were impacted by various initiatives resulting in higher SG&A expenses, acquisitions and restructuring and other integration costs. Also, performance fees generally recorded in the second quarter and the fourth quarter of each year contributed to the fluctuation of the net earnings attributable to the Company's shareholders.

The current quarter's net earnings attributable to the Company's shareholders were higher than those of the previous quarter ended September 30, 2015, mainly due to higher performance fees from the traditional and alternative asset class, combined with higher base management revenues.

ADJUSTED NET EARNINGS PER SHARE ATTRIBUTABLE TO THE COMPANY'S SHAREHOLDERS

Adjusted net earnings attributable to the Company's shareholders per share are a good performance indicator of the Company's ability to generate cash flows. Adjusted net earnings attributable to the Company's shareholders have fluctuated from a low of $0.18 per share (basic and diluted) to a high of $0.34 per share (basic and diluted) over the last eight quarters.

The quarter ended March 31, 2013, closed with adjusted net earnings attributable to the Company's shareholders of $0.18 per share (basic and diluted), mainly due to lower performance fees in the traditional and alternative asset classes recorded in the fourth quarter of 2013. The second quarter ended June 30, 2014, showed adjusted net earnings attributable to the Company's shareholders of $0.23 per share (basic and diluted), mainly due to higher performance fees from the alternative asset class recorded in the second quarter of 2014. The following quarter ended September 30, 2014, closed with adjusted net earnings attributable to the Company's shareholders of $0.21 per share (basic and diluted), as a result of higher base management fees, partially offset by lower performance fees compared to the previous quarter. The fourth quarter of 2014 showed a high level of adjusted net earnings attributable to the Company's shareholders of $0.34 per share (basic and diluted), mainly due to higher performance fees recorded during the quarter.

For the first quarter of 2015, the Firm recorded net earnings attributable to the Company's shareholders of $0.21 per share (basic and diluted), a level lower than that of the fourth quarter of 2014, mainly due to lower performance fees, partially offset by higher base management fees recorded during the quarter. For the following quarter ended September 30, 2015, adjusted net earnings attributable to the Company's shareholders were $0.25 per share (basic and diluted), representing a slight decrease from the previous quarter resulting mainly from lower performance fees from the alternative asset class, compared to $0.26 per share (basic and diluted) recorded for the second quarter ended June 30, 2015. Finally, the current quarter ended December 31, 2015, closed with adjusted net earnings attributable to the Company's shareholders of $0.30 per share (basic) and $0.29 (diluted), mainly due to higher performance fees from both traditional and alternative asset class, combined with higher base management fees as a results of higher average AUM and the inclusion of Samson.

LIQUIDITY AND CAPITAL RESOURCES

CASH FLOWS

The ability to consistently generate free cash flows from operations in excess of dividend payments, share repurchases, capital expenditures, and ongoing operating expenses remains one of the Company's fundamental financial goals. The Firm's principal uses of cash, other than for operating expenses, include (but are not limited to) dividend payments, debt repayments, capital expenditures, business acquisitions and stock buy-backs.

The following table provides additional cash flows information for Fiera Capital.

TABLE 11 – SUMMARY OF CONSOLIDATED STATEMENTS OF CASH FLOWS (IN $ THOUSANDS)

	For The Twelve-Month Periods Ended	
	December 31, 2015	December 31, 2014
Cash generated by operating activities	**66,856**	63,735
Cash used in investing activities	**(34,600)**	(20,712)
Cash used in financing activities	**(25,852)**	(48,987)
Net increase (decrease) in cash	**6,404**	(5,964)
Effect of exchange rate changes on cash denominated in foreign currencies	**2,441**	1,070
Cash, beginning of period	**16,880**	21,774
Cash, end of period	**25,725**	16,880

YEAR-TO-DATE ACTIVITIES

Cash generated by operating activities amounted to $66.8 million for the twelve-month period ended December 31, 2015. This amount resulted from $80.4 million of cash generated from net earnings adjusted for depreciation and amortization, non-cash compensation, accretion of purchase price obligations, interest on long-term debt and other financial charges, income tax expenses, as well as changes in fair value of derivative financial instruments, which was offset by $12.6 million of cash used for income tax paid and $1 million of negative change in non-cash operating working capital.

Cash used in investing activities was $34.6 million for the twelve-month period ended December 31, 2015, resulting from $24.0 million of cash used related to the Samson acquisition, combined with $9.4 million cash used for the purchase of property and equipment and $1.7 million and $1.9 million of cash used for the purchase of intangible assets and deferred charges, respectively. These uses of cash were partially offset by $3.4 million of cash generated from the sale of the short- term investments.

Cash used in financing activities was $25.9 million for the twelve-month period ended December 31, 2015, resulting from a $37.9 million dividend payment, $3.5 million of cash used for the settlement of share-based compensation, $8.7 million for long-term debt interest payments and financing charges, and $3.1 million of cash used to purchase shares for cancellation. These uses of cash in financing activities were partially offset by $23.0 million of additional net long-term debt, and by $4.2 million from the issuance of share capital during the period.

Finally, the positive impact of exchange rate changes on cash denominated in foreign currencies was $2.4 million during the twelve-month period ended December 31, 2015.

YEAR-TO-DATE DECEMBER 31, 2015 VERSUS YEAR-TO-DATE DECEMBER 31, 2014

Cash generated in operating activities amounted to $66.8 million for the twelve-month period ended December 31, 2015, compared to $63.7 million for the same period last year. The variation of $3.1 million is mainly attributable to an increase of $6.5 million in adjusted EBITDA as described in the "*Adjusted EBITDA*" section, combined with a decrease of $3.4 million in income tax paid and income tax expenses, partially offset by a negative change in non-cash operating working capital of $5.2 million, and a negative change in shares of earnings and gain on dilution of investment in joint ventures of $1.3 million in the twelve-month period ended December 31, 2015, compared to the same period last year.

Cash used in investing activities amounted to $34.6 million for the twelve-month period ended December 31, 2015, compared to $20.7 million of cash used for the same period last year. The variation in cash used in investing activities is mainly attributable to higher cash used for the Samson acquisition in 2015 compared to the Propel acquisition in 2014 ($24.0 million and $9.9 million respectively in business combinations), combined with higher cash used for the purchase of property and equipment in 2015 compared to 2014 ($9.4 million and $1.3 million respectively). These increases in cash used in investing activities in 2015 compared to those in 2014 were partially offset by a one-time payment of $9.5 million for purchase price obligations during the twelve-month period ended December 31, 2014, compared to nil in the same period of 2015.

Cash used in financing activities was $25.9 million for the twelve-month period ended December 31, 2015, compared to $49.0 million of cash used in financing activities for the same period last year. The year-over-year variation is mainly attributable to higher net long-term debt of $36 million (additional long-term debt of $23 million in 2015, compared to $13.3 million of long-term debt repayment in 2014), partially offset by higher cash used for the settlement of share- based compensation of $3.5 million, higher dividends paid of $6.5 million, higher financing charges of $1.1 million, and higher cash used to purchase shares for cancellation of $3.1 million.

Finally, the positive impact of exchange rate changes on cash denominated in foreign currencies was $2.4 million during the twelve-month period ended December 31, 2015, compared to $1.1 million for the same period last year.

CASH EARNINGS[1]

The Company defines cash earnings as net earnings attributable to the Company's shareholders, adjusted for depreciation and amortization, changes in fair value of derivative financial instruments and non-cash compensation items. Cash earnings are an indicator of our ability to pay out dividends, to continue operations, and to invest in new businesses. We believe that cash earnings are an important measure used to assess our core operating performance.

The following table provides details of the Firm's cash earnings and cash earnings per share for the twelve-month periods ended December 31, 2015 and 2014, respectively.

TABLE 12 – CASH EARNINGS AND CASH EARNINGS PER SHARE (IN $ THOUSANDS)

	For The Twelve-Month Periods Ended	
	December 31, 2015	December 31, 2014
Net earnings attributable to the Company's shareholders	27,631	27,492
Adjusted for the following items:		
Depreciation of property and equipment	2,030	1,733
Amortization of intangible assets	27,119	25,700
Non-cash compensation	8,880	6,940
Impairment of non-financial assets	-	8,016
Changes in fair value of derivative financial instruments	445	(7,419)
Cash earnings attributable to the Company's shareholders	66,105	62,462
Cash earnings per share (basic)	0.94	0.91
Cash earnings per share (diluted)	0.93	0.90

1. Cash earnings and cash earnings per share are non-IFRS measures. Please refer to "Non-IFRS Measures" on page 55.
Certain totals, subtotals and percentages may not reconcile due to rounding.

For the twelve-month period ended December 31, 2015, $29.1 million of depreciation of property and equipment, and amortization of intangible assets, as well as $9.3 million of non-cash compensation, impairment of non-financial assets and change in fair value of derivative financial instruments had an unfavourable impact on the net earnings attributable to the Company, compared to $27.4 million and $7.5 million for the same period last year, respectively. When added back to the Firm's net earnings attributable to the Company's shareholders of $27.6 million, or $0.40 per share (basic) and $0.39 (diluted), cash earnings attributable to the Company's shareholders amounted to $66.1 million, or $0.94 per share (basic) and $0.93 (diluted) for the twelve-month period ended December 31, 2015, compared to $62.5 million or $0.91 per share (basic) and $0.90 (diluted) for the same period last year.

LONG-TERM DEBT

TABLE 13 – REVOLVING FACILITY (IN $ THOUSANDS)

	December 31, 2015	December 31, 2014
Term facility	-	177,756
Revolving facility	265,270	45,244
Deferred financing charges	(1,044)	(919)
	264,226	222,081

REVOLVING FACILITY

On June 26, 2015, the Company amended the terms of its credit agreement to include, amongst others, the following changes:

> Conversion of the previous facility consisting of a $75 million senior unsecured revolving facility maturing in April 2017 and a $175 million term facility maturing in April 2017 into a $300 million senior unsecured revolving facility, that can be drawn in Canadian or US dollar equivalent at the discretion of the Company, and repayable in full in March 2020.

> Revised financial covenants applicable for the different test periods including in periods after certain acquisitions.

> Inclusion of Fiera US Holding Inc., a wholly-own subsidiary, as a borrower.

The Company evaluated the amendments and concluded that the revised terms were substantial and constituted an extinguishment of the previous facility. As a result, unamortized deferred financing charges of $0.7 million relating to the previous facility were written off in the consolidated financial statements on the date of the amendment.

The Company plans to use the additional amounts available under the amended revolving facility to finance future acquisitions and for general corporate purposes, if needed.

As at December 31, 2015, the total amount of long-term debt was comprised of $128.3 million and US$99.0 million ($137 million) ($129.5 million and US$80.6 million ($93.5 million) was outstanding as at December 31, 2014).

Under the terms of the loan agreement, the Company must satisfy certain restrictive covenants including minimum financial ratios. These restrictions include maintaining a maximum ratio of funded debt to EBITDA and a minimal interest coverage ratio. EBITDA, a non IFRS measure, is defined in the revolving facility on a consolidated basis, as earnings of the Borrower before interest, taxes, depreciation, amortization, non-recurring and one-time expenses related to acquisitions and other non-cash items.

As at December 31, 2015, all debt covenant requirements were met.

On May 1, 2012, the Company entered into an interest rate swap agreement for a notional amount of $108 million, to exchange its monthly variable interest rate payments for fixed interest payments at the rate of 1.835% until March 2017. The amendments to the credit facility had no impact on the interest rate swap agreements.

CONTRACTUAL OBLIGATIONS AND CONTINGENT LIABILITIES

Contractual Obligations

The Company has the following contractual obligations as at December 31, 2015:

TABLE 14 – CONTRACTUAL OBLIGATIONS ($ IN THOUSANDS)

	Carrying Amount	Total	2016	2017	2018	Thereafter
Long-Term Debt	265,270	265,270	-	-	-	265,270
Purchase Price Obligations	42,235	48,697	11,845	10,426	10,426	16,000
Operating Leases	n/a	77,876	11,934	10,416	7,943	47,583
Total Obligations	n/a	391,843	23,779	20,842	18,369	328,853

Contingent Liabilities

In the normal course of business, the Company is party to business and employee-related claims. The potential outcomes related to existing matters faced by the Company are not determinable at this time. The Company intends to defend these actions, and management believes that the resolution of these matters will not have a material adverse effect on the Company's financial condition.

OFF-BALANCE SHEET ARRANGEMENTS

At December 31, 2015, Fiera Capital was not party to any off-balance sheet arrangements, including guarantees, derivatives, except for the above-mentioned floating-to-fixed interest rate swap agreement, and variable-interest entities. We do not expect to enter into such agreements.

SHARE CAPITAL

As at December 31, 2015, the Company had 51,536,848 Class A subordinate voting shares and 19,847,577 Class B special voting shares for a total of 71,384,425 outstanding shares compared to 48,715,873 Class A subordinate voting shares and 20,039,750 Class B special voting shares for a total of 68,755,623 outstanding shares as at December 31, 2014.

SHARE-BASED PAYMENTS

Stock Option Plan

The following table presents transactions that occurred during the twelve-month periods ended December 31, 2015, and 2014, under the terms of the Company's stock option plan:

TABLE 15 – OPTIONS TRANSACTIONS

	December 31, 2015		December 31, 2014	
	Number of Class A Share Options	Weighted-Average Exercise Price ($)	Number of Class A Share Options	Weighted-Average Exercise Price ($)
Outstanding – beginning of period	**3,346,037**	**9.32**	2,942,522	8.12
Granted	**255,000**	**11.64**	692,427	13.43
Exercised	**(356,173)**	**6.82**	(249,236)	6.77
Forfeited	**(204,639)**	**12.74**	(32,176)	8.10
Expired	**-**	**-**	(7,500)	5.59
Outstanding – end of period	**3,040,225**	**9.58**	3,346,037	9.32
Options exercisable – end of period	**1,225,485**	**7.04**	1,230,298	6.55

Deferred Share Unit Plan ("DSU")

In 2007, the Board adopted a deferred share unit plan (the "DSU Plan") for the purposes of strengthening the alignment of interests between the directors and the shareholders by linking a portion of annual director compensation to the future value of the shares, in lieu of cash compensation. Under the DSU Plan, each director received, on the date in each quarter which is three business days following the publication by the Company of its earnings results for the previous quarter, that number of DSU having a value equal to up to 100% of such director's base retainer for the current quarter, provided that a minimum of 50% of the base retainer must be in the form of DSU. The number of DSU granted to a director was determined by dividing the dollar value of the portion of the director's fees to be paid in DSUs by the closing price of the Class A Shares of the TSX for the business day immediately preceding the date of the grant. At such time as a director ceased to be a director, the Company would make a cash payment to the director equal to the closing price of the Class A Shares on the date of departure, multiplied by the number of DSU held by the director on that date. As at September 1, 2010, the Board cancelled the DSU plan; however, all existing rights and privileges were kept intact. All directors are now compensated in cash.

As at December 31, 2015, management had recorded a liability for an amount of approximately $0.162 million for the 14,295 units ($0.174 million for 13,681 units as at December 31, 2014), outstanding under the DSU Plan.

Restricted Share Unit Plan ("RSU")

On December 11, 2012, the Board adopted a RSU Plan for the purposes of providing certain employees with the opportunity to acquire Class A Shares of the Company in order to induce such persons to become employees of the Company, or one of its affiliates and to permit them to participate in the growth and development of the Company. The maximum number of issuable Class A Shares under all plans is 10% of the issued and outstanding shares of the Company calculated on a non-diluted basis. The vesting date is the third anniversary of the award date. The Board may determine the number of shares each eligible employee can receive. RSU expense is recorded at fair value and is amortized over the vesting period on a straight-line basis.

The following table presents transactions that occurred during the twelve-month periods ended December 31, 2015 and 2014 in the Company's RSU plans.

TABLE 16 – RSU TRANSACTIONS

	Number of RSUs Outstanding	
	2015	2014
Outstanding – beginning of period	**540,508**	367,548
Granted	**273,964**	166,559
Reinvestments in lieu of dividends	**30,872**	15,573
Vested [1]	**(140,630)**	-
Forfeited	**(18,470)**	(9,172)
Outstanding – end of period	**686,244**	540,508

1. 1,760 Restricted share units representing the last dividend were paid in cash.

As at December 31, 2015, management had recorded a liability for an amount of $2.9 million for the 686,244 units ($2.2 million for 540,508 units as at December 31, 2014), outstanding under the RSU Plan. An expense of $2.2 million and $1.6 million was recorded during the years ended December 31, 2015 and 2014, respectively for these grants.

Restricted Share Plan ("RSP")

On October 30, 2015, in relation with the acquisition of Samson, the Board adopted a Restricted Share Plan for the purposes of retaining certain employees and providing them with the opportunity to participate in the growth and development of the Company. The maximum number of issuable Class A Shares under the plan is 224,699 of the issued and outstanding shares of the Company. The Board may determine the number of restricted shares each eligible employee can receive. The Restricted Shares vest over a three-year period with one third vesting each year. Accelerated vesting occurs in certain circumstances, including death or disability. The Restricted Shares are entitled to dividends, and have voting rights. The plan administrator will reinvest the proceeds of the dividends received into additional shares of the Company.

On October 30, 2015, the Company issued 224,699 Restricted Shares. In conjunction with the Restricted Share issuance, the Company issued 224,699 Class A Shares which are held by the plan administrator. During the year, the plan administrator purchased an additional 2,346 Class A Shares with the proceeds of the dividends received.

The share-based payment expense is measured based on the fair value of the Restricted Shares on the grant date and is recognised over the vesting period on a straight-line basis. An expense of $0.227 million was recorded during the year ended December 31, 2015 for this grant.

Performance Share Unit Plan ("PSU")

PSU plan applicable to business units

The following table presents transactions that occurred during the twelve-month periods ended December 31, 2015 and 2014 in the Company's PSU plans applicable to BU.

TABLE 17 – PSU TRANSACTIONS

	2015	2014
Outstanding – beginning of period	**1,735,705**	1,345,321
Granted	**1,101,589**	415,384
Settled	**(234,583)**	-
Forfeited	**(60,000)**	(25,000)
Outstanding – end of period	**2,542,711**	1,735,705

During the year ended December 31, 2015, the Company granted 1,092,273 PSUs which will vest in equal tranches in either the next 4 or 5 years and 9,316 PSUs which are cliff vesting on December 31, 2018. The formula to determine the value of the PSUs upon vesting is based on a multiple of the revenues applicable to the business unit while the performance condition is based on a revenue growth objective. The PSUs granted are anticipated to be equity-settled.

The weighted-average grant date fair value of the PSUs awarded is $14.24 per share. The fair value of the PSUs granted was determined at inception using a discounted cash flow model which values the underlying PSUs using different long-term projections such as the expected revenue growth rate, client retention rate and discount rate. The Company determined that it is currently probable that only the first two years of the awards granted during the period will vest. During the year ended December 31, 2015, 234,583 PSUs vested and were settled. The Company settled the vested PSUs by paying $3.5 million in cash in lieu of issuing Class A Shares. The Company treated the transaction as a repurchase of an equity interest and recorded a deduction in the amount of $3.5 million in contributed surplus. The settling of these PSUs in cash was due to unique circumstances. The Company still has the intention to settle the remaining tranches by issuing shares.

An expense of $4.4 million and $4.0 million was recorded during the years ended December 31, 2015 and 2014, respectively for the PSU plan applicable to BU. For the year ended December 31, 2015, the expense is attributable to equity-settled grants and cash-settled grants for an amount of $4.4 million and ($0.029 million), respectively ($3.96 million and $0.043 million, respectively for the year ended December 31, 2014).

PSU plan

An expense of $0.9 million and nil was recorded during the years ended December 31, 2015 and 2014, respectively for this PSU plan. For the year ended December 31, 2015, the expense is attributable to equity-settled grants and to cash-settled grants for an amount of $0.2 million and $0.7 million, respectively (nil for the year ended December 31, 2014).

Post-Employment Benefit Obligations

The Company contributes to defined contribution plans for its employees. Contributions for the year ended December 31, 2015, amount to $2.4 million ($2.26 million for the year ended December 31, 2014).

Subsequent to a business combination realized in September 2010, the Company assumed the role of sponsor of an individual pension plan ("IPP") which had been established by the Company for former employees. Under pension legislation, while the IPPs are ongoing, the Company has no legal requirement to make contributions towards any solvency deficiencies. These IPPs are valued on a triennial reporting cycle. The most recent actuarial valuation was performed as at January 1, 2013, and the next actuarial valuation date is January 1, 2016.

RELATED PARTY TRANSACTIONS

The Company entered into the following significant transactions with its shareholders and their related companies:

TABLE 18 – RELATED PARTY TRANSACTIONS (IN $ THOUSANDS)

	For the Twelve-Month Periods Ended	
	December 31, 2015	December 31, 2014
Base management, performance and other revenues	52,326	49,290
Selling, general & administrative expenses		
Reference fees	1,592	1,583
Other	2,320	1,775
Interest on long-term debt	7,782	7,864
Changes in fair value of derivative financial instruments	445	301
Acquisition costs	120	-
Shares issued as settlement of the purchase price obligations	8,500	8,500

These transactions were made in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Fees are at prevailing market prices and are settled on normal trade terms. The amounts due under the Company's revolving facility, presented as long-term debt are due to syndicate of lenders which includes two related parties of the Company. During the second quarter of 2015, the Company paid $1.0 million to the syndicate of lenders for different transaction-related fees in relation to the amendment of the revolving facility. The derivative financial instruments liability is due to a related company.

The Company has carried out the following transaction with joint ventures: other revenue of $0.4 million for the year ended December 31, 2015 ($1.2 million for the year ended December 31, 2014).

CONTROL AND PROCEDURES

The Chairman of the Board & Chief Executive Officer ("CEO") and the Executive Vice President & Chief Financial Officer ("CFO"), together with Management, are responsible for establishing and maintaining adequate disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as defined in National Instrument 52-109.

Fiera Capital Corporation's ("Corporation") internal control framework is based on the criteria published in the *Internal Control-Integrated Framework (COSO framework 2013)* report issued by the *Committee of Sponsoring Organizations of the Treadway Commission (COSO)* and is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The CEO and CFO, supported by Management, evaluated the design of the Corporation's DC&P and ICFR as at December 31, 2015, and have concluded that they were effective. Furthermore, no significant changes to the internal controls over financial reporting occurred during the quarter ended December 31, 2015, except as described below:

On October 30, 2015, the Corporation acquired 100% of the issued and outstanding shares of Samson Capital Advisors LLC ("Samson"). Management is in the process of completing its review of the design and operating effectiveness of ICFR for this acquisition. At December 31, 2015, risks were however mitigated as management was fully apprised of any material events affecting these acquisitions. In addition, all the assets and liabilities acquired were valued and recorded in the consolidated financial statements as part of the purchase price allocation process and Samson results of operations were also included in the Corporation's consolidated results. Samson constitutes 1.3% of revenue, (1.6%) of the net earnings of the year, 5.7% of the total assets, 3% of the current assets, 6% of the non-current assets, 1% of the current liabilities and none of the non-current liabilities of the consolidated financial statements for the year ended December 31, 2015. In the coming fiscal year, management will complete its review of the design of ICFR for Samson, and assess its effectiveness.

Following the above mentioned acquisition, Management had to adjust the consolidation process to incorporate the new US subsidiary.

FINANCIAL INSTRUMENTS

The Company, through its financial assets and financial liabilities, has exposure to the following risks from its use of financial instruments: credit risk, interest rate risk, currency risk and liquidity risk. The following analysis provides a measurement of risks as at December 31, 2015.

The Company's business is the management of investment assets. The key performance driver of the Company's results is the level of assets under management. The level of assets under management is directly tied to the Company's investment returns and ability to retain existing assets and attract new assets.

The Company's audited consolidated statements of financial position include a portfolio of investments. The value of these investments is subject to a number of risk factors. While a number of these risks also affect the value of client's assets under management, the following discussion relates only to the Company's own portfolio of investments.

The Company's exposure to potential loss from its financial instrument investments is due primarily to market risk, equity market fluctuation risks, credit risk, interest rate risk, currency risk and liquidity risk.

MARKET RISK

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, equity market fluctuations and other relevant market rate or price changes. Market risk is directly influenced by the volatility and liquidity in the markets in which the related underlying assets are traded. Below is a discussion of the Company's primary market risk exposures and how these exposures are currently managed.

EQUITY MARKET FLUCTUATION RISK

Fluctuations in the value of equity securities affect the level and timing of recognition of gains and losses on equity and mutual fund and pool fund securities in the Company's portfolio and causes changes in realized and unrealized gains and losses. General economic conditions, political conditions and many other factors can also adversely affect the stock and bond markets and, consequently, the value of the equity, mutual fund and fixed income available-for-sale financial assets held.

The Company manages its investment portfolio with a medium risk mandate. Its particular expertise is investment management and, as part of its daily operations, it has resources to assess and manage the risks of a portfolio. The Company's portfolio of equity and equity-related securities as at December 31, 2015 and 2014, is comprised of mutual fund and pool fund investments under its management with a fair value of $4.7 million as at December 31, 2015 and $7.1 million as at December 31, 2014. Mutual fund and pooled fund investments are comprised of a well-diversified portfolio of investments in equities and bonds. Mutual fund and pool fund units have no specific maturities.

A 10% change in the fair value of the Company's equity and equity-related holdings as at December 31, 2015, and 2014 has an impact of increasing or decreasing other comprehensive income by $0.47 million and $0.71 million respectively.

CREDIT RISK

Credit risk is the risk that one party to a financial instrument fails to discharge an obligation and causes financial loss to another party.

The Company's principal financial assets which are subject to credit risk are cash, restricted cash, investments and accounts receivable. The carrying amounts of financial assets on the consolidated statements of financial position represent the Company's maximum credit exposure at the consolidated statements of financial position dates.

The credit risk on cash, restricted cash and investments is limited because the counterparties are chartered and commercial banks with high-credit ratings assigned by national credit-rating agencies.

The Company's credit risk is attributable primarily to its trade receivables. The amounts disclosed in the consolidated statements of financial position are net of allowance for doubtful accounts, estimated by the Company's management based on previous experience and its assessment of the current economic environment and financial condition of the counterparties. In order to reduce its risk, management has adopted credit policies that include regular review of client balances. With the exception of National Bank of Canada and related companies which represent 21% as at December 31, 2015 (20% as at December 31, 2014), no customer represents more than 10% of the Company's accounts receivable as at December 31, 2015 and 2014.

INTEREST RATE RISK

The Company is exposed to interest rate risk through its cash and long-term debt. The interest rates on the long-term debt are variable and expose the Company to cash flow interest rate risk.

The Company manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Such interest rate swaps have the economic effect of converting debt from floating rates to fixed rates. The Company obtained its long-term debt at a floating rate and swapped a portion of it into fixed rates that were lower than those available if the Company borrowed at fixed rates directly. Under the interest rate swap, the Company agrees with the counterparty to exchange, at specified intervals, the difference between the fixed contract rate and floating-rate interest amounts calculated by reference to the agreed notional amounts.

CURRENCY RISK

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure relates to cash, accounts receivable, accounts payable and accrued liabilities and long-term debt denominated in US dollars and the operations of its US businesses which are predominantly in US dollars. The Company manages a portion of its exposure to foreign currency by matching asset and liability positions. More specifically, the Company matches the long-term debt in foreign currency with long-term assets in the same currency.

Based on the balances outstanding (excluding long-term debt) as at December 31, 2015, a 5% increase/decrease of the US dollar against the Canadian dollar would result in an increase/decrease in total comprehensive income of $0.9 million (2014 - $1.1 million).

The above calculation does not include the US dollar long-term debt, which is hedged by a long-term asset in the same currency. This long-term asset is not included in the consolidated statement of financial position given that it is an intercompany balance.

LIQUIDITY RISK

The Company's objective is to have sufficient liquidity to meet its liabilities when they become due. The Company monitors its cash balance and cash flows generated from operations to meet its requirements.

The Company generates enough cash from its operating activities and has sufficient available financing through its long-term debt to finance its activities and to respect its obligations as they become due.

DETERMINATION OF FAIR VALUE OF FINANCIAL INSTRUMENTS

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

The fair value of cash, restricted cash, accounts receivable, accounts payable and accrued liabilities, dividend payable, amount due to related companies and client deposits is approximately equal to their carrying values due to their short-term maturities.

The cost of mutual fund investments and pool funds is $3.8 million as at December 31, 2015 and $6.5 million as at December 31, 2014, while the fair value is $4.7 million as at December 31, 2015 and $7.1 million as at December 31, 2014. The unrealized gain of $0.8 million (net of income taxes of $0.12 million) as at December 31, 2015 and $0.6 million (net of income taxes of $0.083 million) as at December 31, 2014, are reflected in accumulated other comprehensive income.

The fair value of long-term debt approximates its carrying amount, given that it is subject to terms and conditions, including variable interest rates, similar to those available to the Company for instruments with comparable terms.

The Company measured the fair value of the subscription receipts receivable of $1.8 million and subscription receipts obligation of the same amount using level 2 inputs in the fair value hierarchy. The Company determined the fair value by using observable market inputs such as the discount rate.

The fair value of the option granted to non-controlling interest is based on a formula that was agreed upon by all parties during the acquisition of the selected alternative asset management funds of GMP. The fair value of the option is determined using the present value of the sum of a multiple of the forecasted earnings before income taxes, depreciation, amortization ("EBITDA") and forecasted performance fees. The actual performance of the subsidiary directly impacts the value of the option. Forecasts are monitored and updated on a monthly basis, and the value of the option is recalculated at the end of each reporting period. During 2014, the Company completed the annual budget of the subsidiary for fiscal year 2015 and recalculated the option value using the most recent forecasted EBITDA attributable to Fiera Quantum L.P. As a result, the Company determined that the value of the option was nil as at December 31, 2014. The fair value remained unchanged as at December 31, 2015.

In addition, the Company has the option to purchase the 45% interest owned by the key member of the GMP Investment Management team at any time following December 31, 2015. This option can be settled in cash or by the issuance of Class A Shares at the option of Fiera Capital. The formula to determine the purchase price of the remaining 45% is the same that is used to calculate the value of the option granted to non-controlling interest, which considers the sum of a multiple of the forecasted EBITDA and forecasted performance fees.

Derivative financial instruments consist only of interest rate swap contracts, The Company determines the fair value of its interest rate swap contracts by applying valuation techniques, using observable market inputs such as interest rate yield curves as well as available information on market transactions involving other instruments that are substantially the same, discounted cash flows analysis or other techniques, where appropriate. The Company ensures, to the extent practicable, that its valuation technique incorporates all factors that market participants would consider in setting a price and it is consistent with accepted economic methods for pricing financial instruments.

Changes in fair value of derivative financial instruments presented in the consolidated statement of earnings include changes in the fair value of the interest rate swap contracts described above of $0.4 million and $0.3 million for the years ended December 31, 2015 and 2014, respectively and the changes in the fair value of the option granted to non-controlling interest of nil and ($7.7) million for the years ended December 31, 2015 and 2014, respectively for a total of $0.4 million and ($7.4) million for the years ended December 31, 2015 and 2014, respectively. Refer to Note 6, *Financial Instruments*, of the audited consolidated financial statements for additional information.

CAPITAL MANAGEMENT

The Company's capital comprises share capital, (deficit) retained earnings and long-term debt, less cash. The Company manages its capital to ensure there are adequate capital resources while maximizing the return to shareholders through the optimization of the debt and equity balance and to maintain compliance with regulatory requirements and certain restrictive covenants required by the lender of the debt.

In order to maintain its capital structure, the Company may issue new shares or proceed to the issuance or repayment of debt and acquire or sell assets to improve its financial performance and flexibility.

During the years ended at December 31, 2015 and 2014, all regulatory requirements and exemptions were met.

SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATION UNCERTAINTIES

This MD&A is prepared with reference to the audited consolidated financial statements for the three and twelve-month periods ended December 31, 2015. A summary of the Company's significant accounting judgements and estimation uncertainties are presented in Note 3 to the Company's audited consolidated financial statements for the year ended December 31, 2015. Some of the Company's accounting policies, as required under IFRS, require the Management to make subjective, complex judgements and estimates to matters that are inherent to uncertainties.

NEW ACCOUNTING POLICIES

ADOPTION OF NEW IFRS

The following revised standards are effective for annual periods beginning on January 1, 2015 and their adoption has not had any impact on the amounts reported or disclosures made in these financial statements but may affect the accounting for future transactions, arrangements, or disclosures in the Company's 2015 annual financial statements.

Annual Improvements to IFRS (2010-2012) and (2011-2013) Cycles

In December 2013, the IASB published annual improvements on the 2010-2012 and the 2011-2013 cycles which included narrow-scope amendments to a total of nine standards. Modifications of standards that may be relevant to the Company include amendments made to clarify items including the definition of vesting conditions in IFRS 2 – *Share-Based payment*, disclosure on the aggregation of operating segments in IFRS 8 – *Operating segments*, measurement of short-term receivables and payables under IFRS 13 – *Fair value measurement*, definition of related party in IAS 24 – *Related party disclosures*, and other amendments. Most of the amendments were effective for annual periods beginning on or after July 1, 2014.

IFRS ISSUED BUT NOT YET ADOPTED

The Company has not applied the following new and revised IFRS that have been issued but are not yet effective:

IFRS 9 – Financial Instruments

In July 2014, the IASB finalized IFRS 9, bringing together the financial asset and financial liability classification and measurement, impairment of financial assets and hedge accounting phases of the IASB project. IFRS 9 provides a single model for financial asset classification and measurement that is based on contractual cash flow characteristics and on the business model for holding financial assets. IFRS 9 also introduces a new impairment model for financial assets not measured at fair value through profit or loss. This version adds a new expected loss impairment model and limited amendments to classification and measurement of financial assets and liabilities. IFRS 9 replaces IAS 39 – *Financial Instruments: Recognition and Measurement* and is mandatorily effective for annual periods beginning on or after January 1, 2018, and is to be applied retrospectively. Early adoption permitted. The Company is still evaluating the impact of this standard on its consolidated financial statements.

IFRS 15 – Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15 – *Revenue from Contracts with Customers*. The new standard provides a comprehensive framework for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standards on leases, insurance contracts and financial instruments. In July 2015, the IASB affirmed its proposal to defer the effective date by one year. Application of IFRS 15 is currently mandatory for annual periods beginning on or after January 1, 2018, and is to be applied retrospectively. Early adoption is permitted. The Company is still evaluating the impact of this standard on its consolidated financial statements.

IFRS 16 – Leases

In January 2016, the IASB issued IFRS 16 – *Leases*. It supersedes the IASB's current lease standard, IAS 17, which required lessees and lessors to classify their leases as either finance leases or operating leases and to account for those two types of leases differently. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. It introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months and for which the underlying asset is not of low value. This new standard will come into effect for annual periods beginning on or after January 1, 2019. Earlier application is permitted. The Company is still evaluating the impact of this standard on its consolidated financial statements.

Amendments to IFRS 11 – Joint Arrangements

In May 2014, the IASB issued an amendment to this standard requiring business combination accounting to be applied to acquisitions of interests in a joint operation that constitute a business. The amendment is effective for annual periods beginning on or after January 1, 2016, and is not expected to have a significant impact on the consolidated financial statements.

Amendments to IAS 38 – Intangible Assets and IAS 16 – Property, Plant and Equipment

In May 2014, the IASB issued amendments to these standards to introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate. The amendment is effective for annual periods beginning on or after January 1, 2016 with early adoption permitted and is not expected to have a significant impact on the consolidated financial statements.

Amendments to IFRS 10 – Consolidated Financial Statements and IAS 28 – Investments in Associates and Joint Ventures

In September 2014, the IASB issued amendments to these standards to clarify the treatment of the sale or contribution of assets from an investor to its associate or joint venture. The extent of gains and losses arising on the sale or contribution of assets depends on whether the assets sold or contributed constitute a business. In August 2015, the IASB published an exposure draft proposing an indefinite deferral of the effective date for these amendments. Application of the amendments to IFRS 10 and IAS 28 are currently mandatory for annual periods beginning on or after January 1, 2016 and is to be applied prospectively. Early adoption is permitted and is not expected to have a significant impact on the consolidated financial statements.

Annual Improvements to IFRS (2012-2014) Cycle

In September 2014, the IASB published annual improvements on the 2012-2014 cycle which included narrow-scope amendments to a total of four standards. Modifications of standards that may be relevant to the Company include amendments made to provide: (1) specific guidance for cases when an entity reclassifies an asset from held-for-sale to held-for-distribution and vice versa in IFRS 5 – *Non-current assets held-for-sale*, (2) additional guidance on whether a servicing contract is continuing involvement in a transferred asset and clarification on offsetting disclosures in condensed interim financial statements in IFRS 7 – *Financial Instruments: Disclosures*, (3) clarification that the high quality bonds used in estimating the discount rate for post-employment benefits should be denominated in the same currency as the benefits paid under IAS 9 – *Employee Benefits*, (4) clarification of the term "elsewhere in the interim report" in IAS 34 – *Interim Financial Reporting*. Most of the amendments are effective for annual periods beginning on or after July 1, 2016. Early adoption is permitted. The Company is still evaluating the impact of these standards on its consolidated financial statements.

Amendments to IAS 1 – Presentation of Financial Statements

In December 2014, the IASB published amendments to this standard to clarify materiality, aggregation and disaggregation of items presented on the statement of financial position, statement of earnings, and statement of comprehensive income as well as the order of notes to the financial statements. The amendments apply prospectively for annual periods beginning on or after January 1, 2016 with early adoption permitted. The Company is still evaluating the impact of this standard on its consolidated financial statements.

NON-IFRS MEASURES

Adjusted EBITDA is calculated as the difference between total revenues and SG&A expenses (excluding non-cash compensation) and external managers' expenses.

Adjusted net earnings are calculated as the sum of net earnings (loss) attributable to the Company's shareholders, non-cash items, including depreciation of property and equipment, amortization of intangible assets, after-tax changes in fair value of derivative financial instruments, after-tax impairment of non-financial assets, after-tax acquisition and restructuring and other integration costs and non-cash compensation items.

Cash earnings are calculated as the sum of net earnings (loss) attributable to the Company's shareholders, non-cash items, including depreciation of property and equipment, amortization of intangible assets, changes in fair value of derivative financial instruments, impairment of non-financial assets and non-cash compensation items.

We have included non-IFRS measures to provide investors with supplemental measures of our operating and financial performance. We believe non-IFRS measures are important supplemental metrics of operating and financial performance because they eliminate items that have less bearing on our operating and financial performance and thus highlight trends in our core business that may not otherwise be apparent when one relies solely on IFRS measures. We also believe that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of issuers, many of which present non-IFRS measures when reporting their results. Management also uses non-IFRS measures in order to facilitate operating and financial performance comparisons from period to period, to prepare annual budgets and to assess our ability to meet our future debt service, capital expenditure and working capital requirements. Non-IFRS measures are not recognized measures under IFRS. For example, some or all of the non-IFRS measures do not reflect: (a) our cash expenditures, or future requirements for capital expenditures or contractual commitments; (b) changes in, or cash requirements for, our working capital needs; (c) the significant interest expense, or the cash requirements necessary to service interest or principal payments on our debt; and (d) income tax payments that represent a reduction in cash available to us. Although we consider the items excluded from the calculation of non-IFRS measures to be non-recurring and less relevant to evaluate our performance, some of these items may be recurring and, accordingly, may reduce available cash. We believe that the presentation of the non-IFRS measures described above is appropriate. However, these non-IFRS measures have important limitations as analytical tools, and the reader should not consider them in isolation, or as substitutes in the analysis of our results as reported under IFRS. Because of these limitations, we rely primarily on our results as reported in accordance with IFRS and use non-IFRS measures only as a supplement. In addition, because other companies may calculate non-IFRS measures differently than we do, these measures may not be comparable to similarly titled measures reported by other companies.

RISKS OF THE BUSINESS

Fiera Capital's business is subject to a number of risk factors, including but not limited to the following:

Clients are not committed to a long-term relationship

The agreements pursuant to which Fiera Capital manages its clients' assets, in accordance with industry practice, may be terminated upon short notice. Clients who are invested in units of the Funds may have their units redeemed upon short notice as well. Consequently, there is no assurance that Fiera Capital will be able to achieve or maintain any particular level of AUM, which may have a material negative impact on Fiera Capital's ability to attract and retain clients and on its management fees, its potential performance fees and its overall profitability.

The loss of any major clients or of a significant number of existing clients could have a material adverse effect upon Fiera Capital's results of operations and financial condition.

Poor investment performance could lead to the loss of existing clients, an inability to attract new clients, lower AUM and a decline in revenue

Poor investment performance, whether relative to Fiera Capital's competitors or otherwise, could result in the withdrawal of funds by existing clients in favour of better-performing products and would have an adverse impact upon Fiera Capital's ability to attract funds from new and existing clients, any of which could have an adverse impact on Fiera Capital's AUM, management fees, profitability and growth prospects. In addition, Fiera Capital's ability to earn performance fees is directly related to its investment performance, and therefore poor investment performance may cause Fiera Capital to earn less or no performance fees. Fiera Capital cannot guarantee that it will be able to achieve positive relative returns, retain existing clients or attract new clients.

Reliance on a major customer

As part of the Natcan Transaction, Fiera Capital entered into an Assets Under Management Agreement with Natcan and National Bank. Following the Natcan Transaction, National Bank became the largest client of Fiera Capital with $23.6 billion of AUM as of December 31, 2015, representing approximately 23% of Fiera Capital's $101.4 billion in AUM. Termination of the agreement or failure to renew the term of this agreement could result in a significant reduction of Fiera Capital's AUM which could have a material adverse effect on its business, prospect financial condition and results of operations.

Loss of key employees as a result of competitive pressures could lead to a loss of clients and a decline in revenue

Fiera Capital's business is dependent on the highly skilled and often highly specialized individuals it employs. The contribution of these individuals to Fiera Capital's Investment Management, Risk Management and Client Service teams plays an important role in attracting and retaining clients. Fiera Capital devotes considerable resources to recruiting, training and compensating these individuals. However, given the growth in total AUM in the investment management industry, the number of new firms entering the industry and the reliance on performance results to sell financial products, demand has increased for high-quality investment and client service professionals. Compensation packages for these professionals have a tendency to increase at a rate well in excess of inflation and above the rates observed in other industries. Fiera Capital expects that these costs will continue to represent a significant portion of its expenses.

Fiera Capital has taken, and will continue to take, steps to encourage its key employees to remain with the Company. These steps include providing a stock option plan, a short-term incentive plan and the Employee Share Purchase Plan, as well as a working environment that fosters employee satisfaction. We are confident that these measures, aimed to ensure we are an employer of choice, will be effective in retaining these individuals, even if we face increasing competition for experienced professionals in the industry, and that Fiera Capital will be able to recruit high-quality new employees with the desired qualifications in a timely manner when required.

Integration of acquired businesses

The success of the expected benefits from any acquisition completed or that may be completed by Fiera Capital will depend, in part, on the ability of management of Fiera Capital to realize the expected benefits and cost savings from integration of the businesses of Fiera Capital and those acquired. The integration of the businesses may result in significant challenges, and management of Fiera Capital may be unable to accomplish the integration smoothly or successfully or without spending significant amounts of money. It is possible that the integration process could result in the loss of key employees, the disruption of their respective ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect the ability of management of Fiera Capital to maintain relationships with customers, suppliers or employees or to achieve the expected benefits of any acquisition.

The integration of Fiera Capital and any acquired business requires the dedication of substantial management effort, time and resources, which may divert management's focus and resources from other strategic opportunities and from operational matters during this process. There can be no assurance that management of Fiera Capital will be able to integrate the operations of each acquired business successfully or achieve any of the synergies or other benefits expected as a result of an acquisition. Any inability of management to successfully integrate the operations of Fiera Capital and those contemplated by an acquisition, including information technology and financial reporting systems, could have a material adverse effect on the business, financial condition and results of operations of Fiera Capital.

Competitive pressures could reduce revenue

The investment management industry is competitive. Certain of Fiera Capital's competitors have, and potential future competitors could have, substantially greater technical, financial, marketing, distribution and other resources than Fiera Capital. There can be no assurance that Fiera Capital will be able to achieve or maintain any

particular level of AUM or revenue in this competitive environment. Competition could have a material adverse effect on Fiera Capital's profitability, and there can be no assurance that Fiera Capital will be able to compete effectively. In addition, Fiera Capital's ability to maintain its management fee and performance fee structure is dependent on its ability to provide clients with products and services that are competitive. There can be no assurance that Fiera Capital will not come under competitive pressures to lower the fees it charges or that it will be able to retain its fee structure or, with such a fee structure, retain clients in the future. A significant reduction in Fiera Capital's management fees or performance fees could have an adverse effect on revenues.

Conflicts of interest and reputational risk

The failure by Fiera Capital to appropriately manage and address conflicts of interest could damage Fiera Capital's reputation and materially adversely affect its business, financial condition or profitability. Certain of the Funds and Managed Accounts have overlapping investment objectives and potential conflicts may arise with respect to a decision regarding how to allocate investment opportunities among them. It is possible that actual, potential or perceived conflicts could give rise to investor dissatisfaction or litigation or regulatory enforcement actions. Claims in connection with conflicts of interest could have a material adverse effect on Fiera Capital's reputation, which could materially adversely affect Fiera Capital's business in a number of ways, including as a result of any related client losses.

Reputational risk is the potential that adverse publicity, whether true or not, may cause a decline in Fiera Capital's earnings or client base because of its impact on Fiera Capital's corporate image. Reputational risk is inherent in virtually all Fiera Capital's business transactions, even when the transaction is fully compliant with legal and regulatory requirements. Reputational risk cannot be managed in isolation, as it often arises as a result of operational, regulatory and other risks inherent in Fiera Capital's business. For this reason, Fiera Capital's framework for reputation risk management is integrated into all other areas of risk management and is a key part of the code of ethics and conduct that all Fiera Capital's employees are required to observe.

Change(s) in the investment management industry could result in a decline in revenue

Fiera Capital's ability to generate revenue has been significantly influenced by the growth experienced in the investment management industry and by Fiera Capital's relative performance within the investment management industry. The historical growth of the investment management industry may not continue, and adverse economic conditions and other factors, including any significant decline in the financial markets, could affect the popularity of Fiera Capital's services or result in clients' withdrawing from the markets or decreasing their level and/or rate of investment. A decline in the growth of the investment management industry or other changes to the industry that discourage investors from using Fiera Capital's services could affect Fiera Capital's ability to attract clients and result in a decline in revenues.

Employee errors or misconduct could result in regulatory sanctions or reputational harm, which could materially adversely affect Fiera Capital's business, financial condition or profitability

There have been a number of highly publicized cases involving fraud or other misconduct by employees in the financial services industry in recent years and, notwithstanding the extensive measures Fiera Capital takes to deter and prevent such activity (including by instituting its code of ethics and conduct), Fiera Capital runs the risk that employee misconduct could occur. Misconduct by employees could include binding Fiera Capital to transactions that exceed authorized limits or present unacceptable risks, or concealing from Fiera Capital unauthorized or unsuccessful activities, which, in either case, may result in unknown and unmanaged risks or losses. Employee misconduct could also involve the improper use of confidential information, which could result in regulatory sanctions and serious reputational harm. Fiera Capital is also susceptible to loss as a result of employee error. It is not always possible to deter employee misconduct or prevent employee error, and the precautions Fiera Capital takes to prevent and detect these activities may not be effective in all cases, which could materially adversely affect Fiera Capital's business, financial condition or profitability.

Regulatory and litigation risk

Fiera Capital's ability to carry on business is dependent upon Fiera Capital's compliance with, and continued registration under, securities legislation in the jurisdictions where it carries on business. Any change in the securities regulatory framework or failure to comply with any of these laws, rules or regulations could have an adverse effect on Fiera Capital's business. There is also the potential that the laws or regulations governing Fiera Capital's operations or particular investment products or services could be amended or interpreted in a manner that is adverse to Fiera Capital. The rapidly changing securities regulatory environment and the rise of investment management industry standards for operational efficiencies, as well as competitive pressures to implement innovative products and services, may require additional human resources. The implementation of additional reporting obligations and other procedures for investment funds may require additional expenditures. Failure to comply with these regulations could result in fines, temporary or permanent prohibitions on Fiera Capital's activities or the activities of some of Fiera Capital's personnel or reputational harm, which could materially adversely affect Fiera Capital's business, financial condition or profitability.

Regardless of Fiera Capital's effectiveness in monitoring and administering established compliance policies and procedures, Fiera Capital, and any of its directors, officers, employees and agents, may be subject to liability or fines that may limit its ability to conduct business. Fiera Capital maintains various types of insurance to cover certain potential risks and regularly evaluates the adequacy of this coverage. In recent years, the cost of obtaining insurance has increased while the number of insurance providers has decreased. As a result of the introduction of the civil liability regime for secondary market disclosure, the ability to obtain insurance on reasonable economic terms may be even more difficult in the future.

Litigation risk is inherent in the investment management industry in which Fiera Capital operates. Litigation risk cannot be eliminated, even if there is no legal cause of action. The legal risks facing Fiera Capital, its directors, officers, employees and agents in this respect include potential liability for violations of securities laws, breach of fiduciary duty and misuse of investors' funds. In addition, with the existence of the civil liability regime for secondary market disclosure in certain jurisdictions, dissatisfied shareholders may more easily make claims against Fiera Capital, its directors and its officers.

Certain of Fiera Capital's US subsidiaries, namely Bel Air Advisors (and its subsidiary, Bel Air Management) and Fiera Capital Inc. (formerly, Wilkinson O'Grady), are registered investment advisers with the SEC. Fiera Capital's other US subsidiary, Bel Air Securities, is a registered US broker-dealer. Many aspects of these entities' asset management and/or broker-dealer activities are subject to US federal and state laws and regulations primarily intended to benefit the investor or client. These laws and regulations generally grant supervisory agencies and bodies broad administrative powers, including the power to limit or restrict Bel Air, Bel Air Management or Fiera Capital Inc. from carrying on their asset management or broker-dealer activities (including, but not limited to, by suspending individual employees, revoking registrations or imposing other censures and significant fines) in the event that they, their employees or their affiliates fail to comply with such laws and regulations. The regulatory environment in which Bel Air, Bel Air Management and Fiera Capital Inc. operate in the United States is in a period of transition. In the United States, there has been active debate over the appropriate extent of regulation and oversight of investment advisers and broker-dealers. New or revised legislation or regulations imposed by the SEC or other US governmental regulatory authorities or self-regulatory organizations, or changes in the interpretation or enforcement of existing laws and rules by these governmental authorities and self-regulatory organizations, may impose additional costs or other adverse effects on Bel Air, Bel Air Management, Fiera Capital Inc., Fiera Capital or any of its affiliates.

Indebtedness

The Third Amended and Restated Credit Agreement contains various covenants that limit the ability of Fiera Capital and certain of its subsidiaries (collectively, the "Borrower Parties") to engage in specified types of transactions and imposes significant operating restrictions, which may prevent the Borrower Parties from pursuing certain business opportunities and taking certain actions that may be in their interest.

These covenants limit Fiera Capital's ability to, among other things:

- incur, create, assume, or suffer to exist additional Debt for Borrowed Money (as defined therein);
- create, assume, or otherwise become or remain obligated in respect of, or permit to be outstanding guarantees;
- pay dividends on, redeem or repurchase Fiera Capital's capital stock;
- make investments and loans;
- make acquisitions;
- incur capital expenditures;
- create, incur, assume or suffer to exist certain liens; engage in certain mergers, acquisitions, asset sales or sale-leaseback transactions;
- dispose of assets;
- effect any change in the nature of their business activities;
- amend or modify in any way the Borrower Parties' constitutive documents, charters, by-laws or jurisdiction of incorporation;
- amend any material provision of the Material Contracts (as described therein); and
- consolidate, merge, wind-up, liquidate or sell all or substantially all of their respective assets.

These restrictions may prevent the Corporation from taking actions that it believes would profit its business, and may make it difficult for Fiera Capital to successfully execute its business strategy or effectively compete with companies that are not similarly restricted.

In addition, the Third Amended and Restated Credit Agreement requires Fiera Capital to meet certain financial ratios and tests, and provides that the occurrence of a change of control of Fiera Capital will cause an event of default.

Although at present these covenants do not restrict Fiera Capital's ability to conduct its business as presently conducted, there are no assurances that in the future, Fiera Capital will not be limited in its ability to respond to changes in its business or competitive activities or be restricted in its ability to engage in mergers, acquisitions or dispositions of assets. Furthermore, a failure to comply with these covenants, including a failure to meet the financial tests or ratios, could result in an event of default under the Third Amended and Restated Credit Agreement.

Furthermore, a portion of Fiera Capital's indebtedness, including the borrowings under the Third Amended and Restated Credit Agreement, is at variable rates of interest and exposes Fiera Capital to interest rate risk. If interest rates increase, Fiera Capital's debt service obligations on the variable rate indebtedness would increase even though the amount borrowed would remain the same, and the net income and cash flows would decrease.

Failure to manage risks in portfolio models could materially adversely affect Fiera Capital's business, financial condition or profitability

Fiera Capital monitors, evaluates and manages the principal risks associated with the conduct of its business. These risks include external market risks to which all investors are subject, as well as internal risks resulting from the nature of Fiera Capital's business. Certain of Fiera Capital's methods of managing risk are based upon the use of observed historical market behaviour. As a result, these methods may not predict future risk exposures, which may be significantly greater than the historical measures indicated.

Other risk management methods depend upon evaluation of information regarding markets, clients or other matters that is publicly available or otherwise accessible by Fiera Capital. This information may not in all cases be accurate, complete, up-to-date or properly evaluated. Management of operational, legal and regulatory risk requires, among other things, policies and procedures to record properly and verify a large number of transactions, and events and these policies and procedures may not be fully effective. A failure by Fiera Capital to manage risks in its portfolio models could materially adversely affect Fiera Capital's business, financial condition or profitability.

Rapid growth in Fiera Capital's AUM could adversely affect Fiera Capital's investment performance or its ability to continue to grow

An important component of investment performance is the availability of appropriate investment opportunities for new client assets. If Fiera Capital is not able to identify sufficient investment opportunities for new client assets in a timely manner, its investment performance could be adversely affected, or Fiera Capital may elect to limit its growth and reduce the rate at which it receives new client assets. If Fiera Capital's AUM increases rapidly, it may not be able to exploit the investment opportunities that have historically been available to it or find sufficient investment opportunities for producing the absolute returns it targets.

Valuation

Valuation of the Funds is subject to uncertainty. While the Funds are audited by independent auditors, within the meaning of the Code of Ethics of the *Ordre des comptables professionnels agréés du Québec*, in order to assess whether the Funds' financial statements are fairly stated in accordance with Canadian GAAP or IFRS, valuation of certain of the Funds' securities and other investments may involve uncertainties and judgment determinations and, if such valuations should prove to be incorrect, the net asset value of a Fund could be misstated. Independent pricing information may not always be available regarding certain of the Funds' securities and other investments. Additionally, the Funds may hold investments which by their very nature may be extremely difficult to value accurately, particularly the venture investments held by Fiera Capital in private portfolio companies. Fiera Capital may incur substantial costs in rectifying pricing errors caused by the misstatement of investment values.

Possible requirement to absorb operating expenses on behalf of mutual funds

If the assets under management in the Funds decline to the point that charging the full fund operating expenses to the Funds causes management expense ratios or the Funds to become uncompetitive, Fiera Capital may choose to absorb some of these expenses. This will result in an increase in expenses for Fiera Capital and a decrease in profitability.

Failure to implement effective information security policies, procedures and capabilities could disrupt operations and cause financial losses that could materially adversely affect Fiera Capital's business, financial condition or profitability

Fiera Capital is dependent on the effectiveness of its information security policies, procedures and capabilities to protect its computer and telecommunications systems and the data that reside on or is transmitted through them. An externally caused information security incident, such as a hacker attack, a virus or a worm, or an internally caused issue, such as failure to control access to sensitive systems, could materially interrupt Fiera Capital's business operations or cause disclosure or modification of sensitive or confidential information and could result in material financial loss, regulatory actions, breach of client contracts, reputational harm or legal liability, which, in turn, could materially adversely affect Fiera Capital's business, financial condition or profitability.

The administrative services provided by Fiera Capital depend on software supplied by third parties. Failure of a key supplier, the loss of suppliers' products or problems or errors related to such products would most likely have a material adverse effect on the ability of Fiera Capital to provide these administrative services. Changes to the pricing arrangement with such third-party suppliers because of upgrades or other circumstances could also have an adverse effect upon the profitability of Fiera Capital.

Dependency on information systems and telecommunications

Fiera Capital is dependent on the availability of its personnel, its office facilities and the proper functioning of its computer and telecommunications systems. A disaster such as water damage, an explosion or a prolonged loss of electrical power could materially interrupt Fiera Capital's business operations and cause material financial loss, loss of human capital, regulatory actions, and breach of client contracts, reputational harm or legal liability, which in turn could materially adversely affect Fiera Capital's business, financial condition or profitability.

Obtaining sufficient insurance coverage on favourable economic terms may not be possible

Fiera Capital holds various types of insurance, including errors and omissions insurance, general commercial liability insurance and a financial institution bond. The adequacy of its insurance coverage is evaluated on an ongoing basis, including the cost relative to the benefits. However, there can be no assurance that claims will not exceed the limits of available insurance coverage or that any claim or claims will ultimately be satisfied by an insurer. A judgment against Fiera Capital in excess of available insurance or in respect of which insurance is not available could have a material adverse effect on its business, financial condition or profitability. There can be no assurance that Fiera Capital will be able to obtain insurance coverage on favourable economic terms.

Major shareholders

Jean-Guy Desjardins indirectly owns approximately 35.9% of the outstanding voting interest of Fiera L.P., a controlling shareholder of Fiera Capital holding 28.15% of the outstanding voting shares of Fiera Capital. DFH, an indirect wholly-owned subsidiary of FCD, owns 36.2% of the outstanding voting interest of Fiera L.P. As a result, Mr. Desjardins is in a position to exercise significant control over matters of Fiera Capital requiring shareholder approval, including the election of directors and the determination of significant corporate actions. Although DFH's minority interest in Fiera L.P. does not constitute a controlling interest in Fiera Capital, DFH is entitled to appoint two of the eight directors of Fiera Capital that the holders of Class B Special Voting Shares are entitled to appoint.

As of the date hereof, National Bank holds approximately 22.7% of the outstanding voting shares of Fiera Capital, by way of its wholly-owned subsidiary Natcan. Pursuant to the *Investor Rights Agreement*, National Bank is entitled to appoint two of the four directors of Fiera Capital that the holders of Class A Subordinate Voting Shares are entitled to appoint.

Potential dilution

Fiera Capital is authorized to issue an unlimited number of Class A Subordinate Voting Shares, Class B Special Voting Shares and Preferred Shares and may decide to issue additional Shares or Preferred Shares in order to finance investment projects or raise liquidity, which could dilute the share ownership.

Further, under the *Investor Rights Agreement*, National Bank benefits from the *National Bank Anti-Dilution Rights* and Fiera L.P. benefits from the Fiera L.P. Anti-Dilution Rights, which are described in the Company's Annual Information Form ("AIF") under the sections "*Description of Material Contracts – Investor Rights Agreement*" and "*Sceptre Investor Agreement*", respectively. However, as of the March 12, 2015 closing of the Secondary Offering, National Bank no longer benefits from the *National Bank Anti-Dilution Rights* as it reduced its position in Fiera Capital to an ownership percentage less than one-third of the issued and outstanding Shares.

As a result of an issuance pursuant to the *Fiera L.P. Anti-Dilution Rights* described under the section "*Description of Material Contracts – Sceptre Investor Agreement*" of the Company's AIF, the share ownership of the Corporation would be diluted.

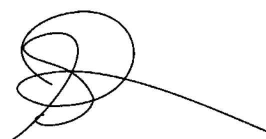
MANAGEMENT'S REPORT TO THE SHAREHOLDER

Management of Fiera Capital Corporation is responsible for the integrity and objectivity of the consolidated financial statements and all other information contained in the Annual Report. The consolidated financial statements were prepared in accordance with International Financial Reporting Standards and based on management's information and judgment.

In fulfilling its responsibilities, management has developed internal control systems as well as policies and procedures designed to provide reasonable assurance that the Corporation's assets are safeguarded, that transactions are executed in accordance with appropriate authorization, and that accounting records may be relied upon to accurately reflect the Corporation's business transactions.

Operating under the Board of Directors, the Audit and Risk Management Committee meets periodically with management and with auditors to discuss the Corporation's financial reporting and internal control. The Audit and Risk Management Committee reviews the financial information prepared by management and the results of the audit by the auditors prior to recommending the consolidated financial statements to the Board of Directors for approval. The independent auditors have unrestricted access to the Audit and Risk Management Committee. In addition, the Corporation's independent auditors, Deloitte LLP, are responsible for auditing the consolidated financial statements and for providing an opinion thereon. Their report is provided herein.

Management recognizes its responsibility to conduct the Corporation's affairs in the best interests of its shareholders.



Sylvain Brosseau
Global President and
Chief Operating Officer

Jean-Guy Desjardins
Chairman of the Board and
Chief Executive Officer

ANNUAL REPORT OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

TO OUR SHAREHOLDERS

Fiera Capital Corporation ("Fiera Capital" or "Fiera" or the "Company") is committed to providing high-quality, reliable and relevant financial reporting. Accordingly, Fiera Capital ensures it maintains appropriate accounting practices, effective internal controls and strong risk management practices.

Fiera Capital's Audit and Risk Management Committee ("Committee") actively assists the Board of Directors ("Board") in fulfilling its oversight responsibilities in the following areas:

i) the integrity of Fiera's interim and annual consolidated financial statements as well as and related information including their respective Management's Discussion and Analysis and the Annual Information Form ("AIF");

ii) the adequacy of the design and the effectiveness of the application of Fiera's system of disclosure controls and procedures, as well as of its system of internal controls with respect to Fiera's financial reporting, asset protection and fraud detection;

iii) the evaluation of Fiera's external auditor including its qualifications, independence and appointment;

iv) the appropriateness of Fiera's risk management program and practices;

v) Fiera's compliance with legal and regulatory requirements, as well as with its ethical standards; and

vi) any assignments or functions as delegated to it by the Board.

The Committee examines the information resulting from this governance process every quarter.

In connection with fulfilling its duties, the Committee met five times in 2015. Senior members of Fiera Capital's management team attended these meetings. The agenda of the meetings included systematic private sessions, respectively with Fiera Capital's Chief Financial Officer, Chief Compliance Officer and Chief Risk Officer. In these private sessions, the Committee and the aforementioned senior management members had candid discussions regarding Fiera Capital's financial disclosures, financial and non-financial risk management, as well as legal, accounting, auditing and internal control matters. Such meetings support direct communication between the Committee and the senior management maintaining their independence.

AUDIT AND RISK MANAGEMENT COMMITTEE CHARTER

The Committee is governed by the Audit and Risk Management Committee Charter (the "Charter"). The Charter is contained in the Company's AIF, which is available on Fiera Capital's website (www.fieracapital.com). The Charter is examined at least annually to review the Committee's responsibilities and ensure its compliance with the most current regulatory requirements.

The Charter was last amended on November 9, 2015. Three amendments were approved by the Board. Two included additional oversight responsibilities, the first being over Fiera Capital's cybersecurity program and practices regarding emerging risks such as cyberattacks and the second over Fiera's implementation of an integrated enterprise risk management program. The third amendment concerns the delegation to management of its oversight responsibility for the integrity of the annual and semi-annual financial statements of Fiera Capital's mutual funds, pooled funds and closed-end funds, in line with common industry practice.

In accordance with sound corporate governance practices, the Committee annually reviews its efficiency and effectiveness in executing its mandate as set out in its Charter. In 2015, the self-assessment of the Committee was effected through a formal questionnaire distributed and reviewed by the Governance sub-committee of the Board.

The Committee reports to Fiera's Board on a quarterly basis and, when necessary, makes recommendations.

INDEPENDENT AUDITOR

Fiera Capital's independent auditor, Deloitte LLP ("Deloitte"), reports directly to the Committee, which has sole authority over its appointment or discharge if required, its oversight, its compensation, and its annual evaluation.

The Committee supervises the work of Deloitte and examines its audit proposal, its mandate, its annual audit strategy, its interim and annual reports, its communications to management, and associated management's comments and action plans. At each meeting, the Committee holds discussions with Deloitte within an in-camera private session. The audit results, the internal control over financial reporting review as well as the overall quality of financial reporting are reviewed and discussed with Deloitte.

In addition, the Committee contributes to ensuring the independence of the Auditor by approving all audit and non-audit services to be conducted by Deloitte in accordance with Fiera's Pre-Approval of the External Audit and Non-Audit Services Policy.

The Chair of the Committee meets with Deloitte on a regular basis to foster open dialogue.

In 2015, the Committee reviewed and discussed with management its assessment of the independent auditor. The Committee concluded to recommend the reappointment of Deloitte as independent auditor of Fiera Capital.

AUDIT AND RISK MANAGEMENT COMMITTEE ACTIVITIES FOR FISCAL YEAR 2015

In 2015, in addition to its statutory responsibilities, the following activities were conducted by the Committee:

- Monitored the internal control over the financial reporting program based on the criteria of the 2013 COSO framework for ensuring the requirements of NI 52-109 are met;
- Oversaw the launch of an information technology control framework based on the requirements of COBIT 5 for certification purposes;
- Oversaw the launch of the following corporate programs:
  - an integrated Enterprise Risk Management program to support the mitigation of key risks having a material impact on Fiera's performance;
  - a cyberattack prevention and detection program;
  - a whistleblower program ensuring mechanisms for anonymous submission of potential ethics and compliance issues regarding accounting, internal accounting controls or auditing matters; and
  - an internal control program over financial reporting of public mutual and closed-end funds for certification purposes.
- Reviewed the corporate insurance coverage program;
- Reviewed and monitored the inspection reports issued by the Autorité des marchés financiers;
- Reviewed Fiera Capital's Code of Conduct, which is available on Fiera's website (www.fieracapital.com);
- Approved a Protocol with Deloitte for sharing the Canadian Public Accountability Board (CPAB) inspection findings related to Fiera's file, when applicable;
- Held in-camera discussions with the Chief Operating Officer and the Chairman of the Human Resources sub-committee of the Board;
- Reviewed and approved the Committee's 2015 annual work plan and priorities; and
- Attended a training session on new accounting standards and key accounting issues relating to Fiera Capital's environment.

AUDIT AND RISK MANAGEMENT COMMITTEE MEMBERSHIP

The Committee's membership comprises three directors of which two are independent (Mr. Raymond Laurin and Mr. Jean C. Monty) and the third (Mrs. Lise Pistono) appointed under the section 3.3(2) exemption in NI 52-110 as disclosed in the Company's AIF.

EDUCATION AND EXPERIENCE OF AUDIT AND RISK MANAGEMENT COMMITTEE MEMBERS

The following is a brief description of the qualifications, education and experience of each current member of the Committee that are relevant to the execution of their responsibilities as members of the Committee.

Mr. Laurin, FCPA, FCA, Adm.A, ASC, is a Corporate Director. During his 32-year career with Desjardins Group, he served namely as Senior Vice President, Finance and Treasury, and Chief Financial Officer. In addition, he was functional manager of the Desjardins Group Audit and Inspection Commission, the Fonds de sécurité Desjardins and the Desjardins Group Pension Plan. Mr. Laurin is a Fellow of the Ordre des comptables agréés du Québec.

Mr. Monty is a Corporate Director. Mr. Monty had a 28-year career with BCE Inc., where he was Chairman of the Board and Chief Executive Officer from 1997 to 2002. He was previously President and Chief Executive Officer of Nortel Networks Corporation from 1993 to 1997. Mr. Monty is a member of the Order of Canada. He currently sits on the board of several international companies.

Mrs. Pistono, CPA, CA, is Vice President and Chief Financial Officer of DJM Capital Inc. Previously, she was with KPMG supporting public companies in their financial disclosure requirements, and served as a senior finance officer for a Bell Canada subsidiary as well as a private office furniture and supplies company. Mrs. Pistono also has over 20 years of teaching experience at l'École des hautes études commerciales (HEC Montréal) in Applied Economics, Quantitative Methods and Accounting.

The members of the Audit and Risk Management Committee

Raymond Laurin, Chair
Jean C. Monty
Lise Pistono

March 16, 2016
Montréal

Consolidated Financial Statements of Fiera Capital Corporation

December 31, 2015 and 2014

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Fiera Capital Corporation

We have audited the accompanying consolidated financial statements of Fiera Capital Corporation, which comprise the consolidated statements of financial position as at December 31, 2015 and December 31, 2014, and the consolidated statements of earnings, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of 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.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Fiera Capital Corporation as at December 31, 2015 and December 31, 2014, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

[1]

March 16, 2016
Montreal, Quebec

1. CPA auditor, CA, public accountancy permit No. A116635

CONSOLIDATED STATEMENTS OF EARNINGS

(In thousands of Canadian dollars, except per share data)

For the years ended December 31,	2015	2014
	$	$
Revenues		
Base management fees	**231,421**	200,612
Performance fees	**19,534**	15,437
Other revenues	**7,462**	6,309
	258,417	222,358
Expenses		
Selling, general and administrative expenses (Note 18)	**177,691**	145,967
External managers	**4,825**	5,107
Depreciation of property and equipment (Note 9)	**2,030**	1,733
Amortization of intangible assets (Note 10)	**27,119**	25,700
Impairment of non-financial assets (Note 10)	**-**	8,016
Acquisition costs	**4,748**	2,079
Restructuring and other integration costs (Note 4)	**2,361**	3,127
	218,774	191,729
Earnings before realized gain on investments, interest on long-term debt and other financial charges, accretion and change in fair value of purchase price obligations, (gain) loss on dilution of investments in joint ventures, changes in fair value of derivative financial instruments and share of earnings of joint ventures	**39,643**	30,629
Realized gain on investments	**(522)**	(80)
Interest on long-term debt and other financial charges	**8,852**	7,977
Accretion and change in fair value of purchase price obligations	**484**	2,642
(Gain) loss on dilution of investments in joint ventures	**(83)**	23
Changes in fair value of derivative financial instruments (Note 6)	**445**	(7,419)
Share of earnings of joint ventures (Note 5)	**(1,968)**	(1,263)
Earnings before income taxes	**32,435**	28,749
Income taxes (Note 12)	**6,771**	5,158
Net earnings	**25,664**	23,591
Net earnings attributable to :		
Company's shareholders	**27,631**	27,492
Non-controlling interest	**(1,967)**	(3,901)
	25,664	23,591
Earnings per share (Note 15)		
Basic	**0.40**	0.40
Diluted	**0.39**	0.40

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands of Canadian dollars)

For the years ended December 31,	2015	2014
	$	$
Net earnings	**25,664**	23,591
Other comprehensive income:		
Items that may be reclassified subsequently to earnings:		
Unrealized gain on available-for-sale financial assets (net of income taxes of $105 in 2015 and $83 in 2014)	**640**	352
Reclassification of gain on disposal of investments (net of income tax recovery of $68 in 2015)	**(414)**	-
Share of other comprehensive income of joint ventures	**155**	111
Unrealized exchange differences on translating financial statements of foreign operations	**18,382**	7,472
Other comprehensive income	**18,763**	7,935
Comprehensive income	**44,427**	31,526
Comprehensive income attributable to:		
Company's shareholders	**46,394**	35,427
Non-controlling-interest	**(1,967)**	(3,901)
	44,427	31,526

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

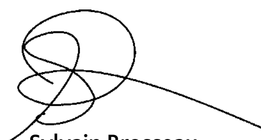
(In thousands of Canadian dollars)

As at December 31,	2015	2014
	$	$
Assets		
Current assets		
Cash	**25,725**	16,880
Restricted cash	**2,890**	579
Investments (Note 7)	**4,707**	7,986
Assets held-for-sale (Note 5)	**5,496**	-
Accounts receivable (Note 8)	**65,435**	59,960
Prepaid expenses and other assets	**6,115**	2,908
Subscription receipts receivable	**1,755**	1,746
	112,123	90,059
Non-current assets		
Deferred charges	**3,284**	1,831
Long-term receivable	**433**	449
Deferred income taxes (Note 12)	**1,079**	483
Subscription receipts receivable	**-**	1,607
Investment in joint ventures (Note 5)	**6,460**	9,635
Property and equipment (Note 9)	**18,956**	5,120
Intangible assets (Note 10)	**322,975**	292,835
Goodwill (Note 10)	**391,347**	370,161
	856,657	772,180
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 11)	**50,784**	41,034
Dividend payable	**334**	311
Restructuring provisions (Note 4)	**75**	904
Amount due to related companies	**1,259**	931
Purchase price obligations	**11,561**	8,500
Client deposits	**155**	155
Deferred revenues	**-**	99
Subscription receipts obligation	**1,755**	1,746
	65,923	53,680
Non-current liabilities		
Deferred lease obligations	**1,311**	519
Lease inducements	**5,284**	636
Deferred income taxes (Note 12)	**12,566**	20,091
Long-term restructuring provisions (Note 4)	**936**	979
Other non-current liabilities	**2,512**	-
Cash settled share-based liabilities	**1,807**	1,263
Long-term debt (Note 13)	**264,226**	222,081
Purchase price obligations	**30,674**	36,168
Derivative financial instruments (Note 6 & 13)	**1,390**	945
Subscription receipts obligation	**-**	1,607
	386,629	337,969
Equity		
Share capital, restricted and hold back shares, contributed surplus, (deficit) retained earnings, and accumulated other comprehensive income	**474,938**	437,154
Non-controlling interest	**2,388**	4,355
Initial value of option granted to non-controlling interest	**(7,298)**	(7,298)
Total non-controlling interest	**(4,910)**	(2,943)
	470,028	434,211
	856,657	772,180

The accompanying notes are an integral part of these consolidated financial statements.

Approved by the Board

Jean-Guy Desjardins
Director



Sylvain Brosseau
Director

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31,

(In thousands of Canadian dollars)

	Share Capital	Restricted and Hold back shares	Contributed surplus
	$	$	$
Balance, December 31, 2013	421,209	8,781	4,533
Net earnings	-	-	-
Other comprehensive income	-	-	-
Comprehensive income	-	-	-
Share-based compensation expense (Note 18)	-	-	5,255
Stock options exercised (Note 14)	2,245	-	(557)
Shares issued as settlement of purchase price obligations (Note 14)	8,500	-	-
Issuance of shares (Note 14)	1,830	-	-
Conversion of hold back shares (Note 14)	3,104	(3,104)	-
Dividends	-	-	-
Balance, December 31, 2014	436,888	5,677	9,231
Net earnings	-	-	-
Other comprehensive income	-	-	-
Comprehensive income	-	-	-
Share-based compensation expense (Note 18)	-	-	5,994
Performance share units settled	-	-	(3,450)
Stock options exercised (Note 14)	3,146	-	(719)
Shares issued as part of a business combination (Note 4)	11,998	3,566	-
Shares purchased for cancellation (Note 14)	(2,320)	-	-
Issuance of restricted shares (Note 14)	2,622	(2,622)	-
Shares issued as settlement of purchase price obligations (Note 14)	8,500	-	-
Issuance of shares (Note 14)	3,341	-	-
Conversion of hold back shares (Note 14)	2,959	(2,959)	-
Dividends	-	-	-
Balance, December 31, 2015	467,134	3,662	11,056

The accompanying notes are an integral part of these consolidated financial statements.

(Deficit) Retained earnings	Accumulated other comprehensive income	Total	Related to Non-Controlling Interest	Total Equity
$	$	$	$	$
(20,356)	1,916	416,083	958	417,041
27,492	-	27,492	(3,901)	23,591
-	7,935	7,935	-	7,935
27,492	7,935	35,427	(3,901)	31,526
-	-	5,255	-	5,255
-	-	1,688	-	1,688
-	-	8,500	-	8,500
-	-	1,830	-	1,830
-	-	-	-	-
(31,629)	-	(31,629)	-	(31,629)
(24,493)	9,851	437,154	(2,943)	434,211
27,631	**-**	**27,631**	**(1,967)**	**25,664**
-	**18,763**	**18,763**	**-**	**18,763**
27,631	**18,763**	**46,394**	**(1,967)**	**44,427**
-	**-**	**5,994**	**-**	**5,994**
-	**-**	**(3,450)**	**-**	**(3,450)**
-	**-**	**2,427**	**-**	**2,427**
-	**-**	**15,564**	**-**	**15,564**
(789)	**-**	**(3,109)**	**-**	**(3,109)**
-	**-**	**-**	**-**	**-**
-	**-**	**8,500**	**-**	**8,500**
-	**-**	**3,341**	**-**	**3,341**
-	**-**	**-**	**-**	**-**
(37,877)	**-**	**(37,877)**	**-**	**(37,877)**
(35,528)	**28,614**	**474,938**	**(4,910)**	**470,028**

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands of Canadian dollars)

For the years ended December 31,	2015	2014
	$	$
Operating activities		
Net earnings	**25,664**	23,591
Adjustments for:		
Depreciation of property and equipment	**2,030**	1,733
Amortization of intangible assets	**27,119**	25,700
Impairment of non-financial assets	**-**	8,016
Amortization of deferred charges	**507**	373
Accretion and change in fair value of purchase price obligations	**484**	2,642
Lease inducements	**(216)**	(121)
Deferred lease obligations	**764**	(15)
Share-based compensation	**5,994**	5,255
Cash settled share-based compensation	**2,886**	1,683
Restructuring provisions	**(872)**	574
Interest on long-term debt and other financial charges	**8,852**	7,977
Changes in fair value of derivative financial instruments	**445**	(7,419)
Income tax expense	**6,771**	5,158
Income tax paid	**(12,563)**	(14,346)
Share of earnings of joint ventures	**(1,968)**	(1,263)
(Gain) loss on dilution of investments in joint ventures	**(83)**	23
Realized gain on investments	**(522)**	(80)
Other non-current liabilities	**2,490**	-
Changes in non-cash operating working capital items (Note 19)	**(926)**	4,254
Net cash generated from operating activities	**66,856**	63,735
Investing activities		
Business combinations (less cash acquired of $1,144 in 2015 ($107 in 2014)) (Note 4)	**(23,975)**	(9,914)
Payment of purchase price obligations	**-**	(9,484)
Investments, net	**3,385**	2,904
Investment in joint ventures	**(96)**	-
Purchase of property and equipment	**(9,409)**	(1,295)
Purchase of intangible assets	**(1,655)**	(2,343)
Repayment from a related shareholder	**-**	1,211
Long-term receivable	**(218)**	(449)
Deferred charges	**(1,874)**	(1,500)
Restricted cash and client deposits	**(758)**	158
Net cash used in investing activities	**(34,600)**	(20,712)
Financing activities		
Settlement of share-based compensation	**(3,450)**	-
Dividends	**(37,854)**	(31,318)
Issuance of share capital less issuance cost of $19 in 2015 (nil in 2014)	**4,238**	3,518
Shares purchased for cancellation	**(3,109)**	-
Long-term debt, net	**23,030**	(13,300)
Interest paid on long-term debt	**(7,539)**	(7,864)
Financing charges	**(1,168)**	(23)
Net cash used in financing activities	**(25,852)**	(48,987)
Net increase (decrease) in cash	**6,404**	(5,964)
Effect of exchange rate changes on cash denominated in foreign currencies	**2,441**	1,070
Cash – beginning of year	**16,880**	21,774
Cash – end of year	**25,725**	16,880

The accompanying notes are an integral part of these consolidated financial statements.

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December 31, 2015 and 2014

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1. DESCRIPTION OF BUSINESS

Fiera Capital Corporation ("Fiera Capital" or the "Company") was incorporated as Fry Investment Management Limited in 1955 and is incorporated under the laws of the Province of Ontario. The Company is a North American asset management firm which offers a wide range of traditional and alternative investment solutions, including depth and expertise in asset allocation. The Company provides investment advisory and related services to institutional investors, private wealth clients and retail investors. In the U.S., investment advisory services are provided by the Company's U.S. affiliates, which are investment advisors registered with the U.S. Securities and Exchange Commission. Its head office is located at 1501 Avenue McGill College, office 800, Montreal, Quebec, Canada. The Company is listed on the Toronto Stock Exchange ("TSX") under the symbol "FSZ".

The Board of Directors (the "Board") approved the consolidated financial statements for the years ended December 31, 2015 and 2014, on March 16, 2016.

2. BASIS OF PRESENTATION AND ADOPTION OF NEW IFRS

STATEMENT OF COMPLIANCE

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as at December 31, 2015.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

REVISED IFRS, INTERPRETATIONS AND AMENDMENTS

ANNUAL IMPROVEMENTS TO IFRS (2010-2012) AND (2011-2013) CYCLES

In December 2013, the IASB published annual improvements on the 2010-2012 and the 2011-2013 cycles which included narrow-scope amendments to a total of nine standards. Modifications of standards that may be relevant to the Company include amendments made to clarify items including the definition of vesting conditions in IFRS 2 – *Share-Based payment*, disclosure on the aggregation of operating segments in IFRS 8 – *Operating segments*, measurement of short-term receivables and payables under IFRS 13 – *Fair value measurement*, definition of related party in IAS 24 – *Related party disclosures*, and other amendments. Most of the amendments were effective for annual periods beginning on or after July 1, 2014. The adoption of these standards had no impact on the amounts reported or disclosures made in these consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATION UNCERTAINTY

SIGNIFICANT ACCOUNTING POLICIES

BASIS OF MEASUREMENT

The consolidated financial statements have been prepared under the historical cost convention, except for financial assets and liabilities held at fair value through profit or loss and available-for-sale investments, which have been measured at fair value as discussed under "Financial Instruments".

CONSOLIDATION

The financial statements of the Company include the accounts of the Company and its subsidiaries, as well as its share of interests in joint ventures. All intercompany transactions, balances and unrealized gains and losses from intercompany transactions with and amongst the subsidiaries are eliminated on consolidation.

The consolidated financial statements include the accounts of Fiera Capital Corporation and its wholly owned subsidiaries, Fiera Capital Funds Inc. ("FCFI") which is registered with various provincial securities commissions as a mutual fund dealer and maintains membership in the Mutual Fund Dealer Association, Fiera US Holding Inc. (which owns Bel Air Investment Advisors LLC, Bel Air Management LLC, Bel Air Securities LLC, and Fiera Capital Inc., formerly Wilkinson O'Grady & Co. Inc.), Propel Capital Corporation, Fiera Quantum GP Inc. and 9276-5072 Quebec Inc. (which collectively owns a controlling 55% interest in Fiera Quantum Limited Partnership ("Fiera Quantum L.P.") which owns FQ ABCP GP Inc., and FQ GenPar LLC), and 8645230 Canada Inc. (which owns Gestion Fiera Capital S.a.r.l.).

Subsidiaries are those entities which the Company controls. The Company controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. Subsidiaries are fully consolidated from the date on which control is obtained by the Company and are deconsolidated from the date that control ceases.

Accounting policies of subsidiaries have been changed when necessary to ensure consistency with the policies adopted by the Company.

INVESTMENTS IN JOINT VENTURES

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. 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 Company owns interests in the following joint ventures: Axium Infrastructure Inc. ("Axium"), formerly Fiera Axium Infrastructure Inc., an entity in Montreal, Quebec that specializes in infrastructure investment and Fiera Properties Limited ("Fiera Properties"), an entity in Halifax, Nova Scotia that specializes in real estate investments, over which the Company has joint control. The financial results of the Company's investments in its joint ventures are included in the Company's results using the equity method of accounting.

Subsequent to the acquisition date, the Company's share of earnings of the joint venture is recognized in the consolidated statement of earnings. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

The accounting policies of the joint ventures have been changed when necessary to ensure consistency with the policies adopted by the Company.

The Company assesses at each year-end whether there is any objective evidence that its interests in the joint ventures are impaired; if impaired, the carrying value of the Company's investment in the joint venture is written down to its estimated recoverable amount (being the higher of fair value less costs to sell and value-in-use) and charged to the consolidated statement of earnings. In accordance with IAS 36 – *Impairment of assets*, impairment losses are reversed in subsequent years if the recoverable amount of the investment subsequently increases and the increase can be related objectively to an event occurring after the impairment was recognized.

BUSINESS COMBINATIONS

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value at the date of acquisition. Acquisition-related costs are recognized in the consolidated statement of earnings.

At the acquisition date the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except deferred tax assets or liabilities, which are recognized and measured in accordance with IAS 12 – *Income Taxes*. Subsequent changes in fair values are adjusted against the cost of acquisition if they qualify as measurement period adjustments. The measurement period is the period between the date of the acquisition and the date where all significant information necessary to determine the fair values is available and cannot exceed 12 months. All other subsequent changes are recognized in the consolidated statement of earnings. The determination of fair value involves making estimates relating to acquired intangibles assets, property and equipment and contingent consideration. Contingent consideration that is classified as a liability is measured at each subsequent reporting date with the corresponding gain or loss being recognized in earnings.

Goodwill is measured as the excess of the consideration transferred over the net amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the excess is recognized immediately in the consolidated statement of earnings as a bargain purchase gain.

FOREIGN CURRENCY TRANSLATION

The Company has prepared and presented these consolidated financial statements in Canadian dollars, its functional currency.

Foreign currency transactions are translated using the exchange rates prevailing at the dates of the transactions. Generally, foreign exchange gains and losses from the settlement of foreign currency transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of earnings. Non-monetary assets and liabilities denominated in foreign currencies are reported in Canadian dollars based on the exchange rates in effect at the date of initial recognition.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition are translated in Canadian dollars at exchange rates at the reporting date. The revenue and expenses of foreign operations are translated at exchange rates at the date of transactions.

Translation gains or losses related to foreign operations are recognized in other comprehensive income and are reclassified in earnings on disposal or partial disposal of the investment in the related foreign operations.

REVENUE RECOGNITION

Revenue from management fees is recognized as the related services are rendered and when the fees are determinable. Management fees are invoiced quarterly based on daily average assets under management ("AUM") while others are calculated and invoiced monthly or quarterly in arrears based on calendar quarter-end or month-end asset values under management or on an average of opening and closing AUM for the quarter.

Performance fees are recorded only at the performance measurement dates contained in the individual account agreements and are dependent upon performance of the account exceeding agreed-upon benchmarks over the relevant period.

DEFERRED REVENUES

Payments received in advance for services from external parties are recorded upon receipt as deferred revenues. These revenues are recognized in the period in which the related services are rendered.

FINANCIAL INSTRUMENTS

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and

the Company has transferred substantially all risks and rewards of ownership. Regular purchases and sales of financial assets are accounted for at the trade date.

At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired:

CLASSIFICATION

Cash and restricted cash	Loans and receivables
Investments	
Other securities and obligations	Fair value through profit or loss
Mutual fund and pooled fund investment	Available-for-sale
Accounts receivable	Loans and receivables
Long-term receivable	Loans and receivables
Subscription receipts receivable	Loans and receivables
Accounts payable and accrued liabilities	Financial liabilities at amortized cost
Dividend payable	Financial liabilities at amortized cost
Amount due to related companies	Financial liabilities at amortized cost
Client deposits	Financial liabilities at amortized cost
Value of option granted to non-controlling interest	Fair value through profit or loss
Cash settled share-based liabilities	Fair value through profit or loss
Long-term debt	Financial liabilities at amortized cost
Purchase price obligations	Financial liabilities at amortized cost
Derivative financial instruments	Fair value through profit or loss
Subscription receipts obligation	Financial liabilities at amortized cost

Financial assets at fair value through profit or loss

A financial asset is classified in this category if acquired principally for the purpose of selling or repurchasing in the short term. The instruments held by the Company that are classified in this category are certain securities and obligations, classified under investments in the consolidated statements of financial position and derivative financial instruments.

Financial instruments in this category are measured initially and subsequently at fair value. Transaction costs are expensed as incurred in the consolidated statement of earnings. Gains and losses arising from changes in fair value are presented in the consolidated statement of earnings in the period in which they arise. Financial assets at fair value through profit or loss are classified as current except for the portion expected to be realized or paid beyond twelve months of the consolidated statement of financial position date, which is classified as non-current.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's loans and receivables consist of cash, restricted cash, accounts receivable, long-term receivable, and subscription receipts receivable. With the exception of the long-term receivable, these assets are included in current assets due to their short-term nature. Loans and receivables are initially recognized at the amount expected to be received, less, if applicable, a discount to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method, less a provision for impairment, if necessary.

Available-for-sale

Available-for-sale investments are recognized initially at fair value plus transaction costs and are subsequently carried at fair value. Gains or losses arising from changes in fair value are recognized in other comprehensive income (loss). Available-for-sale investments are classified as non-current, unless the investment matures within twelve months or management expects to dispose of it within twelve months.

Dividends on available-for-sale equity instruments are recognized in the consolidated statement of earnings when the Company's right to receive payment is established. When an available-for-sale investment is sold or impaired, the accumulated gains or losses are moved from accumulated other comprehensive income to the consolidated statement of earnings.

Available-for-sale investments are assessed for indicators of impairment at the end of each reporting period. The investments are considered to be impaired when there is objective evidence that, as a result of one or more events that have occurred, the estimated future cash flows of the investment have been affected, such as a prolonged decline in the fair value of the investment below cost.

Financial liabilities at amortized cost

Financial liabilities at amortized cost include accounts payable and accrued liabilities, dividend payable, amount due to related companies, client deposits, long-term debt, purchase price obligations and subscription receipts obligation. Accounts payable and accrued liabilities, dividend payable, amount due to related companies and client deposits are initially recognized at the amount required to be paid less, if applicable, a discount to reduce the payables to fair value. Subsequently, they are measured at amortized cost using the effective interest method. Long-term debt, purchase price obligations and subscription receipts obligation are recognized initially at fair value, net of any transaction costs incurred, and subsequently at amortized cost using the effective interest method.

RESTRICTED CASH

Restricted cash consists of client deposits received following the settlement of a class action in favour of certain clients for whom the Company acted as agent and cash held in a segregated account, in connection with lease arrangements.

INVESTMENTS

Investments in other securities and obligations are carried on the consolidated statements of financial position at fair value using bid prices at the end of the reporting period. Investments in mutual fund and pooled fund units are carried at the net asset value reported by the fund manager.

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying

amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to the consolidated statement of earnings during the period in which they are incurred.

The major categories of property and equipment are depreciated over their estimated useful lives using the straight-line method over the following periods:

Office furniture and equipment	5 years
Computer equipment	3 years
Leasehold improvements	Shorter of lease term or useful life

Residual values, methods of amortization and useful lives of the assets are reviewed annually and adjusted if appropriate. Gains and losses on disposals of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of the asset and are recognized in the consolidated statement of earnings.

INTANGIBLE ASSETS

Intangible assets with an indefinite life such as the management contracts with mutual funds are accounted for at cost. The Company expects both the renewal of these contracts and the cash flows generated by these assets to continue indefinitely. These mutual funds have an indefinite life. Accordingly, the Company does not amortize these intangible assets, but reviews them for impairment, annually or more frequently if events or changes in circumstances indicate that the assets might be impaired.

The finite-life intangible assets are accounted for at cost. Other intangible assets are comprised of trade name, software and non-compete agreements. The expected useful lives of finite life customer relationships are analyzed each year and determined based on the analysis of the historical and projected attrition rates of clients and other factors that may influence the expected future economic benefit that the Company will generate from the customer relationships.

Development costs for internally-generated intangible assets are capitalized when all of the following conditions are met:

- technical feasibility can be demonstrated;
- management has the intention to complete the intangible asset and use or sell it;
- management can demonstrate the ability to use or sell the intangible asset;
- it is probable that the intangible asset will generate future economic benefits;
- the Company can demonstrate the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- costs attributable to the asset can be measured reliably.

The amount initially recognized for internally-generated intangible assets is the sum of the expenditures incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditures are charged to the consolidated statement of earnings in the period in which they are incurred.

Amortization of the finite-life intangible assets is based on their estimated useful lives using the straight-line method over the following periods:

Asset management contracts	10 years
Customer relationships	5 to 20 years
Other	2 to 8 years

GOODWILL

Goodwill represents the excess of the consideration transferred in a business combination over the fair value of the Company's share of the net identifiable assets acquired at the date of acquisition. Goodwill is tested at least annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

IMPAIRMENT OF NON-FINANCIAL ASSETS

Property and equipment and finite-life intangible assets are tested for impairment when events or changes in circumstances indicate that the carrying amounts may not be recoverable. Indefinite-life intangible assets are tested at least annually for impairment. For the purpose of measuring recoverable amounts, assets are grouped at the lowest level for which there are separately identifiable cash inflows (cash-generating units or "CGU"). The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. Value-in-use is determined by discounting estimated future cash flows, using a pre-tax discount rate that reflects current assessments of the market, of the time value of money and of the risks specific to the CGU. Fair value less costs to sell is determined using an EBITDA (earnings before interest, taxes, depreciation and amortization) multiple of comparable companies operating in similar industries for each CGU. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. Impairment losses are recognized in the consolidated statement of earnings.

Impairment losses recognized are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis. An impairment loss in respect of goodwill is not reversed. Previously impaired non-financial assets are reassessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there have been changes to the estimates used to determine the recoverable amount, and that these changes will be supported in the future. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

For goodwill impairment testing purposes, the CGU, which represents the lowest level within the Company at which management monitors goodwill, is Fiera Quantum L.P. and the remainder of the business.

LEASES

Leases in which substantially all of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any lease inducements received from the lessor) are charged to the consolidated statement of earnings on a straight-line basis over the term of the lease.

DEFERRED CHARGES

Deferred charges consist of insurance, rent and other long-term prepaid expenses and are amortized on a straight-line basis over the term of the contract or lease.

DEFERRED LEASE OBLIGATIONS

The Company leases office space with a predetermined fixed escalation of the minimum rent. The Company recognizes the related rent expense on a straight-line basis and, consequently, records the difference between the recognized rental expense and the amounts payable under the lease as deferred lease obligations.

LEASE INDUCEMENTS

Lease inducements consist of allocations received from lessors for leasehold improvements and are amortized over the lease term.

INCOME TAXES

Income taxes are comprised of current and deferred tax. Income taxes are recognized in the consolidated statement of earnings, except to the extent that they relate to items recognized directly in equity, in which case the income taxes are also recognized directly in equity.

Current income taxes are the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

In general, deferred income taxes are recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income taxes are determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the consolidated statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred income taxes are provided on temporary differences arising on investments in subsidiaries and joint ventures except in the cases of subsidiaries where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are presented as non-current.

EMPLOYEE BENEFITS

Post-employment benefit obligations

Certain employees of the Company have entitlements under the Company's pension plans, which are defined contribution pension plans. The cost of defined contribution pension plans is charged to expense as the contributions are earned by the employees.

Bonus plans

The Company recognizes a provision and an expense for bonuses at the time the Company becomes contractually obliged to make a payment or when there is a past practice that has created a constructive obligation.

Share-based compensation

The Company grants stock options to certain employees which are approved by the Board. The Board may determine the vesting term of the option including when any option will become exercisable and if the option will be exercisable in instalments or pursuant to a vesting schedule.

Share-based compensation expense is recorded using the fair value method. Under this method, the compensation expense for each tranche is measured at fair value at the grant date using the Black-Scholes-option-pricing model and recognized as share-based compensation over the vesting period with an equal and offsetting amount recorded to contributed surplus. When stock options are exercised, any consideration paid by employees is credited to share capital and the recorded fair value of the options is removed from contributed surplus and credited to share capital.

Deferred share unit plan

The expense associated with granting deferred share units ("DSU") was recognized when the deferred shares were issued. Changes in the fair value of previously issued DSU that arise due to changes in the price of the Company's common shares are recognized on an ongoing basis in the consolidated statement of earnings. The number of DSU granted to directors was determined by dividing the dollar value of the portion of directors' fees to be paid in DSU by the closing price of the Company's shares on the TSX for the business day immediately preceding the date of the grant. In 2010, the Board discontinued the DSU plan; however, all existing rights and privileges were kept intact. All eligible directors are now compensated in cash. The liability related to this plan is recognized in accounts payable and accrued liabilities. The liability is derecognized when the DSUs are settled.

Restricted share unit plan

The Restricted Share Unit Plan ("RSU Plan") was established for the purpose of providing certain employees with the opportunity to acquire Class A subordinate voting shares of the Company in order to induce such persons to become employees of the Company or one of its affiliates and to permit them to participate in the growth and development of the Company. If a RSU participant's employment with the Company terminates for any reason other than upon death or disability, then all unvested RSUs will automatically be forfeited and cancelled. The maximum number of issuable shares

under all plans is 10% of the issued and outstanding shares of the Company calculated on a non-diluted basis. The vesting date is the third anniversary of the award date. The Board may determine the number of shares each eligible employee can receive. The restricted share unit ("RSU") expense is recorded at fair value and is amortized over the vesting period on a straight-line basis.

Performance share unit plan

PSU plan applicable to business units

On September 3, 2013, the Company adopted a PSU plan applicable to business units ("PSU plan applicable to BU") for the purposes of attracting persons to become employees of the Company or to retain key employees and officers by allowing them to participate in the growth and development of the Company and the unit in which they directly contribute. Under the terms of the PSU plan applicable to BU, the Company is allowed to grant PSUs at a value determined by reference to the value of a specific business unit rather than by reference to the price of the Class A Shares of the Company.

At the time of grant of any PSUs, the Company determines (i) the award value, (ii) the number of PSUs which are being granted, (iii) the value of each PSU granted, (iv) the formula used to determine the value of the applicable business unit, (v) the vesting terms and conditions of the PSUs, and (vi) the applicable vesting date(s). The method of settlement with respect to the vested PSUs shall be determined upon each particular granting of PSU. Such methods may include all or a portion of the value of the vested PSUs payable in Class A Shares or in cash. The choice of the method of settlement may be at the option of either the Company or the participant.

The PSU compensation expense is recognized on a straight-line basis over the vesting period only when it is probable that the performance targets will be met. The attainment of the performance conditions and the estimated vesting of the PSUs are reassessed at the end of each reporting period. When a participant commences rendering services before the grant date of an award, the Company recognizes a compensation expense from the service commencement date until the grant date based on the estimated grant date fair value of the PSUs.

PSU Plan

On May 23, 2013, the Company adopted a PSU plan ("PSU plan") for the purposes of retaining key employees and officers by allowing them to participate in the growth and development of the Company. Under the terms of the PSU plan, the Company is allowed to grant PSUs based on the price of the Class A Shares of the Company on the date of the award.

PSUs awarded to participants vest on the third anniversary of the date of the grant or as determined by the Board of Directors at the time of the grant, provided that the PSU participants have satisfied the performance conditions determined at the time of the grant. These performance conditions are expressed as performance criteria objectives and may be set at different aggregate levels: from individual to corporate level. PSU participants have the right to receive up to 50% of the vested PSUs in cash. A PSU participant's account will be credited with dividend equivalents in the form of additional PSUs as of each dividend payment date, if any, in respect of which dividends are paid on Class A Shares.

Termination benefits

The Company recognizes termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal, or providing benefits as a result of an offer made to encourage voluntary termination. Benefits becoming due more than twelve months after the end of the reporting period are discounted to their present value.

RESTRUCTURING PROVISIONS

Provisions, representing termination benefits, are measured at management's best estimate of the expenditures required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is material.

ACQUISITION COSTS

Acquisition costs include expenses, fees, commissions and other costs associated with the collection of information, negotiation of contracts, risk assessments related to business combinations that have closed or that are being contemplated. These expenses are mostly composed of lawyers, advisors and specialists' fees.

EARNINGS PER SHARE

Basic earnings per share ("EPS") is calculated by dividing the net earnings for the year attributable to equity owners of the Company by the weighted average number of shares and hold back shares outstanding during the year.

Diluted EPS is calculated by adjusting the weighted average number of shares outstanding for dilutive instruments. The number of shares included with respect to options and similar instruments is computed using the treasury stock method, with only the bonus element of the issue reflected in diluted EPS. The bonus element is the difference between the number of ordinary shares that would be issued at the exercise price and the number of ordinary shares that would have been issued at the average market price. The Company's potentially dilutive shares comprise stock options and performance share units granted to employees.

SHARE CAPITAL

Class A subordinated voting shares ("Class A Shares") and Class B special voting shares ("Class B Shares") are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

DIVIDENDS

Dividends on shares are recognized in the Company's consolidated financial statements in the period in which the dividends are approved by the Company's Board of Directors.

CONTRIBUTED SURPLUS

Contributed surplus is defined as the share-based payment reserve recorded at fair value at grant date.

SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATION UNCERTAINTIES

The application of the Company's accounting policies requires management to use estimates and judgments that can have a significant effect on the revenues, expenses, comprehensive income, assets and liabilities recognized and disclosures made in the consolidated financial statements. Estimates and judgments are significant when:

> the outcome is highly uncertain at the time the estimates and judgments are made; and

> if different estimates or judgments could reasonably have been used that would have had a material impact on the consolidated financial statements.

Management's best estimates regarding the future are based on the facts and circumstances available at the time estimates are made. Management uses historical experience, general economic conditions and trends, as well as assumptions regarding probable future outcomes as the basis for determining estimates. Estimates and their underlying assumptions are reviewed periodically and the effects of any changes are recognized immediately. Actual results will differ from the estimates used, and such differences could be material. Management's annual budget and long-term plan which covers a five-year period are key information for many significant estimates necessary to prepare these consolidated financial statements. Management prepares a budget on an annual basis and periodically updates its long-term plan. Cash flows and profitability included in the budget and long-term plan are based on existing and future assets under management, general market conditions and current and future cost structures. The budget and long-term plan are subject to approval at various levels, including senior management. The Board approves the annual budget.

The following discusses the most significant accounting judgments and estimates that the Company has made in the preparation of the consolidated financial statements:

CASH GENERATING UNIT

The Company determined that it had one CGU for the purpose of assessing the carrying value of the allocated goodwill and indefinite-life intangible assets, until the acquisition by the Company of the asset management funds of GMP Investment Management from GMP Capital Inc. ("GMP") which also constitutes a CGU since their acquisition on May 1, 2013.

SHARE-BASED PAYMENTS

The Company measures the cost of cash and equity-settled transactions with employees by reference to the fair value of the related instruments at the date at which they are granted. Estimating fair value for share-based payments requires determining the most appropriate valuation model for a grant, which is dependent on the terms and conditions of the grant. This also requires making assumptions and determining the most appropriate inputs to the valuation model including the assessment of some of the performance criteria along with the expected number of units that are going to vest.

IMPAIRMENT OF NON-FINANCIAL ASSETS

Goodwill is tested annually for impairment. The recoverable amount of the CGU is determined based on value-in-use calculation. This calculation requires the use of estimates including those with respect to the assumed growth rates for future cash flows, the numbers of years used in the cash flow model, the discount rate and others estimates. The recoverable amounts of indefinite-life intangible assets and finite-life intangible assets are based on the present value of the expected future cash flows, which involves making estimates about the future cash flows including projected client attrition rates when applicable, as well as discount rates and gross profit margin percentage.

BUSINESS COMBINATIONS

The purchase price allocation process resulting from a business combination requires management to estimate the fair value of assets acquired including intangible assets, property and equipment along with liabilities assumed and the purchase price obligation due over time. The Company uses valuation techniques, which are generally based on a forecast of the total expected future net discounted cash flows. These valuations are linked closely to the assumptions made by management regarding the future performance of the related assets and the discount rate applied.

INCOME TAXES

The calculation of income tax expense requires significant judgment in interpreting tax rules and regulations, which are frequently subject to change. Furthermore, there are transactions and calculations for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred tax assets and liabilities require judgment in determining the amounts to be recognized. Significant judgment is required when assessing the timing of the reversal of the temporary differences to which future tax rates are applied. The amount of deferred tax assets, which is limited to the amount that is probable to be realized, is estimated with consideration given to the timing, sources and level of future taxable profit.

IFRS NOT YET ADOPTED

The Company has not applied the following new and revised IFRS that have been issued but are not yet effective:

IFRS 9 – *FINANCIAL INSTRUMENTS*

In July 2014, the IASB finalized IFRS 9, bringing together the financial asset and financial liability classification and measurement, impairment of financial assets and hedge accounting phases of the IASB project. IFRS 9 provides a single model for financial asset classification and measurement that is based on contractual cash flow characteristics and on the business model for holding financial assets. IFRS 9 also introduces a new impairment model

for financial assets not measured at fair value through profit or loss. This version adds a new expected loss impairment model and limited amendments to classification and measurement of financial assets and liabilities. IFRS 9 replaces IAS 39 – *Financial Instruments: Recognition and Measurement* and is mandatorily effective for annual periods beginning on or after January 1, 2018, and is to be applied retrospectively. Early adoption permitted. The Company is still evaluating the impact of this standard on its consolidated financial statements.

IFRS 15 – *REVENUE FROM CONTRACTS WITH CUSTOMERS*

In May 2014, the IASB issued IFRS 15 – *Revenue from Contracts with Customers*. The new standard provides a comprehensive framework for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standards on leases, insurance contracts and financial instruments. In July 2015, the IASB affirmed its proposal to defer the effective date by one year. Application of IFRS 15 is mandatory for annual periods beginning on or after January 1, 2018 and is to be applied retrospectively. Early adoption is permitted. The Company is still evaluating the impact of this standard on its consolidated financial statements.

IFRS 16 – *LEASES*

In January 2016, the IASB issued IFRS 16 – *Leases*. It supersedes the IASB's current lease standard, IAS 17, which required lessees and lessors to classify their leases as either finance leases or operating leases and to account for those two types of leases differently. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. It introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months and for which the underlying asset is not of low value. This new standard will come into effect for annual periods beginning on or after January 1, 2019. Earlier application is permitted. The Company is still evaluating the impact of this standard on its consolidated financial statements.

AMENDMENTS TO IFRS 11 – *JOINT ARRANGEMENTS*

In May 2014, the IASB issued an amendment to this standard requiring business combination accounting to be applied to acquisitions of interests in a joint operation that constitute a business. The amendment is effective for annual periods beginning on or after January 1, 2016 and is not expected to have a significant impact on the consolidated financial statements.

AMENDMENTS TO IAS 38 – *INTANGIBLE ASSETS* AND IAS 16 – *PROPERTY, PLANT AND EQUIPMENT*

In May 2014, the IASB issued amendments to these standards to introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate. The amendment is effective for annual periods beginning on or after January 1, 2016 with early adoption permitted and is not expected to have a significant impact on the consolidated financial statements.

AMENDMENTS TO IFRS 10 – *CONSOLIDATED FINANCIAL STATEMENTS* AND IAS 28 – *INVESTMENTS IN ASSOCIATES AND JOINT VENTURES*

In September 2014, the IASB issued amendments to these standards to clarify the treatment of the sale or contribution of assets from an investor to its associate or joint venture. The extent of gains and losses arising on the sale or contribution of assets depends on whether the assets sold or contributed constitute a business. In August 2015, the IASB published an exposure draft proposing an indefinite deferral of the effective date for these amendments. Application of the amendments to IFRS 10 and IAS 28 are currently mandatory for annual periods beginning on or after January 1, 2016 and is to be applied prospectively. Early adoption is permitted and is not expected to have a significant impact on the consolidated financial statements.

ANNUAL IMPROVEMENTS TO IFRS (2012-2014) CYCLE

In September 2014, the IASB published annual improvements on the 2012-2014 cycle which included narrow-scope amendments to a total of four standards. Modifications of standards that may be relevant to the Company include amendments made to provide: (1) specific guidance for cases when an entity reclassifies an asset from held-for-sale to held-for-distribution and vice versa in IFRS 5 – *Non-current assets held-for-sale*, (2) additional guidance on whether a servicing contract is continuing involvement in a transferred asset and clarification on offsetting disclosures in condensed interim financial statements in IFRS 7 – *Financial Instruments: Disclosures*, (3) clarification that the high quality bonds used in estimating the discount rate for post-employment benefits should be denominated in the same currency as the benefits paid under IAS 9 – *Employee Benefits*, (4) clarification of the term "elsewhere in the interim report" in IAS 34 – *Interim Financial Reporting*. Most of the amendments are effective for annual periods beginning on or after July 1, 2016. Early adoption is permitted. The Company is still evaluating the impact of these standards on its consolidated financial statements.

AMENDMENTS TO IAS 1 – *PRESENTATION OF FINANCIAL STATEMENTS*

In December 2014, the IASB published amendments to this standard to clarify materiality, aggregation and disaggregation of items presented on the statement of financial position, statement of earnings, and statement of comprehensive income as well as the order of notes to the financial statements. The amendments apply prospectively for annual periods beginning on or after January 1, 2016 with early adoption permitted. The Company is still evaluating the impact of this standard on its consolidated financial statements.

4. BUSINESS COMBINATIONS

2015

SAMSON

On October 30, 2015, the Company completed the acquisition of all the outstanding shares of Samson Capital Advisors LLC ("Samson"), a prominent New York-based investment management firm which specializes in global fixed income and currency investment. The acquisition will enable the Company to create a full-fledged global asset manager in the United States, adding strong leadership and investment talent in order to further expand the Company's presence in the market.

Under the terms of the agreement, the total purchase price for Samson includes US$19,200 (CA$25,119) paid in cash to the sellers, US$9,150 worth of Class A Shares, representing 1,028,086 Class A Shares, that were issued upon closing, which was accounted for at a fair value of US$9,170 (CA$11,998) and US$3,150 worth of hold back shares, representing approximately 353,928 Class A Shares, that will be issued eighteen months after the closing, which was accounted for at a fair value of US$2,725 (CA$3,566). In addition, the purchase price includes an amount of up to US$4,175 which was accounted for at a fair value of US$3,008 (CA$3,935) payable over three years if certain targets are achieved, as well as US$1,025 (CA$1,342) which represented the Company's best estimate of the working capital adjustment. Other compensation mechanisms were agreed upon at the time the agreements were signed including retention bonuses, PSUs, and restricted shares. The transaction was accounted for as a business combination using the acquisition method and the assets and liabilities were recorded at their estimated fair value at the acquisition date as follows:

	$
Cash	1,144
Restricted cash	509
Other current assets	4,486
Non-current assets	15
Property and equipment	100
Intangible assets	38,122
Goodwill ($5,699 deductible for tax purposes)	4,791
Deferred income taxes	379
Accounts payable and accrued liabilities	(460)
Deferred revenues	(3,126)
	45,960

Purchase consideration	$
Cash consideration	25,119
Share capital	11,998
Hold back shares	3,566
Fair value of purchase price obligation	5,277
	45,960

The goodwill is attributable to synergies expected as a result of the consolidation of the Company's U.S. operations. Management of Fiera Capital has identified intangible assets acquired from Samson which have been accounted for separately from goodwill. These intangible assets were non-compete agreement valued at $471, customer relationships valued at $36,168 and tradename valued at $1,433. The fair value of the purchase price obligation was calculated using the estimated discounted cash flows. The Company incurred acquisition-related costs of $3,363 mainly composed of legal and compliance fees and due diligence costs. These costs were included under the caption acquisition costs in the consolidated statement of earnings. The Company financed the cash portion of the acquisition price with the revolving facility described in Note 13. The Company expects to finalize the accounting for this acquisition by the end of the first quarter of 2016.

PRO FORMA IMPACT

The impact of the acquisition for the year ended December 31, 2015 on the Company's base management fees, performance fees and net earnings was as follows:

	$
Base management fees	3,239
Performance fees	-
Net loss	(210)

If the business combination would have occurred on January 1, 2015, the Company's consolidated base management fees, performance fees and net earnings for the year ended December 31, 2015 would have been as follows:

	$
Base management fees	246,674
Performance fees	19,534
Net earnings	29,197

The Company considers the pro forma figures to be an approximate measurement of the financial performance of the combined business over a twelve-month period and that they provide a baseline against which to compare the financial performance of future periods.

The above pro forma net earnings includes selling, general and administrative expense, amortization of tangible and intangible assets, and the elimination of the acquisition costs, as well as related tax effects.

2014

PROPEL CAPITAL CORPORATION

On September 2, 2014, the Company acquired all of the outstanding shares of Propel Capital Corporation ("Propel"), a prominent Toronto–based investment firm which develops, manages and distributes investment solutions to Canadians with a focus on closed-end funds. The acquisition enhanced the Company's expertise, offering and distribution capabilities in the Canadian retail investor space.

Under the terms of the agreement, the purchase price for Propel included $9,021 paid in cash to the sellers plus $1,000 paid to an escrow account which will be released in February 2016 provided

there are no claims pursuant to the indemnification provisions of the share purchase agreement. In addition, the purchase price included an amount of $2,000 payable in February 2016 if a certain level of revenues generated from closed-end funds managed by the Company is reached. The transaction was accounted for as a business combination using the acquisition method and the assets and liabilities were recorded at their estimated fair value at the acquisition date as follows:

	$
Cash	107
Other current assets	1,073
Intangible assets	5,050
Goodwill	7,954
Accounts payable and accrued liabilities	(931)
Deferred income tax liability	(1,346)
	11,907

Purchase consideration	$
Cash consideration	10,021
Fair value of purchase price obligation	1,886
	11,907

The goodwill was attributable to the well-established network and trained work force of Propel and was not deductible for tax purposes. Management of Fiera Capital Corporation had identified intangible assets acquired from Propel which had been accounted for separately from goodwill. These intangible assets were customer relationships valued at $5,050. The fair value of the purchase price obligation was calculated using the estimated discounted cash flows. The Company incurred acquisition-related costs of $623 mainly composed of legal fees and due diligence costs. These costs were included under the caption acquisition costs in the consolidated statement of earnings. The Company financed the acquisition of Propel with cash on hand.

During the year ended December 31, 2015, the Company reviewed its estimate with regards to the performance conditions required to make the contingent payment of $2,000. As a result of this review and mostly due to the challenging conditions currently present within the closed-end fund market, the Company concluded that the required performance conditions would not be met by December 31, 2015, and that no payment would be made. As such, the purchase price obligation was revalued and the recovery was recorded in the consolidated statement of earnings under the caption: accretion and change in fair value of purchase price obligations. The contingent payment had a carrying value of $1,970 before the revaluation to nil.

PRO FORMA IMPACT

The impact of the acquisition for the year ended December 31, 2014 on the Company's base management fees, performance fees and net earnings was as follows:

	$
Base management fees	1,481
Performance fees	-
Net earnings	269

If the business combination would have occurred on January 1, 2014, the Company's consolidated base management fees, performance fees and net earnings for the year ended December 31, 2014 would have been as follows:

	$
Base management fees	204,366
Performance fees	15,437
Net earnings	23,707

The Company considers the pro forma figures to be an approximate measurement of the financial performance of the combined business over a twelve-month period and that they provide a baseline against which to compare the financial performance of future periods.

The above pro forma net earnings includes selling, general and administrative expense, amortization of tangible and intangible assets, and the elimination of the acquisition costs, as well as related tax effects.

RESTRUCTURING AND OTHER INTEGRATION COSTS

During the year ended December 31, 2015, the Company recorded a restructuring provision of $1,267 ($1,210 for the year ended December 31, 2014) and integration costs related to the companies acquired of $1,094 for the year ended December 31, 2015 ($1,917 for the year ended December 31, 2014), for an aggregate amount of $2,361 ($3,127 for the year ended December 31, 2014). The restructuring charges are mostly composed of severance costs due to corporate reorganizations following business combinations or as a result of the normal evolution of the business. The integration costs are mostly composed of professional fees, relocation and lease related costs and other expenses incurred as a result of the integration of businesses recently acquired.

The change in the restructuring provisions during the years ended December 31 is as follows:

	Severance
	$
Balance, December 31, 2013	1,309
Addition during the year	1,210
Paid during the year	(636)
Balance, December 31, 2014	**1,883**
Addition during the year	**1,267**
Paid during the year	**(2,139)**
Balance, December 31, 2015	**1,011**

	December 31, 2015	December 31, 2014
	$	$
Current portion	**75**	904
Non-current portion	**936**	979
Total	**1,011**	1,883

The restructuring provision of $936 ($979 in 2014) is classified as a non-current liability as the Company does not expect to settle the provision within the next twelve months.

5. INVESTMENT IN JOINT VENTURES

The Company has investments in two joint ventures (Axium and Fiera Properties) and the variation of its interests during the years ended December 31 are as follows:

	2015	2014
	$	$
Balance, December 31,	**9,635**	8,284
Share of earnings	**1,968**	1,263
Gain (loss) on dilution	**83**	(23)
Share of other comprehensive income	**155**	111
Business combination	**15**	-
Subscription to capital	**96**	-
Foreign exchange difference	**4**	-
Assets held-for-sale	**(5,496)**	-
Balance, December 31,	**6,460**	9,635

During the years ended December 31, 2015 and 2014, the Company's ownership in Axium changed slightly but remained stable at approximately 35%. A gain on dilution of $83 (loss of $23 in 2014) was recorded to reflect these minor changes. The Company's ownership in Fiera Properties remained stable at approximately 44%.

On December 21, 2015, the Company entered into a definitive agreement with Axium pursuant to which Axium will purchase for cancellation the Company's 35% equity ownership in Axium. As a result, the Company discontinued equity accounting for Axium and reclassified the investment as assets held-for-sale.

The summarized financial information of Fiera Properties is presented below. The summarized financial information represents amounts shown in the joint venture's financial statements prepared in accordance with IFRS. The comparative period includes the results of Axium.

	December 31, 2015	December 31, 2014
	$	$
Statements of financial position		
Current assets (including cash – 2015: $423 and 2014: $687)	**5,167**	3,698
Non-current assets	**13,644**	28,108
Current liabilities	**(5,382)**	(8,618)
Non-current liabilities	**-**	(58)
Net assets	**13,429**	23,130

	For the years ended,	
	December 31, 2015	December 31, 2014
	$	$
Statements of earnings		
Revenues	**8,232**	18,525
Expenses	**6,332**	14,931
Depreciation and amortization	**343**	451
Interest income	**55**	48
Interest expense	**96**	147
Income taxes	**913**	647
Net earnings	**1,900**	3,594

The reconciliation of the summarized financial information to the carrying amount of the interests in the joint ventures recognized in the consolidated financial statements as at December 31 is as follows:

	2015	2014
	$	$
Net assets of the joint venture	**13,429**	23,130
Contributed surplus not attributable to the Company	**(93)**	(195)
	13,336	22,935
Ownership of the Company	**5,860**	9,049
Goodwill	**600**	586
Carrying amount of investment in joint ventures	**6,460**	9,635

6. FINANCIAL INSTRUMENTS

The Company, through its financial assets and liabilities, has exposure to the following risks from its use of financial instruments: equity market fluctuation risk, credit risk, interest rate risk, currency risk and liquidity risk. The following analysis provides a measurement risk as at December 31, 2015 and 2014.

The Company's business is the management of investment assets. The key performance driver of the Company's ongoing results is the level of AUM. The level of AUM is directly tied to investment returns and the Company's ability to retain existing assets and attract new assets.

The Company's consolidated statements of financial position include a portfolio of investments. The value of these investments is subject to a number of risk factors. While a number of these risks also affect the value of client's AUM, the following discussion relates only to the Company's own portfolio of investments.

MARKET RISK

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, equity market fluctuations and other relevant market rate or price changes. Market risk is directly influenced by the volatility and liquidity in the markets in which the related underlying assets are traded. Below is a discussion of the Company's primary market risk exposures and how these exposures are currently managed.

EQUITY MARKET FLUCTUATION RISK

Fluctuations in the value of equity securities affect the level and timing of recognition of gains and losses on equity and mutual fund and pooled fund securities in the Company's portfolio and causes changes in realized and unrealized gains and losses. General economic conditions, political conditions and many other factors can also adversely affect the stock and bond markets and, consequently, the value of the equity, mutual fund and fixed income available-for-sale financial assets held.

The Company manages its investment portfolio with a medium risk mandate. Its particular expertise is investment management and, as part of its daily operations, it has resources to assess and manage the risks of a portfolio. The Company's portfolio of equity and equity-related securities as at December 31, 2015 and 2014, is comprised of mutual fund and pooled fund investments under its management with a fair value of $4,707 as at December 31, 2015 and $7,128 as at December 31, 2014. Mutual fund and pooled fund investments are comprised of a well-diversified portfolio of investments in equities and bonds. Mutual fund and pooled fund units have no specific maturities.

A 10% change in the fair value of the Company's equity and equity-related holdings as at December 31, 2015, and 2014 has an impact of increasing or decreasing other comprehensive income by $471 and $713 respectively.

CREDIT RISK

Credit risk is the risk that one party to a financial instrument fails to discharge an obligation and causes financial loss to another party.

The Company's principal financial assets which are subject to credit risk are cash, restricted cash, investments and accounts receivable. The carrying amounts of financial assets on the consolidated statements of financial position represent the Company's maximum credit exposure at the consolidated statements of financial position dates.

The credit risk on cash, restricted cash and investments is limited because the counterparties are chartered and commercial banks with high-credit ratings assigned by national credit-rating agencies.

The Company's credit risk is attributable primarily to its trade receivables. The amounts disclosed in the consolidated statements of financial position are net of allowance for doubtful accounts, estimated by the Company's management based on previous experience and its assessment of the current economic environment and financial condition of the counterparties. In order to reduce its risk, management has adopted credit policies that include regular review of client balances. With the exception of National Bank of Canada and related companies which represent 21% as at December 31, 2015 (20% as at December 31, 2014), no customer represents more than 10% of the Company's accounts receivable as at December 31, 2015 and 2014.

INTEREST RATE RISK

The Company is exposed to interest rate risk through its cash and long-term debt. The interest rates on the long-term debt are variable and expose the Company to cash flow interest rate risk.

The Company manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Such interest rate swaps have the economic effect of converting debt from floating rates to fixed rates. The Company obtained its long-term debt at a floating rate and swapped a portion of it into fixed rates that were lower than those available if the Company borrowed at fixed rates directly. Under the interest rate swap, the Company agrees with the counterparty to exchange, at specified intervals, the difference between the fixed contract rate and floating-rate interest amounts calculated by reference to the agreed notional amounts.

CURRENCY RISK

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure relates to cash, accounts receivable, accounts payable and accrued liabilities and long-term debt denominated in US dollars and the operations of its US businesses which are predominantly in US dollars. The Company manages a portion of its exposure to foreign currency by matching asset and liability positions. More specifically, the Company matches the long-term debt in foreign currency with long-term assets in the same currency.

The consolidated statements of financial position as at December 31, 2015 and 2014, include the following amounts expressed in Canadian dollars with respect to financial assets and liabilities for which cash flows are denominated in US dollars:

	2015	2014
	$	$
Cash	**16,918**	15,797
Restricted cash	**1,530**	579
Investments	**946**	1,084
Accounts receivable	**16,602**	12,643
Accounts payable and accrued liabilities	**(13,009)**	(7,543)
Purchase price obligations	**(5,704)**	-
Long-term debt	**(137,012)**	(93,501)

Based on the balances outstanding (excluding long-term debt) as at December 31, 2015, a 5% increase/decrease of the US dollar against the Canadian dollar would result in an increase/decrease in total comprehensive income of $864 (2014 - $1,128). The above calculation does not include the US dollar long-term debt, which is hedged by a long-term asset in the same currency. This long-term asset is not included in the consolidated statement of financial position given that it is an intercompany balance.

LIQUIDITY RISK

The Company's objective is to have sufficient liquidity to meet its liabilities when they become due. The Company monitors its cash balance and cash flows generated from operations to meet its requirements.

The Company generates enough cash from its operating activities and has sufficient available financing through its long-term debt to finance its activities and to respect its obligations as they become due.

The Company has the following financial liabilities as at December 31, 2015:

	Carrying Amount	Contractual cash flow commitments				
		Total	2016	2017	2018	Other
	$	$	$	$	$	$
Accounts payable and accrued liabilities	50,784	50,784	50,784	-	-	-
Dividend payable	334	334	334	-	-	-
Amount due to related companies	1,259	1,259	1,259	-	-	-
Long-term debt	265,270	265,270	-	-	-	265,270
Purchase price obligations	42,235	48,697	11,845	10,426	10,426	16,000
	359,882	366,344	64,222	10,426	10,426	281,270

FAIR VALUE

DETERMINATION OF FAIR VALUE OF FINANCIAL INSTRUMENTS

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

The fair value of cash, restricted cash, accounts receivable, accounts payable and accrued liabilities, dividend payable, amount due to related companies and client deposits is approximately equal to their carrying values due to their short-term maturities.

The cost of mutual fund investments and pooled fund investments is $3,808 as at December 31, 2015 and $6,492 as at December 31, 2014, while the fair value is $4,707 as at December 31, 2015 and $7,128 as at December 31, 2014. The unrealized gain of $779 (net of income taxes of $120) as at December 31, 2015 and $553 (net of income taxes of $83) as at December 31, 2014, are reflected in accumulated other comprehensive income.

The fair value of long-term debt approximates its carrying amount, given that it is subject to terms and conditions, including variable interest rates, similar to those available to the Company for instruments with comparable terms.

The Company measured the fair value of the subscription receipts receivable of $1,755 and subscription receipts obligation of the same amount using level 2 inputs in the fair value hierarchy. The Company determined the fair value by using observable market inputs such as the discount rate.

The fair value of the option granted to non-controlling interest is based on a formula that was agreed upon by all parties during the acquisition of the selected alternative asset management funds of GMP. The fair value of the option is determined using the present value of the sum of a multiple of the forecasted earnings before income taxes, depreciation, amortization ("EBITDA") and forecasted performance fees, using level 3 inputs. The actual performance of the subsidiary directly impacts the value of the option. Forecasts are monitored and updated on a monthly basis, and the value of the option is recalculated at the end of each reporting period. During 2014, the Company completed the annual budget of the subsidiary for fiscal year 2015 and recalculated the option value using the most recent forecasted EBITDA attributable to Fiera Quantum L.P. As a result, the Company determined that the value of the option was nil as at December 31, 2014. The fair value remained unchanged as at December 31, 2015.

In addition, the Company has the option to purchase the 45% interest owned by the key member of the GMP Investment Management team at any time following December 31, 2015. This option can be settled in cash or by the issuance of Class A Shares at the option of Fiera Capital. The formula to determine the purchase price of the remaining 45% is the same that is used to calculate the value of the option granted to non-controlling interest, which considers the sum of a multiple of the forecasted EBITDA and forecasted performance fees.

Derivative financial instruments consist only of interest rate swap contracts. The Company determines the fair value of its interest rate swap contracts by applying valuation techniques, using observable market inputs such as interest rate yield curves as well as available information on market transactions involving other instruments that are substantially the same, discounted cash flows analysis or other techniques, where appropriate. The Company ensures, to the extent practicable, that its valuation technique incorporates all factors that market participants would consider in setting a price and it is consistent with accepted economic methods for pricing financial instruments.

Changes in fair value of derivative financial instruments presented in the consolidated statement of earnings include changes in the fair value of the interest rate swap contracts described above of $445 and $301 for the years ended December 31, 2015 and 2014, respectively and the changes in the fair value of the option granted to non-controlling interest of nil and ($7,720) for the years ended December 31, 2015 and 2014, respectively for a total of $445 and ($7,419) for the years ended December 31, 2015 and 2014, respectively.

FINANCIAL INSTRUMENTS BY CATEGORY:

AS AT DECEMBER 31, 2015

	Loans and receivables	Available-for-sale	FVTPL[1]	Financial liabilities at amortized cost	Total
	$	$	$	$	$
Assets					
Cash	**25,725**	**-**	**-**	**-**	**25,725**
Restricted cash	**2,890**	**-**	**-**	**-**	**2,890**
Investments	**-**	**4,707**	**-**	**-**	**4,707**
Accounts receivable	**65,435**	**-**	**-**	**-**	**65,435**
Long-term receivable	**433**	**-**	**-**	**-**	**433**
Subscription receipts receivable	**1,755**	**-**	**-**	**-**	**1,755**
Total	**96,238**	**4,707**	**-**	**-**	**100,945**
Liabilities					
Accounts payable and accrued liabilities	**-**	**-**	**-**	**50,784**	**50,784**
Dividend payable	**-**	**-**	**-**	**334**	**334**
Amount due to related companies	**-**	**-**	**-**	**1,259**	**1,259**
Client deposits	**-**	**-**	**-**	**155**	**155**
Subscription receipts obligation	**-**	**-**	**-**	**1,755**	**1,755**
Cash settled share-based liabilities	**-**	**-**	**1,807**	**-**	**1,807**
Long-term debt	**-**	**-**	**-**	**264,226**	**264,226**
Purchase price obligations	**-**	**-**	**-**	**42,235**	**42,235**
Derivative financial instruments	**-**	**-**	**1,390**	**-**	**1,390**
Total	**-**	**-**	**3,197**	**360,748**	**363,945**

1. Assets (Liabilities) at fair value through profit or loss. This category includes assets and financial instruments designated as financial liabilities at fair value through profit or loss.

AS AT DECEMBER 31, 2014

	Loans and receivables	Available-for-sale	FVTPL[1]	Financial liabilities at amortized cost	Total
	$	$	$	$	$
Assets					
Cash	16,880	-	-	-	16,880
Restricted cash	579	-	-	-	579
Investments	-	7,128	858	-	7,986
Accounts receivable	59,960	-	-	-	59,960
Long-term receivable	449	-	-	-	449
Subscription receipts receivable	3,353	-	-	-	3,353
Total	81,221	7,128	858	-	89,207
Liabilities					
Accounts payable and accrued liabilities	-	-	-	41,034	41,034
Dividend payable	-	-	-	311	311
Amount due to related companies	-	-	-	931	931
Client deposits	-	-	-	155	155
Subscription receipts obligation	-	-	-	3,353	3,353
Cash settled share-based liabilities	-	-	1,263	-	1,263
Long-term debt	-	-	-	222,081	222,081
Purchase price obligations	-	-	-	44,668	44,668
Derivative financial instruments	-	-	945	-	945
Total	-	-	2,208	312,533	314,741

1. Assets (Liabilities) at fair value through profit or loss. This category includes assets and financial instruments designated as financial liabilities at fair value through profit or loss.

FAIR VALUE HIERARCHY

The following table classifies financial assets and liabilities that are recognized on the consolidated statements of financial position at fair value in a hierarchy that is based on the significance of the inputs used in making the measurements. The levels in the hierarchy are:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

There was no transfer between levels during these years.

The following table presents the financial instruments recorded at fair value in the consolidated statements of financial position, classified using the fair value hierarchy described above:

DECEMBER 31, 2015

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Financial assets				
Mutual fund and pooled fund investments under the Company's management	-	4,707	-	4,707
Total financial assets	-	4,707	-	4,707
Financial liabilities				
Cash settled share-based liabilities	1,807	-	-	1,807
Derivative financial instruments – interest rate swap agreement	-	1,390	-	1,390
Total financial liabilities	1,807	1,390	-	3,197

DECEMBER 31, 2014

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Financial assets				
Mutual fund and pooled fund investments under the Company's management	-	7,128	-	7,128
Other securities and investments	858	-	-	858
Total financial assets	858	7,128	-	7,986
Financial liabilities				
Cash settled share-based liabilities	1,263	-	-	1,263
Derivative financial instruments – interest rate swap agreement	-	945	-	945
Total financial liabilities	1,263	945	-	2,208

7. INVESTMENTS

	December 31, 2015	December 31, 2014
	$	$
Mutual fund and pooled fund investments under the Company's management	**4,707**	7,128
Other securities and investments	**-**	858
	4,707	7,986

8. ACCOUNTS RECEIVABLE

	December 31, 2015	December 31, 2014
	$	$
Trade accounts	**50,288**	45,935
Trade accounts – related companies of shareholders	**14,314**	13,241
Trade accounts – Joint ventures	**409**	438
Other	**424**	346
	65,435	59,960

The aging of accounts receivable were as follows:

	December 31, 2015	December 31, 2014
	$	$
Trade		
Current	**49,241**	43,378
Aged between 61 – 119 days	**520**	1,446
Aged greater than 120 days	**527**	1,111
Total trade	**50,288**	45,935
Related companies and joint ventures		
Current	**14,584**	13,438
Aged between 61 – 119 days	**109**	165
Aged greater than 120 days	**30**	76
Total related companies and joint ventures	**14,723**	13,679
Other	**424**	346
	65,435	59,960

As at December 31, 2015, there was a provision for doubtful accounts of $37 (2014 - $68).

9. PROPERTY AND EQUIPMENT

	Office furniture & equipment	Computer equipment	Leasehold improvements	Total
	$	$	$	$
For the year ended December 31, 2014				
Opening net book value	1,264	1,003	3,055	5,322
Additions	359	295	805	1,459
Foreign exchange difference	15	26	31	72
Depreciation	(402)	(560)	(771)	(1,733)
Closing net book value	1,236	764	3,120	5,120
Balance, December 31, 2014				
Cost	3,920	2,757	5,202	11,879
Accumulated depreciation	(2,701)	(2,026)	(2,121)	(6,848)
Foreign exchange difference	17	33	39	89
Net book value	1,236	764	3,120	5,120
For the year ended December 31, 2015				
Opening net book value	**1,236**	**764**	**3,120**	**5,120**
Additions	**3,091**	**1,026**	**11,168**	**15,285**
Business combination	**52**	**9**	**39**	**100**
Transfer to intangible assets	**-**	**(135)**	**-**	**(135)**
Reclassification	**(113)**	**113**	**-**	**-**
Write-off	**(31)**	**(53)**	**-**	**(84)**
Foreign exchange difference	**161**	**80**	**375**	**616**
Depreciation	**(506)**	**(488)**	**(952)**	**(1,946)**
Closing net book value	**3,890**	**1,316**	**13,750**	**18,956**
Balance, December 31, 2015				
Cost	**6,209**	**2,763**	**16,289**	**25,261**
Accumulated depreciation	**(2,497)**	**(1,560)**	**(2,953)**	**(7,010)**
Foreign exchange difference	**178**	**113**	**414**	**705**
Net book value	**3,890**	**1,316**	**13,750**	**18,956**

During the year ended December 31, 2015, computer equipment with a cost of $238 and accumulated amortization of $103 were transferred to other intangible assets and office furniture and equipment with a cost of $159 and accumulated amortization of $46 were transferred to computer equipment.

In addition, during the year ended December 31, 2015, the Company derecognized office furniture and equipment which had an accounting cost of $695 (nil for December 31, 2014) and accumulated amortization of $664 (nil for December 31, 2014), computer equipment which had an accounting cost of $950 (nil for December 31, 2014) and accumulated amortization of $897 (nil for December 31, 2014) and leasehold improvements which had an accounting cost of $120 (nil for December 31, 2014) and accumulated amortization of $120 (nil for December 31, 2014). The excess of the cost over the accumulated amortization of $84 was recognized in the statement of consolidated earnings under the caption: depreciation of property and equipment.

10. GOODWILL AND INTANGIBLE ASSETS

	Goodwill	Indefinite life	Finite-life			
		Asset management contracts	Asset management contracts	Customer relationships	Other	Total
	$	$	$	$	$	$
For the year ended December 31, 2014						
Opening net book value	357,773	8,191	69,960	224,494	7,506	310,151
Additions	-	-	-	-	1,799	1,799
Additions – internally developed	-	-	-	-	611	611
Business combinations	7,331	-	-	5,050	-	5,050
Impairment charge	(1,918)	-	-	(6,098)	-	(6,098)
Foreign exchange difference	6,975	184	-	6,487	351	7,022
Amortization for the year	-	-	(8,480)	(14,795)	(2,425)	(25,700)
Closing net book value	370,161	8,375	61,480	215,138	7,842	292,835
Balance, December 31, 2014						
Cost	363,713	8,154	84,800	245,798	13,297	352,049
Accumulated amortization and impairment	(1,918)	-	(23,320)	(38,498)	(5,894)	(67,712)
Foreign exchange difference	8,366	221	-	7,838	439	8,498
Net book value	370,161	8,375	61,480	215,138	7,842	292,835
For the year ended December 31, 2015						
Opening net book value	**370,161**	**8,375**	**61,480**	**215,138**	**7,842**	**292,835**
Additions	**-**	**-**	**-**	**-**	**408**	**408**
Additions – internally developed	**-**	**-**	**-**	**-**	**1,250**	**1,250**
Transfer from property and equipment	**-**	**-**	**-**	**-**	**135**	**135**
Business combination	**4,791**	**-**	**-**	**36,168**	**1,954**	**38,122**
Foreign exchange difference	**16,395**	**425**	**-**	**16,201**	**718**	**17,344**
Amortization for the year	**-**	**-**	**(8,480)**	**(16,752)**	**(1,887)**	**(27,119)**
Closing net book value	**391,347**	**8,800**	**53,000**	**250,755**	**10,420**	**322,975**
Balance, December 31, 2015						
Cost	**368,504**	**8,154**	**84,800**	**281,966**	**14,396**	**389,316**
Accumulated amortization and impairment	**(1,918)**	**-**	**(31,800)**	**(55,250)**	**(5,133)**	**(92,183)**
Foreign exchange difference	**24,761**	**646**	**-**	**24,039**	**1,157**	**25,842**
Net book value	**391,347**	**8,800**	**53,000**	**250,755**	**10,420**	**322,975**

During the year ended December 31, 2015, other intangible assets with a cost of $238 (nil for December 31, 2014) and accumulated amortization of $103 (nil for December 31, 2014) were transferred from property and equipment. In addition, during the year ended December 31, 2015, the Company derecognized other intangible assets which had an accounting cost of $2,751 ($805 for December 31, 2014) and accumulated amortization of $2,751 ($805 for December 31, 2014).

IMPAIRMENT TESTS OF GOODWILL

During the fourth quarters of 2015 and 2014, in the context of its annual impairment testing, the Company completed its impairment analysis and assessed the recoverability of its assets. The Company identified two CGUs (Fiera Quantum L.P. and the remainder of the business) as at December 31, 2014 and 2015, but Fiera Quantum L.P. had no amount of goodwill recorded as at December 31, 2015.

FIERA QUANTUM L.P.

2014

The recoverable amount of the assets within the Fiera Quantum L.P. CGU was determined based on the value-in-use approach using a discounted cash flow model. The significant key assumptions included forecasted cash flows based on updated financial plans prepared by management covering a five-year period.

The discounted cash flow models were established using a discount rate of 17%. The forecasted cash flows also incorporated forecasted AUM decline in 2015 and stable AUM in future years. Cash flows for the years beyond Fiera Quantum L.P.'s long-term plan were extrapolated using a terminal growth rate of 1%.

As a result of the impairment analysis, the Company determined that the carrying amounts of the assets of Fiera Quantum L.P. exceeded their recoverable amounts and accordingly, the Company recorded a goodwill impairment charge of $1,918 and an intangible assets impairment charge of $6,098 for a total impairment charge

of $8,016. The charge is mostly attributable to lower AUM in Fiera Quantum L.P. coupled with expenses that are not decreasing at the same pace as revenues. The impairment charge did not affect Fiera Quantum L.P.'s operations, its liquidity, or its cash flows from operating activities.

REMAINDER OF THE BUSINESS

The 2013 calculation of the recoverable amount of this CGU, which represents the most recent detailed calculation made in a preceding year, was used in the impairment test of that unit as of December 31, 2015 and 2014, given that all of the following criteria were met:

a) the assets and liabilities making up the unit have not changed significantly since the most recent recoverable amount calculation;

b) the most recent recoverable amount calculation resulted in an amount that exceeded the carrying amount of the unit by a substantial margin; and

c) based on an analysis of events that have occurred and circumstances that have changed since the most recent recoverable amount calculation, the likelihood that a current recoverable amount determination would be less than the current carrying amount of the unit is remote.

In assessing goodwill for impairment as at December 31, 2015 and 2014, the Company compared the aggregate recoverable amount of the CGU to the carrying amounts. The recoverable amounts have been determined based on the value-in-use using five-year cash flow forecasts approved by management that made maximum use of observable market inputs. For the periods beyond the five-year budget, the terminal value was determined using the expected long-term growth rate. Key assumptions included the following:

	2015[1]	2014[1]
	%	%
Weighted average growth rate	**5.5%**	5.5%
Discount rate	**11%**	11%

1. Assumptions carried forward from 2013.

Reasonable changes in key assumptions would not cause the recoverable amount of goodwill to fall below the carrying value.

IMPAIRMENT TESTS OF INDEFINITE-LIFE INTANGIBLE ASSETS

In assessing indefinite-life intangible assets for impairment as at December 31, 2015 and 2014, the Company compared the aggregate recoverable amount of the assets to their respective carrying amounts. For 2015, the 2013 calculation of the recoverable amount for indefinite life intangible assets was used in the impairment test as of December 31, 2015 for the same reasons as discussed above. Key assumptions included the following:

	2015[1]	2014[1]
	%	%
Weighted average growth rate	**2.5%**	2.5%
Discount rate	**11%**	11%

1. Assumptions carried forward from 2013.

The recoverable amount has been determined based on value-in-use using indefinite-life cash flow forecasts approved by management that made maximum use of observable markets inputs and outputs. For the periods beyond the budget period, the terminal value was determined using the expected long-term growth rate of 2.5%. The discount rate is applied to the pre-tax cash flow projections and is derived from the weighted average cost of capital.

Reasonable changes in key assumptions would not cause the recoverable amount of indefinite life intangible assets to fall below the carrying value.

As a result of the impairment analysis, the Company determined that the recoverable amount of its CGUs exceeded their carrying amounts and as a result, there was no impairment identified.

11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2015	December 31, 2014
	$	$
Trade accounts payable and accrued liabilities	**18,835**	11,989
Wages and vacation payable	**429**	552
Bonuses and commissions payable	**30,641**	27,235
Sales taxes payable	**879**	1,258
	50,784	41,034

12. INCOME TAXES

Income tax expense details for the years ended December 31, are as follows:

	2015	2014
	$	$
Current income taxes	**15,077**	10,818
Deferred income taxes (recovery)	**(8,306)**	(5,660)
	6,771	5,158

For the years ended December 31, the Company's income tax expense differs from the amounts that would have been obtained using the combined federal and provincial statutory tax rates as follows:

	2015	2014
	$	$
Earnings before income taxes	**32,435**	28,749
Combined federal and provincial statutory tax rates	**26.7%**	26.7%
Income tax expense based on combined statutory income tax rate	**8,660**	7,676
Share-based compensation	**956**	154
Non-deductible acquisition costs	**755**	357
Income tax allocated to non-controlling interest	**539**	1,022
Difference between Canadian and foreign statutory rates	**(3,407)**	(1,314)
Prior years' tax adjustments	**(835)**	(1,380)
Other non-deductible (non-taxable) amounts	**103**	(1,357)
	6,771	5,158

The movement in deferred income tax assets and liabilities during the years, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

	Lease inducements & Deferred lease obligations	Restructuring provisions	Carry forward losses	Other	Total
	$	$	$	$	$
Balance, December 31, 2013	398	349	381	1,630	2,758
Charged to earnings	(45)	(89)	451	1,624	1,941
Business combinations	-	-	-	-	-
Charged to other comprehensive income	-	-	-	(83)	(83)
Foreign exchange difference	-	-	1	57	58
Balance, December 31, 2014	353	260	833	3,228	4,674
Charged to earnings	**(48)**	**(10)**	**3,106**	**3,194**	**6,242**
Other	**-**	**-**	**276**	**-**	**276**
Business combinations	**-**	**-**	**-**	**-**	**-**
Charged to other comprehensive income	**-**	**-**	**-**	**(37)**	**(37)**
Foreign exchange difference	**-**	**-**	**158**	**493**	**651**
Balance, December 31, 2015	**305**	**250**	**4,373**	**6,878**	**11,806**

	Total (from above)	Intangible assets	Property & equipment	Total
	$	$	$	$
Balance, December 31, 2013	2,758	(25,822)	(223)	(23,287)
Charged to earnings	1,941	3,339	380	5,660
Business combinations	-	(1,346)	-	(1,346)
Charged to other comprehensive income	(83)	-	-	(83)
Foreign exchange difference	58	(612)	2	(552)
Balance, December 31, 2014	4,674	(24,441)	159	(19,608)
Charged to earnings	**6,242**	**1,723**	**341**	**8,306**
Other	**276**	**-**	**-**	**276**
Business combinations	**-**	**379**	**-**	**379**
Charged to other comprehensive income	**(37)**	**-**	**-**	**(37)**
Foreign exchange difference	**651**	**(1,502)**	**48**	**(803)**
Balance, December 31, 2015	**11,806**	**(23,841)**	**548**	**(11,487)**

Financial statement presentation as at December 31:

	2015	2014
	$	$
Non-current deferred income tax assets	**1,079**	483
Non-current deferred income tax liabilities	**(12,566)**	(20,091)
Total	**(11,487)**	(19,608)

13. LONG-TERM DEBT

	December 31, 2015	December 31, 2014
	$	$
Term facility	**-**	177,756
Revolving facility	**265,270**	45,244
Deferred financing charges	**(1,044)**	(919)
	264,226	222,081

REVOLVING FACILITY

On June 26, 2015, the Company amended the terms of its credit agreement to include, amongst others, the following changes:

> Conversion of the previous facility consisting of a CA$75,000 senior unsecured revolving facility maturing in April 2017 and a CA$175,000 term facility maturing in April 2017 into a CA$300,000 senior unsecured revolving facility that can be drawn in Canadian or U.S. dollar equivalent at the discretion of the Company, and is repayable in full in March 2020.

> Revised financial covenants applicable for the different test periods including in periods after certain acquisitions.

> Inclusion of Fiera US Holding Inc., a wholly-owned subsidiary, as a borrower.

The Company evaluated the amendments and concluded that the revised terms were substantial and constituted an extinguishment of the previous facility. As a result, unamortized deferred financing charges of $718 relating to the previous facility were written off in the consolidated financial statements on the date of the amendment.

The Company plans to use the additional amounts available under the amended revolving facility to finance future acquisitions and for general corporate purposes, if needed.

As at December 31, 2015, the total amount of long-term debt was comprised of CA$128,258 and US$98,997 (CA$137,012) (CA$129,500 and US$80,597 (CA$93,500) was outstanding as at December 31, 2014).

Under the terms of the loan agreement, the Company must satisfy certain restrictive covenants including minimum financial ratios. These restrictions include maintaining a maximum ratio of funded debt to EBITDA and a minimal interest coverage ratio. EBITDA, a non IFRS measure, is defined in the revolving facility on a consolidated basis, as earnings of the Borrower before interest, taxes, depreciation, amortization, non-recurring and one-time expenses related to acquisitions and other non-cash items. As at December 31, 2015, all debt covenant requirements were met.

On May 1, 2012, the Company entered into an interest rate swap agreement of a notional amount of $108,000, which consists of exchanging its variable rate for a fixed rate of 1.835% ending in March 2017, payable in monthly instalments (see Note 6).

14. SHARE CAPITAL AND ACCUMULATED OTHER COMPREHENSIVE INCOME

AUTHORIZED

The Company is authorized to issue an unlimited number of Class A Shares and an unlimited number of Class B Shares. The Class B Shares may only be issued to Fiera Capital L.P., the holder of the Class B Shares.

Except as described below, the Class A Shares and the Class B Shares have the same rights, are equal in all respects and are treated as if they were shares of one class only. The Class A Shares and Class B Shares rank equally with respect to the payment of dividends, return of capital and distribution of assets in the event of the liquidation, dissolution or winding up of the Company.

The holders of outstanding Class A Shares and Class B Shares are entitled to receive dividends out of assets legally available at such times and in such amounts and form as the Board may from time to time determine without preference or distinction between Class A Shares and Class B Shares.

Class A Shares and Class B Shares each carry one vote per share for all matters other than the election of directors. With respect to the election of directors, holders of Class A Shares are entitled to elect one-third of the members of the Board while holders of Class B Shares are entitled to elect two-thirds of the members of the Board of the Company.

The Class A Shares are not convertible into any other class of shares. Class B Shares are convertible into Class A Shares on a one-for-one basis, at the option of the holder as long as Fiera Capital L.P. is controlled by current shareholders or holds at least 20% of the total number of issued and outstanding Class A Shares and Class B Shares.

The shares have no par value.

PREFERRED SHARES

On April 17, 2014, Directors of the Company approved the filings of articles of amendment to create a new class of shares to be designated as preferred shares ("Preferred Shares"). This amendment was approved by the Company's shareholders at the annual shareholders' meeting. The Preferred Shares would be issuable in series and would rank, both in regards to dividends and return on capital, in priority to the holders of the Class A Shares, the holders of the Class B Shares and over any other shares ranking junior to the holders of the Preferred Shares. Other conditions could also be applicable to the holders of the Preferred Shares.

The following table provides details of the issued and outstanding shares:

	Class A voting shares		Class B voting shares		Total	
	Number	$	Number	$	Number	$
Balance, December 31, 2013	46,639,057	388,113	20,798,008	33,096	67,437,065	421,209
Issuance of shares	149,469	1,830	-	-	149,469	1,830
Conversion of hold back shares	277,578	3,104	-	-	277,578	3,104
Stock options exercised	249,236	2,245	-	-	249,236	2,245
Shares issued as settlement of purchase price obligations	642,275	8,500	-	-	642,275	8,500
Transfer from Class B Shares to Class A Shares	758,258	1,207	(758,258)	(1,207)	-	-
Balance, December 31, 2014	48,715,873	404,999	20,039,750	31,889	68,755,623	436,888
Shares issued as part of a business combination (Note 4)	**1,028,086**	**11,998**	**-**	**-**	**1,028,086**	**11,998**
Issuance of restricted shares	**224,699**	**2,622**	**-**	**-**	**224,699**	**2,622**
Conversion of hold back shares	**277,578**	**2,959**	**-**	**-**	**277,578**	**2,959**
Issuance of shares	**288,339**	**3,341**	**-**	**-**	**288,339**	**3,341**
Stock options exercised	**356,173**	**3,146**	**-**	**-**	**356,173**	**3,146**
Shares issued as settlement of purchase price obligations	**729,157**	**8,500**	**-**	**-**	**729,157**	**8,500**
Shares purchased for cancellation	**(275,230)**	**(2,320)**	**-**	**-**	**(275,230)**	**(2,320)**
Transfer from Class B Shares to Class A Shares	**192,173**	**306**	**(192,173)**	**(306)**	**-**	**-**
Balance, December 31, 2015	**51,536,848**	**435,551**	**19,847,577**	**31,583**	**71,384,425**	**467,134**

2015

Shares issued as part of a business combination

As part of the acquisition of Samson, the Company issued 1,028,086 Class A Shares worth US$9,150. The shares issued were recorded at the closing price at the acquisition date of CA$11,998. The Company also committed to issue approximately 353,928 Class A Shares eighteen months following the closing of the acquisition. The commitment was considered an equity component and was recorded at a discounted value of CA$3,566 under the caption: Restricted and Hold back shares.

Issuance of restricted shares

In addition, the Company issued 224,699 restricted shares (the "Restricted Shares") to former employees of Samson. These shares will vest over a period of up to three years and the grant is accounted for as a share-based payment (Note 16). The Restricted Shares of CA$2,622 are included as an increase in share capital with a corresponding decrease under the caption: Restricted and Hold back shares.

Conversion of hold back shares

As part of the acquisition of Bel Air Investment Advisors LLC as well as its affiliate Bel Air Securities LLC (collectively "Bel Air"), the Company committed to issue in three tranches over a 32-month period following closing, 832,755 Class A Shares worth US$9,760. This commitment was considered an equity component and was recorded at a discounted value of US$8,419 (CA$8,781) under the caption: Restricted and Hold back shares. During the second quarter of 2015, the second tranche amounting to 277,578 of the hold back shares were issued and effectively converted into Class A Shares and a value of CA$2,959 was transferred from the caption Restricted and Hold back shares to share capital.

Issuance of shares

On the same day as the conversion of the second tranche of the hold back shares into share capital in connection with a related agreement, the Company issued 149,469 Class A Shares to National Bank of Canada ("National Bank") for cash proceeds of $1,830 less issuance-related costs of $19. These shares were issued upon the exercise by National Bank of its anti-dilution rights, as defined in the Investor Rights Agreement.

In connection with the agreement described above, the Company also issued subscription receipts to National Bank providing for the issuance of 149,469 Class A Shares, at a pre-determined price of $12.24, to be exchanged into shares concurrently with the third conversion of hold back shares into share capital. The proceeds of these subscription receipts have been transferred to an escrow account but the release from the escrow is conditional on the issuance of the hold back shares. As such, the amounts have been recorded as an asset and a liability for an amount of $1,755 which is presented as a current asset/liability.

The Company issued 138,870 Class A Shares from treasury at a cost of $1,530 for Restricted Share Units that vested during the year.

Shares issued as settlement of purchase price obligations

On October 15, 2015, in connection with the asset purchase agreement of Natcan Investment Management Inc., the Company issued 729,157 Class A Shares for $8,500 as settlement of purchase price obligations.

Shares purchased for cancellation

On October 15, 2015, the Company announced its intention to make a normal course issuer bid for its shares through the facilities of the TSX from October 19, 2015 to no later than October 18, 2016 in accordance with applicable regulations of the TSX. Under its normal course issuer bid, the Company may purchase for cancellation up to but no more than 3,509,288 Class A Shares, representing approximately 10% of the public float of Class A Shares as at September 30, 2015. During the year, the Company purchased and cancelled 275,230 Class A Shares at a cost of $3,109. The excess paid of $789 over the recorded capital stock value of the shares repurchased for cancellation was charged to retained earnings.

Transfers

During the year ended December 31, 2015, 192,173 Class B Shares were converted into 192,173 Class A Shares (758,258 Class B Shares were converted into 758,258 Class A Shares for the year ended December 31, 2014) on a one-for-one basis.

2014

Conversion of hold back shares

As part of the acquisition of Bel Air, the Company committed to issue in three tranches over a 32-month period following closing, 832,755 Class A Shares worth US$9,760. This commitment was considered an equity component and was recorded at a discounted value of US$8,419 ($8,781) under the caption: Restricted and Hold back shares. During the second quarter of 2014, the first tranche amounting to 277,578 of the hold back shares were issued and effectively converted into Class A Shares and a value of $3,104 was transferred from the caption: Restricted and Hold back shares to share capital.

Issuance of shares

On the same day as the conversion of the first tranche of the hold back shares into share capital in connection with a related agreement, the Company issued 149,469 Class A Shares to National Bank for $1,830. The amount of $1,830 was received on July 2, 2014. These shares were issued upon the exercise by National Bank of its anti-dilution rights, as defined in the Investor Rights Agreement.

In connection with the agreement described above, the Company also issued two subscription receipts to National Bank, each providing for the issuance of 149,469 Class A Shares, at a pre-determined price of $12.24, to be exchanged into shares concurrently with the second and third conversion of hold back shares into share capital. The proceeds of these subscription receipts have been transferred to an escrow account but the release from the escrow is conditional on the issuance of the hold back shares. As such, the amounts have been recorded as an asset and a liability for an amount of $3,353 of which $1,746 is presented as a current asset/liability.

Shares issued as settlement of purchase price obligations

On November 3, 2014, in connection with the asset purchase agreement of Natcan Investment Management Inc., the Company issued 642,275 Class A Shares for $8,500 as settlement of purchase price obligations.

Dividends

During the year ended December 31, 2015, the Company declared $37,605 of dividends ($0.54 per share) on Class A and Class B Shares ($31,229 for the year ended December 31, 2014 ($0.46 per share)) and $272 on hold back shares ($400 for the year ended December 31, 2014).

The components of accumulated other comprehensive income as at December 31 include:

	December 31, 2015	December 31, 2014
	$	$
Unrealized gain on available-for-sale financial assets	**779**	553
Share of other comprehensive income of joint ventures	**509**	354
Unrealized exchange differences on translating financial statements of foreign operations	**27,326**	8,944
	28,614	9,851

15. EARNINGS PER SHARE

Earnings per share as well as the reconciliation of the number of shares used to calculate basic and diluted earnings per share are as follows:

	For the years ended December 31,	
	2015	2014
	$	$
Net earnings attributable to shareholders	**27,631**	27,492
Weighted average shares outstanding – basic	**69,956,100**	68,578,274
Effect of dilutive share-based awards	**808,523**	987,478
Weighted average shares outstanding – diluted	**70,764,623**	69,565,752
Basic earnings per share	**0.40**	0.40
Diluted earnings per share	**0.39**	0.40

For the year ended December 31, 2015, the calculation of hypothetical conversions does not include 1,220,427 options (1,140,427 in 2014) with an anti-dilutive effect.

16. SHARE-BASED PAYMENTS

A) STOCK OPTION PLAN

Under the stock option plan, the exercise price of each stock option is equal to the volume weighted average trading price of the Company's shares on the TSX for the five trading days immediately preceding the date the stock option is granted and each stock option's maximum term is ten years. The Board may determine when any option will become exercisable and may determine that the option will be exercisable in instalments or pursuant to a vesting schedule.

A summary of the changes that occurred during the years ended December 31, 2015, and 2014, in the Company's stock option plan is presented below:

	December 31, 2015		December 31, 2014	
	Number of Class A Share options	Weighted-average exercise price	Number of Class A Share options	Weighted-average exercise price
		$		$
Outstanding – beginning of year	**3,346,037**	**9.32**	2,942,522	8.12
Granted	**255,000**	**11.64**	692,427	13.43
Exercised	**(356,173)**	**6.82**	(249,236)	6.77
Forfeited	**(204,639)**	**12.74**	(32,176)	8.10
Expired	**-**	**-**	(7,500)	5.59
Outstanding – end of year	**3,040,225**	**9.58**	3,346,037	9.32
Options exercisable – end of year	**1,225,485**	**7.04**	1,230,298	6.55

The following table presents the weighted average assumptions used during the years ended December 31, 2015 and 2014, to determine the share-based compensation expense using the Black-Scholes option-pricing-model:

	December 31, 2015	December 31, 2014
Dividend yield (%)	**3.80 to 5.17**	2.93 to 3.67
Risk-free interest rate (%)	**1.09 to 1.37**	1.72 to 2.09
Expected life (years)	**7.5**	7.5
Expected volatility of the share price (%)	**41.1 to 42.5**	43.2 to 43.8
Weighted-average fair values ($)	**2.80**	4.31
Share-based compensation expense ($)	**1,132**	1,292

The expected volatility is based on the historical volatility of the Company's share price. The risk-free interest used is equal to the yield available on government of Canada bonds at the date of grant with a term equal to the expected life of options.

The following table summarizes the stock options outstanding:

	Options outstanding			Options exercisable	
Range of exercise price	Number of Class A Share options	Weighted-average remaining contractual life in years	Weighted-average exercise price	Number of Class A Share options	Weighted-average exercise price
			$		$
3.67	359,006	4	3.67	359,006	3.67
5.41 to 8.50	1,460,792	6	8.09	846,479	8.31
8.51 to 13.89	1,220,427	9	13.10	20,000	13.89

B) DEFERRED SHARE UNIT PLAN

In 2007, the Board adopted a deferred share unit plan (the "DSU Plan") for the purposes of strengthening the alignment of interests between the directors and the shareholders by linking a portion of annual director compensation to the future value of the shares, in lieu of cash compensation. Under the DSU Plan, each director received, on the date in each quarter which is three business days following the publication by the Company of its earnings results for the previous quarter, that number of DSU having a value equal to up to 100% of such director's base retainer for the current quarter, provided that a minimum of 50% of the base retainer must be in the form of DSU. The number of DSU granted to a director was determined by dividing the dollar value of the portion of the director's fees to be paid in DSUs by the closing price of the Class A Shares of the TSX for the business day immediately preceding the date of the grant. At such time as a director ceased to be a director, the Company would make a cash payment to the director equal to the closing price of the Class A Shares on the date of departure, multiplied by the number of DSU held by the director on that date. As at September 1, 2010, the Board cancelled the DSU plan; however, all existing rights and privileges were kept intact. All directors are now compensated in cash.

As at December 31, 2015, management had recorded a liability for an amount of approximately $162 for the 14,295 units ($174 for 13,681 units as at December 31, 2014), outstanding under the DSU Plan.

C) RESTRICTED SHARE UNIT PLAN

On December 11, 2012, the Board adopted a RSU Plan for the purposes of providing certain employees with the opportunity to acquire Class A Shares of the Company in order to induce such persons to become employees of the Company, or one of its affiliates and to permit them to participate in the growth and development of the Company. The maximum number of issuable Class A Shares under all plans is 10% of the issued and outstanding shares of the Company calculated on a non-diluted basis. The vesting date is the third anniversary of the award date. The Board may determine the number of shares each eligible employee can receive. RSU expense is recorded at fair value and is amortized over the vesting period on a straight-line basis.

The following table presents transactions that occurred during the years ended December 31, 2015 and 2014 in the Company's RSU plans.

	Number of RSUs outstanding	
	2015	2014
Outstanding – beginning of year	**540,508**	367,548
Granted	**273,964**	166,559
Reinvestments in lieu of dividends	**30,872**	15,573
Vested[1]	**(140,630)**	-
Forfeited	**(18,470)**	(9,172)
Outstanding – end of year	**686,244**	540,508

1. 1,760 Restricted share units representing the last dividend were paid in cash.

As at December 31, 2015, management had recorded a liability for an amount of $2,905 for the 686,244 units ($2,231 for 540,508 units as at December 31, 2014), outstanding under the RSU Plan. An expense of $2,204 and $1,640 was recorded during the years ended December 31, 2015 and 2014, respectively for these grants.

D) RESTRICTED SHARE PLAN

On October 30, 2015, in relation with the acquisition of Samson, the Board adopted a Restricted Share Plan for the purposes of retaining certain employees and providing them with the opportunity to participate in the growth and development of the Company. The maximum number of issuable Class A Shares under the plan is 224,699 of the issued and outstanding shares of the Company. The Board may determine the number of restricted shares each eligible employee can receive. The Restricted Shares vest over a three-year period with one third vesting each year. Accelerated vesting occurs in certain circumstances, including death or disability. The Restricted Shares are entitled to dividends and have voting rights. The plan administrator will reinvest the proceeds of the dividends received into additional shares of the Company.

On October 30, 2015, the Company issued 224,699 Restricted Shares. In conjunction with the Restricted Share issuance, the Company issued 224,699 Class A Shares which are held by the plan administrator. During the year, the plan administrator purchased an additional 2,346 Class A Shares with the proceeds of the dividends received.

The share-based payment expense is measured based on the fair value of the Restricted Shares on the grant date and is recognized over the vesting period on a straight-line basis. An expense of $227 was recorded during the year ended December 31, 2015 for this grant.

E) PERFORMANCE SHARE UNIT PLAN

PSU PLAN APPLICABLE TO BUSINESS UNITS

The following table presents the transactions that occurred during the years ended December 31 in the Company's PSU plan applicable to BU:

	2015	2014
Outstanding – beginning of year	**1,735,705**	1,345,321
Granted	**1,101,589**	415,384
Settled	**(234,583)**	-
Forfeited	**(60,000)**	(25,000)
Outstanding – end of year	**2,542,711**	1,735,705

During the year ended December 31, 2015, the Company granted 1,092,273 PSUs which will vest in equal tranches in either the next 4 or 5 years and 9,316 PSUs which are cliff vesting on December 31, 2018. The formula to determine the value of the PSUs upon vesting is based on a multiple of the revenues applicable to the business unit while the performance condition is based on a revenue growth objective. The PSUs granted are anticipated to be equity-settled.

The weighted-average grant date fair value of the PSUs awarded is $14.24 per share. The fair value of the PSUs granted was determined at inception using a discounted cash flow model which values the underlying PSUs using different long-term projections such as the expected revenue growth rate, client retention rate and discount rate. The Company determined that it is currently probable that only the first two years of the awards granted during the period will vest. During the year ended December 31, 2015, 234,583 PSUs vested and were settled. The Company settled the vested PSUs by paying $3,450 in cash in lieu of issuing Class A Shares. The Company treated the transaction as a repurchase of an equity interest and recorded a deduction in the amount of $3,450 in contributed surplus. The settling of these PSUs in cash was due to unique circumstances. The Company still has the intention to settle the remaining tranches by issuing shares.

An expense of $4,393 and $4,006 was recorded during the years ended December 31, 2015 and 2014, respectively for the PSU plan applicable to BU. For the year ended December 31, 2015, the expense is attributable to equity-settled grants and cash-settled grants for an amount of $4,422 and ($29), respectively ($3,963 and $43, respectively for the year ended December 31, 2014).

PSU PLAN

An expense of $924 and nil was recorded during the years ended December 31, 2015 and 2014, respectively for this PSU plan. For the year ended December 31, 2015, the expense is attributable to equity-settled grants and to cash-settled grants for an amount of $213 and $711, respectively (nil for the year ended December 31, 2014).

17. POST-EMPLOYMENT BENEFIT OBLIGATIONS

The Company contributes to defined contribution plans for its employees. Contributions for the year ended December 31, 2015 amount to $2,409 ($2,260 for the year ended December 31, 2014).

Subsequent to a business combination realized in September 2010, the Company assumed the role of sponsor of an individual pension plan ("IPP") which had been established by the Company for former employees. Under pension legislation, while the IPPs are ongoing, the Company has no legal requirement to make contributions towards any solvency deficiencies. These IPPs are valued on a triennial reporting cycle. The most recent actuarial valuation was performed as at January 1, 2013, and the next actuarial valuation date is January 1, 2016.

18. EXPENSES BY NATURE

The details of selling, general and administration expense are as follows:

	For the years ended December 31,	
	2015	2014
	$	$
Wages and employee benefits	**132,034**	108,289
Travelling and marketing	**8,369**	6,316
Reference fees	**5,978**	5,839
Rent	**6,537**	5,071
Technical Services	**9,907**	6,867
Professional fees	**6,321**	4,804
Insurance, permits and taxes	**2,645**	2,588
Other	**5,900**	6,193
	177,691	145,967

The details of wages and employee benefits are as follows:

	For the years ended December 31,	
	2015	2014
	$	$
Salaries and wages	**110,630**	91,446
Pension costs	**2,409**	2,260
State plans	**2,814**	2,490
Share-based compensation	**5,994**	5,255
Cash settled share-based compensation	**2,886**	1,683
Other	**7,301**	5,155
	132,034	108,289

Key management includes the Company's directors and key officers. Compensation awarded to key management is as follows:

Salaries and other short-term benefits	**9,403**	11,800
Share-based payments	**2,577**	1,257

19. ADDITIONAL INFORMATION RELATING TO CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended December 31,	
	2015	2014
	$	$
Changes in non-cash operating working capital items		
Accounts receivable	**1,990**	(2,409)
Prepaid expenses and other assets	**(2,484)**	1,045
Accounts payable and accrued liabilities	**2,565**	6,039
Amount due to related companies	**328**	(25)
Deferred revenues	**(3,325)**	(396)
	(926)	4,254

The following are non-cash items: subscription receipts receivable of $1,755, subscription receipts obligation of $1,755, shares issued as settlement for purchase price obligations of $8,500 (2014 – $8,500), conversion of hold back shares of $2,959 (2014 - $3,104), issuance of Restricted Shares of $2,622, issuance of shares and hold back shares as part of a business combination of $11,998 and $3,566,respectively, issuance of shares relating to the vesting of RSUs of $1,530, conversion of amounts outstanding under the previous facility into the amended revolving facility of CA$129,500 and US$73,159, additions to property and equipment included in lease inducements of $4,844, additions to property and equipment included in accounts payable and accrued liabilities of $1,194 and additions to intangible assets included in accounts payable and accrued liabilities of $70.

The changes in non-cash working capital for accounts payable and accrued liabilities exclude the difference between income taxes paid of $12,563 (2014 – $14,346) and income tax expense of $15,077 (2014 – $10,818) for a net impact of $2,514 for the year ended December 31, 2015 (2014 – $(3,528)).

20. COMMITMENTS AND CONTINGENT LIABILITIES

COMMITMENTS

The Company leases office space and equipment under non-cancellable operating leases expiring at different dates until 2026. Future lease payments total $77,876 and include the following payments for each of the next five years as at December 31, 2015, and thereafter:

	$
2016	**11,934**
2017	**10,416**
2018	**7,943**
2019	**7,198**
2020	**6,601**
Thereafter	**33,784**

CONTINGENT LIABILITIES

In the normal course of business, the Company is party to business and employee-related claims. The potential outcomes related to existing matters faced by the Company are not determinable at this time. The Company intends to defend these actions, and management believes that the resolution of these matters will not have a material adverse effect on the Company's financial condition.

21. CAPITAL MANAGEMENT

The Company's capital comprises share capital, (deficit) retained earnings and long-term debt, less cash. The Company manages its capital to ensure there are adequate capital resources while maximizing the return to shareholders through the optimization of the debt and equity balance and to maintain compliance with regulatory requirements and certain restrictive covenants required by the lender of the debt.

In order to maintain its capital structure, the Company may issue new shares or proceed to the issuance or repayment of debt and acquire or sell assets to improve its financial performance and flexibility.

During the years ended December 31, 2015 and 2014, all regulatory requirements and exemptions were met.

22. RELATED PARTY TRANSACTIONS

The Company has carried out the following transactions with shareholders and their related companies, during the years ended December 31.

	2015	2014
	$	$
Base management, performance and other revenues	**52,326**	49,290
Selling, general & administrative expenses		
Reference fees	**1,592**	1,583
Other	**2,320**	1,775
Interest on long-term debt	**7,782**	7,864
Changes in fair value of derivative financial instruments	**445**	301
Acquisition costs	**120**	-
Shares issued as settlement of the purchase price obligations	**8,500**	8,500

These transactions were made in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Fees are at prevailing market prices and are settled on normal trade terms. The amounts due under the Company's revolving facility presented as long-term debt are amounts due to a syndicate of lenders which includes two related parties of the Company. During the second quarter of 2015, the Company paid $1,034 to the syndicate of lenders for different transaction-related fees in relation to the amendment of the revolving facility. The amounts are recorded as deferred financing costs. The derivative financial instruments liability is due to a related company.

The Company has carried out the following transaction with joint ventures: other revenue of $400 for the year ended December 31, 2015 ($1,202 for the year ended December 31, 2014).

23. SEGMENT REPORTING

The chief operating decision-maker of the Company has determined that the Company's reportable segment is investment management services in Canada and the United States of America.

GEOGRAPHICAL INFORMATION

	Revenues	Non-current assets
	For the year ended December 31, 2015	As at December 31, 2015
	$	$
Canada	**180,178**	**492,841**
United States of America	**78,239**	**250,614**

	Revenues	Non-current assets
	For the year ended December 31, 2014	As at December 31, 2014
	$	$
Canada	166,544	515,443
United States of America	55,814	166,195

Revenues are attributed to countries on the basis of the customer's location. Non-current assets exclude deferred income taxes.

24. SUBSEQUENT EVENT

PENDING ACQUISITION

On February 29, 2016, the Company announced that it had reached a definitive agreement to acquire all of the outstanding shares of Apex Capital Management ("Apex"), a prominent growth equity manager based in Dayton, Ohio. The acquisition is in line with the Company's North American growth strategy, and provides a meaningful complementary presence in the institutional and sub-advisory retail markets, small/mid cap, small cap and other growth strategies.

Under the terms of the agreement, the purchase price for Apex includes US$88,000 payable in cash to the sellers and US$57,000 worth of Fiera Capital Class A Shares that will be held in escrow and issued over 7 years starting on the first anniversary of the closing date. The Class A Shares will not have voting rights until their release from escrow. The purchase price is subject to post-closing price adjustments.

The Company will finance the cash portion of the acquisition with a new US$125,000 term loan which will mature three years from the date of closing. The Company plans to use the additional amounts available under the new loan to refinance existing borrowings under the revolving facility.

The transaction is expected to close in April 2016, and is subject to customary conditions, including regulatory approvals and approval of the TSX.

DISPOSAL OF JOINT VENTURE

On January 15, 2016 the Company completed the sale of the Company's 35% equity ownership in Axium for cash proceeds of $20,000. As a result, the Company wrote off the assets held-for-sale of $5,496, reclassified $509 of accumulated other comprehensive income to net earnings and recorded a gain on disposal of $15,013.

SHARES PURCHASED FOR CANCELLATION

During the month of January 2016, the Company purchased and cancelled 154,500 Class A Shares at a cost of $1,306. The excess paid of $353 over the recorded capital stock value of the shares repurchased for cancellation was charged to retained earnings.

DIVIDENDS DECLARED

On March 16, 2016, the Board declared a quarterly dividend of $0.15 per share to shareholders of record as at March 29, 2016 and payable on April 26, 2016.

CORPORATE INFORMATION

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Violaine Des Roches
Jean-Guy Desjardins
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Auditor

Deloitte LLP

Stock Exchange Listing

Stock markets: Class-A subordinate voting shares are listed on the TSX under the symbol FSZ

Annual and Special Meeting

Centre Mont-Royal
2200 Mansfield Street
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Friday, May 27, 2016, 9:30 a.m.

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Our numbers reflect a commitment

Fiera Capital is deeply committed to being a good corporate citizen and recognizes the importance of protecting the environment for the well-being of all. The pages of this annual report were printed on recycled paper and manufactured using biogas energy.

12
mature trees

2,032 kg
of CO_2

10 GJ
energy

530 kg
of waste

43,096 litres
of water

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